

NEOGENOMICS INC  
Form 4  
February 06, 2017

**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)

12701 COMMONWEALTH DRIVE  
SUITE 9

(Street)

FORT MYERS, FL 33913

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/02/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ 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 Ownership (Instr. 4)         |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                                     |
| Common Stock                    |                                      |  |                                |   | 187,500   | I  | Conundrum Capital Partners <sup>(1)</sup> |
| Common Stock                    |                                      |  |                                |   | 1,675,000 <sup>(2)</sup>  | D  |   |
| Common Stock                    | 02/02/2017                           |  | M                              |   | 200,000   | A  | \$ 1.71 1,875,000 D                       |
| Common Stock                    | 02/02/2017                           |  | F                              |   | 42,015 <sup>(3)</sup>   | D  | \$ 8.14 <sup>(4)</sup> 1,832,985 D        |

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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 Securities (Instr. 3 and 4) |                  |                 |       |                         |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------|-----------------|-------|-------------------------|
|  |  |                                      |  | Code                           | V   | (A)  | (D)   | Date Exercisable | Expiration Date | Title | Amount Number of Shares |
| Stock Option (Right to Buy)                | \$ 7.15  |                                      |  |                                |   | 04/20/2017 <sup>(5)</sup>                                | 04/20/2021  | Common Stock     | 472,500         |       |                         |
| Stock Option (Right to Buy)                | \$ 1.71  | 02/02/2017                           |  | X                              | 200,000   | 02/14/2013   | 02/14/2017  | Common Stock     | 200,000         |       |                         |

## Reporting Owners

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

## Signatures

/s/ Douglas M. VanOort  
02/06/2017  
\*\*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 liability partnership 50% owned by Mr. VanOort. Mr. VanOort is a managing partner of Conundrum Capital Partners, LLC
- (2) Includes 125,000 shares of restricted stock that the Board of Directors approved and granted on April 15, 2014. The terms of the award call for the stock to vest on the third anniversary of the grant date as long as Mr. Van Oort is still an employee of the

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Company. This was disclosed in our Quarterly Report on Form 10-Q as filed with the Securities and Exchange Commission on July 29, 2014.

- (3) Shares withheld by NeoGenomics Inc. to satisfy the cost of shares in connection with the February 2, 2017 stock option exercise.
- (4) Closing stock price on February 1, 2017.
- (5) On April 20, 2016, Mr. VanOort was granted 472,527 stock options. These options vest ratably over the first three anniversary dates of the grant date.

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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