

NEOGENOMICS INC  
Form 8-A12B  
December 05, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**  
**PURSUANT TO SECTION 12(b) OR (g) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**NEOGENOMICS, INC.**

(Exact name of registrant as specified in its charter)

**Nevada**  
(State of incorporation)

or organization)

12701 Commonwealth Drive, Suite 9, Fort Myers, Florida 33913

(Address of principal executive offices)

**74-2897368**  
(I.R.S. Employer

Identification No.)

**Securities to be registered pursuant to Section 12(b) of the Act:**

<b>Title of each class to be so registered</b>	<b>Name of each exchange on which each class is to be registered</b>
<b>Common Stock, par value \$0.001</b>	<b>The NASDAQ Stock Market LLC</b>

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities Act registration statement file number to which this form relates: (if applicable)

Securities to be registered pursuant to Section 12(g) of the Act:

(Title of class)

**Item 1. Description of Registrant's Securities to be Registered.**

The description of the securities of NeoGenomics, Inc., a Nevada corporation (the "Company") set forth in the Company's Post Effective Amendment No. 4 to the Registration Statement on Form S-1 (File No. 333-155784) filed with the Securities and Exchange Commission on April 27, 2012, is incorporated by reference into this Item 1.

**Item 2. Exhibits.**

Under the Instructions as to Exhibits with respect to Form 8-A, no exhibits are required to be filed hereunder because no other securities of the Company are listed by The NASDAQ Stock Market LLC and the securities registered hereby are not being registered pursuant to Section 12(g) of the Securities Exchange Act of 1934, as amended.

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Dated: December 5, 2012

**NEOGENOMICS, INC.**

By: /s/ Douglas M. VanOort  
Name: Douglas M. VanOort  
Title: Chairman and Chief Executive Officer