

PETERSON PETER M
Form 4
June 07, 2012

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
PETERSON PETER M

2. Issuer Name and Ticker or Trading Symbol
NEOGENOMICS INC [NGNM.OB]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
C/O NEOGENOMICS, INC., 12701 COMMONWEALTH DRIVE, SUITE 9

3. Date of Earliest Transaction (Month/Day/Year)
06/05/2012

Director 10% Owner
 Officer (give title below) Other (specify below)

(Street)
FORT MYERS, FL US 33913

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 06/05/2012 ⁽¹⁾ | | A | | 10,500 | A | \$ 1.5 |
| Common Stock | | | | | 129,427 | I | |

By Aspen Opportunity Fund, LP ⁽²⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price or Amount of Derivative Security (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|

| | | | | | | | | |
|------------------------|---------|--|--|--|--|-----------------------|--------------|--------|
| Warrant (Right to Buy) | \$ 0.75 | | | | | 02/09/2009 02/09/2014 | Common Stock | 83,333 |
|------------------------|---------|--|--|--|--|-----------------------|--------------|--------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |

| | | | | |
|---|--|--|--|---|
| PETERSON PETER M C/O NEOGENOMICS, INC. 12701 COMMONWEALTH DRIVE, SUITE 9 FORT MYERS, FL US 33913 | | | | X |
|---|--|--|--|---|

Signatures

/s/ Peter M. Peterson 06/07/2012

 **Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Mr. Peterson did a cashless net exercise of 100,000 warrants which resulted in him receiving 10,500 shares of common stock. On April 27, 2011 the Board of Directors approved and granted a restricted stock award of 24,000 shares of NeoGenomics common stock. The terms of the award call for 2,000 shares to vest on the last day of the next 12 quarters starting on June 30, 2011 as long as Mr. Peterson remains a Director of the Company.
- (2) An investment entity controlled by Peter Peterson. Mr. Peterson disclaims beneficial ownership of such shares except to the extent of his respective pecuniary interests therein.
- (3) An investment entity controlled by Peter Peterson. Mr. Peterson disclaims beneficial ownership of such shares except to the extent of his respective pecuniary interests therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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