

PETERSON PETER M
Form 3
May 02, 2011

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol |
| Â PETERSON PETER M (Last) (First) (Middle) | (Month/Day/Year) 05/02/2011 | NEOGENOMICS INC [NGNM.OB] |
| | | 4. Relationship of Reporting Person(s) to Issuer |
| | | 5. If Amendment, Date Original Filed(Month/Day/Year) |

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

(Street)

(Check all applicable)

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

FORT MYERS, Â FL Â US
33913

(City) (State) (Zip)

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 Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 8,038,123 | I | By Aspen Select Healthcare, LP <u>(1)</u> |
| Common Stock | 129,427 | I | By Aspen Opportunity Fund, LP <u>(2)</u> |
| Common Stock <u>(3)</u> | 24,000 | D | Â |

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

SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|--------------------|--|----------------------------------|--|--|--|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| Warrant (Right to Buy) | 06/07/2007 | 06/07/2012 | Common Stock | 100,000 | \$ 1.5 | D | Â |
| Warrant (Right to Buy) | 02/09/2009 | 02/09/2014 | Common Stock | 83,333 | \$ 0.75 | I | By Gulf Pointe Capital, LLC <u>(2)</u> |

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 | Â X | Â X | Â | Â |

Signatures

/s/ Peter M.
Peterson

05/02/2011

**Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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).
- Aspen Select Healthcare, LP is a private investment fund. Medical Venture Partners, LLC is the sole general partner of Aspen Select Healthcare, LP, and Mr. Peterson is a Managing Member of Medical Venture Partners, LLC. Mr. Peterson disclaims beneficial ownership of such shares except to the extent of his respective pecuniary interests therein.
- (1) 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.
 - (2) 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.
 - (3)

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.