

NEOGENOMICS INC  
Form 4  
March 12, 2014

**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 \*  
VAN OORT DOUGLAS M

(Last) (First) (Middle)

C/O NEOGENOMICS, INC., 12701  
COMMONWEALTH DRIVE  
SUITE 9

(Street)

FORT MYERS, FL US 33913

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/12/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock                    | 03/12/2014                           |  | A                              | V Amount \$ 187,500 (A) or (D) Price \$ 1.05                      | 991,456   | I  | Trust by Self   |
| Common Stock                    | 03/12/2014                           |  | A                              | V Amount \$ 187,500 (A) or (D) Price \$ 1.05                      | 187,500   | I  | By Conundrum Capital Partners, LLC <sup>(1)</sup>     |
| Common Stock                    |                                      |  |                                |   | 8,600   | D  |   |

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

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(9-02)

**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 Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Warrants (Right to Buy)                    | \$ 1.05  | 03/12/2014                           |  | A                              | 375,000<br>(2)  | 03/16/2009 03/15/2014                                    | Common Stock  | 0                          |
| Stock Option (Right to buy)                | \$ 1.71  |                                      |  |                                |   | 02/14/2013 <sup>(3)</sup> 02/14/2017                     | Common Stock  | 0                          |
| Stock Option (Right to buy)                | \$ 0.8   |                                      |  |                                |   | 12/31/2009 <sup>(4)</sup> 03/15/2016                     | Common Stock  | 0                          |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                  |       |
|--|---------------|-----------|------------------|-------|
|  | Director      | 10% Owner | Officer          | Other |
| VAN OORT DOUGLAS M<br>C/O NEOGENOMICS, INC.<br>12701 COMMONWEALTH DRIVE SUITE 9<br>FORT MYERS, FL US 33913 | X             |           | Chairman and CEO |       |

## Signatures

/s/ Douglas M.  
VanOort 03/12/2014

\*\*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) Conundrum Capital Partners, LLC is a limited partnership 50% owned by Mr. VanOort. Mr. VanOort is a managing partner of Conundrum Capital Partners, LLC.
- (2) On March 16, 2009 Mr. VanOort was granted a warrant to purchase 625,000 shares. Of this total 375,000 shares became vested and exercisable and 250,000 shares are not vested and exercisable. On March 12, 2014 Mr. VanOort exercised 375,000 warrants and received 375,000 shares of NeoGenomics common stock.
- (3) On February 14, 2012 Mr. VanOort was granted options to purchase 800,000 shares. These shares vest equally over each of the first four anniversaries of the grant date.
- (4) On March 15, 2009 Mr. VanOort was granted options to purchase 1,000,000 shares. The grant was comprised of 500,000 time based options and 500,000 performance based options. The first date that vesting became available was December 31, 2009.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.