

NEOGENOMICS INC
Form 8-K
August 06, 2018

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934
Date of Report (Date of earliest event reported)
August 6, 2018

NEOGENOMICS, INC.
(Exact name of registrant as specified in its charter)

Nevada	001-35756	74-2897368
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

12701 Commonwealth Drive, Suite 9, Fort Myers, Florida	33913
(Address of principal executive offices)	(Zip Code)
(239) 768-0600	
(Registrant's telephone number, including area code)	

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written
communications
pursuant to Rule
425 under the
Securities Act (17
CFR 230.425)
Soliciting material
pursuant to Rule
14a-12 under the
Exchange Act (17
CFR 240.14a-12)
Pre-commencement
communications
pursuant to Rule
14d-2(b) under the
Exchange Act (17
CFR 240.14d-2(b))
Pre-commencement
communications

pursuant to Rule
13e-4(c) under the
Exchange Act (17
CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 7.01 Regulation FD Disclosure.

NeoGenomics, Inc. (the “Company”) today announced the public offering of shares of its common stock. A copy of this press release is filed as Exhibit 99.1 hereto and incorporated herein by reference.

The Company has made available an Investor Presentation, which is attached to this Current Report on Form 8-K as Exhibit 99.2 and incorporated herein by reference. The Company expects to present the Investor Presentation, at several upcoming conferences and in connection with the public offering of shares as described above.

This information shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, and it shall not be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits.

- (a) Not applicable
- (b) Not applicable
- (c) Not applicable
- (d) Exhibits

99.1 Press Release of NeoGenomics, Inc. dated August 6, 2018.

99.2 Investor Presentation dated August 6, 2018.

Exhibit Index

Exhibit No. Description

99.1 Press Release of NeoGenomics, Inc. dated August 6, 2018.

99.2 Investor Presentation dated August 6, 2018.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

NEOGENOMICS, INC.

By: /s/ Sharon A. Virag
Sharon A. Virag
Chief Financial Officer
August 6, 2018

r from its results at NAV due to factors such as changing perceptions about the Fund, market conditions, fluctuations in supply and demand for Fund shares, or changes in Fund distributions. Investment return and principal value will fluctuate so that shares, when sold, may be worth more or less than their original cost. Performance less than or equal to one year is cumulative. Performance is for the stated time period only; due to market volatility, current Fund performance may be lower or higher than the quoted return. For performance as of the most recent month-end, please refer to eatonvance.com.

Eaton Vance

Tax-Advantaged Global Dividend Income Fund

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Performance^{2,3}

Portfolio Managers Michael A. Allison, CFA and John H. Croft, CFA of Eaton Vance Management; Christopher M. Dyer, CFA of Eaton Vance Advisers International Ltd.

% Average Annual Total Returns	Inception Date	One Year	Five Years	Ten Years
Fund at NAV	01/30/2004	1.38%	6.99%	10.71%
Fund at Market Price		2.91	7.14	11.59
MSCI World Index		1.16%	6.80%	10.02%
ICE BofAML Fixed Rate Preferred Securities Index		1.23	6.41	8.16
Blended Index		0.78	6.81	9.78

% Premium/Discount to NAV⁴	7.11%
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Distributions⁵

Total Distributions per share for the period	\$ 1.230
Distribution Rate at NAV	7.35%
Distribution Rate at Market Price	7.92%

% Total Leverage⁶

Borrowings	24.98%
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See Endnotes and Additional Disclosures in this report.

Past performance is no guarantee of future results. Returns are historical and are calculated by determining the percentage change in net asset value (NAV) or market price (as applicable) with all distributions reinvested and include management fees and other expenses. Fund performance at market price will differ from its results at NAV due to factors such as changing perceptions about the Fund, market conditions, fluctuations in supply and demand for Fund shares, or changes in Fund distributions. Investment return and principal value will fluctuate so that shares, when sold, may be worth more or less than their original cost. Performance less than or equal to one year is cumulative. Performance is for the stated time period only; due to market volatility, current Fund performance may be lower or higher than the quoted return. For performance as of the most recent month-end, please refer to eatonvance.com.

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Tax-Advantaged Global Dividend Income Fund

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Fund Profile

Common Stock Sector Allocation (% of total investments)

Country Allocation (% of total investments)⁸

Top 10 Holdings (% of total investments)⁷

Alphabet, Inc., Class C	3.0%
Microsoft Corp.	2.4
Amazon.com, Inc.	2.3
Apple, Inc.	2.0
American Tower Corp.	1.6
Exxon Mobil Corp.	1.6
Johnson & Johnson	1.6
First Trust Preferred Securities and Income ETF	1.4
BP PLC	1.4
ASML Holding NV	1.4
Total	18.7%

See Endnotes and Additional Disclosures in this report.

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Tax-Advantaged Global Dividend Income Fund

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Endnotes and Additional Disclosures

- ¹ The views expressed in this report are those of the portfolio manager(s) and are current only through the date stated at the top of this page. These views are subject to change at any time based upon market or other conditions, and Eaton Vance and the Fund(s) disclaim any responsibility to update such views. These views may not be relied upon as investment advice and, because investment decisions are based on many factors, may not be relied upon as an indication of trading intent on behalf of any Eaton Vance fund. This commentary may contain statements that are not historical facts, referred to as forward looking statements. The Fund's actual future results may differ significantly from those stated in any forward looking statement, depending on factors such as changes in securities or financial markets or general economic conditions, the volume of sales and purchases of Fund shares, the continuation of investment advisory, administrative and service contracts, and other risks discussed from time to time in the Fund's filings with the Securities and Exchange Commission.
- ² MSCI World Index is an unmanaged index of equity securities in the developed markets. MSCI EAFE Index is an unmanaged index of equities in the developed markets, excluding the U.S. and Canada. MSCI Emerging Markets Index is an unmanaged index of emerging markets common stocks. MSCI indexes are net of foreign withholding taxes. Source: MSCI. MSCI data may not be reproduced or used for any other purpose. MSCI provides no warranties, has not prepared or approved this report, and has no liability hereunder. Dow Jones Industrial Average[®] is a price-weighted average of 30 blue-chip stocks that are generally the leaders in their industry. S&P 500[®] Index is an unmanaged index of large-cap stocks commonly used as a measure of U.S. stock market performance. ICE BofAML Fixed Rate Preferred Securities Index is an unmanaged index of fixed-rate, preferred securities issued in the U.S. ICE[®] BofAML[®] indices are not for redistribution or other uses; provided as is, without warranties, and with no liability. Eaton Vance has prepared this report and ICE Data Indices, LLC does not endorse it, or guarantee, review, or endorse Eaton Vance's products. BofAML[®] is a licensed registered trademark of Bank of America Corporation in the United States and other countries. The Blended Index consists of 80% MSCI World Index and 20% ICE BofAML Fixed Rate Preferred Securities Index. Unless otherwise stated, index returns do not reflect the effect of any applicable sales charges, commissions, expenses, taxes or leverage, as applicable. It is not possible to invest directly in an index.
- ³ Performance results reflect the effects of leverage. Performance since inception for an index, if presented, is the performance since the Fund's or oldest share class inception, as applicable.
- ⁴ The shares of the Fund often trade at a discount or premium from their net asset value. The discount or premium of the Fund may vary over time and may be higher or lower than what is quoted in this report. For up-to-date premium/discount information, please refer to <http://eatonvance.com/closedend>.
- ⁵ The Distribution Rate is based on the Fund's last regular distribution per share in the period (annualized) divided by the Fund's NAV or market price at the end of the period. The Fund's distributions may be comprised of amounts characterized for federal income tax purposes as qualified and non-qualified ordinary dividends, capital gains and nondividend distributions, also known as return of capital. For additional information about nondividend distributions, please refer to Eaton Vance Closed-End Fund Distribution Notices (19a) posted on our website, eatonvance.com. The Fund will determine the federal income tax character of distributions paid to a shareholder after the end of the calendar year. This is reported on the IRS form 1099-DIV and provided to the shareholder shortly after each year-end. For information about the tax character of distributions made in prior calendar years, please refer to Performance-Tax Character of Distributions on the Fund's webpage available at eatonvance.com. The Fund's distributions are determined by the investment adviser based on its current assessment of the Fund's long-term return potential. Fund distributions may be affected by numerous factors including changes in Fund performance, the cost of financing for leverage, portfolio holdings, realized and projected returns, and other factors. As portfolio and market conditions change, the rate of distributions paid by the Fund could change.
- ⁶ Total leverage is shown as a percentage of the Fund's aggregate net assets plus borrowings outstanding. The Fund employs leverage through borrowings. Use of leverage creates an opportunity for income, but creates risks including greater price volatility. The cost of borrowings rises and falls with changes in short-term interest rates. The Fund may be required to maintain prescribed asset coverage for its leverage and may be required to reduce its leverage at an inopportune time.

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⁷ Excludes cash and cash equivalents.

⁸ The Fund may obtain exposure to certain market segments through investments in exchange-traded funds (ETFs). For purposes of the chart, the Fund's investments in ETFs are included based on the portfolio composition of each ETF.

Fund profile subject to change due to active management.

Eaton Vance

Tax-Advantaged Global Dividend Income Fund

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Portfolio of Investments

Common Stocks	107.6%			
Security		Shares		Value
Aerospace & Defense	0.8%			
CAE, Inc. ⁽¹⁾		558,908	\$	9,858,212
			\$	9,858,212
Auto Components	1.0%			
Continental AG ⁽¹⁾		74,813	\$	12,328,131
			\$	12,328,131
Banks	8.3%			
Banco Santander SA ⁽¹⁾		1,988,317	\$	9,460,320
Canadian Imperial Bank of Commerce ⁽¹⁾		188,744		16,298,696
Citigroup, Inc. ⁽¹⁾		253,248		16,577,614
ING Groep NV ⁽¹⁾		878,620		10,394,946
KeyCorp ⁽¹⁾		856,652		15,556,800
Nordea Bank AB ⁽¹⁾		701,412		6,095,884
Societe Generale SA ⁽¹⁾		249,585		9,149,221
UniCredit SpA ⁽¹⁾		576,756		7,373,916
Wells Fargo & Co. ⁽¹⁾		275,770		14,679,237
				\$ 105,586,634
Beverages	3.0%			
Anheuser-Busch InBev SA/NV ⁽¹⁾		127,237	\$	9,410,615
Coca-Cola Co. (The) ⁽¹⁾		312,027		14,939,853
Diageo PLC ⁽¹⁾		406,194		14,042,743
				\$ 38,393,211
Building Products	1.3%			
Assa Abloy AB, Class B ⁽¹⁾		804,866	\$	16,009,395
				\$ 16,009,395
Chemicals	3.4%			
BASF SE ⁽¹⁾		183,569	\$	14,086,812
Ecolab, Inc. ⁽¹⁾		124,305		19,037,311
Sika AG ⁽¹⁾		84,318		10,811,463
				\$ 43,935,586
Construction & Engineering	0.0%			
Abengoa SA, Class A ⁽¹⁾⁽³⁾		311,491	\$	5,888
Abengoa SA, Class B ⁽¹⁾⁽³⁾		3,220,895		13,090
			\$	18,978
Security			Shares	Value
Consumer Finance	2.0%			
Discover Financial Services ⁽¹⁾		151,715	\$	10,569,984
Navient Corp. ⁽¹⁾		665,762		7,709,524
OneMain Holdings, Inc. ⁽¹⁾⁽³⁾		276,251		7,878,679

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			\$ 26,158,187
Diversified Financial Services	1.7%		
ORIX Corp. ⁽¹⁾		1,346,465	\$ 21,935,253
			\$ 21,935,253
Electric Utilities	2.9%		
Iberdrola SA ⁽¹⁾		2,080,892	\$ 14,724,016
NextEra Energy, Inc. ⁽¹⁾		126,132	21,757,770
			\$ 36,481,786
Electrical Equipment	2.9%		
Legrand SA ⁽¹⁾		224,030	\$ 14,629,368
Melrose Industries PLC ⁽¹⁾		10,224,120	22,008,407
			\$ 36,637,775
Electronic Equipment, Instruments & Components	2.7%		
CDW Corp. ⁽¹⁾		194,081	\$ 17,469,231
Keyence Corp. ⁽¹⁾		33,872	16,547,133
			\$ 34,016,364
Energy Equipment & Services	0.6%		
Halliburton Co. ⁽¹⁾		238,365	\$ 8,266,498
			\$ 8,266,498
Entertainment	3.3%		
Activision Blizzard, Inc. ⁽¹⁾		293,496	\$ 20,265,899
Walt Disney Co. (The) ⁽¹⁾		191,921	22,038,288
			\$ 42,304,187
Equity Real Estate Investment Trusts (REITs)	3.0%		
American Tower Corp. ⁽¹⁾		177,256	\$ 27,618,258
Equity Residential ⁽¹⁾		160,192	10,406,072
			\$ 38,024,330
Food Products	0.7%		
Mondelez International, Inc., Class A ⁽¹⁾		227,615	\$ 9,555,278
			\$ 9,555,278

Eaton Vance

Tax-Advantaged Global Dividend Income Fund

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Portfolio of Investments continued

Security	Shares	Value
Health Care Equipment & Supplies 3.7%		
Baxter International, Inc. ⁽¹⁾	173,920	\$ 10,871,739
Boston Scientific Corp. ⁽¹⁾⁽³⁾	625,580	22,608,461
Danaher Corp. ⁽¹⁾	137,837	13,700,998
		\$ 47,181,198
Health Care Providers & Services 1.7%		
Anthem, Inc. ⁽¹⁾	48,712	\$ 13,423,566
UnitedHealth Group, Inc. ⁽¹⁾	32,888	8,595,279
		\$ 22,018,845
Hotels, Restaurants & Leisure 1.1%		
Compass Group PLC ⁽¹⁾	685,511	\$ 13,483,174
		\$ 13,483,174
Household Products 0.9%		
Reckitt Benckiser Group PLC ⁽¹⁾	137,320	\$ 11,104,255
		\$ 11,104,255
Insurance 4.0%		
AIA Group, Ltd. ⁽¹⁾	1,300,758	\$ 9,894,922
Aviva PLC ⁽¹⁾	2,780,949	15,197,567
Chubb, Ltd. ⁽¹⁾	105,487	13,176,381
Prudential PLC ⁽¹⁾	636,970	12,754,451
		\$ 51,023,321
Interactive Media & Services 5.5%		
Alphabet, Inc., Class C ⁽¹⁾⁽³⁾	46,855	\$ 50,452,058
Facebook, Inc., Class A ⁽¹⁾⁽³⁾	133,545	20,270,796
		\$ 70,722,854
Internet & Direct Marketing Retail 3.4%		
Amazon.com, Inc. ⁽¹⁾⁽³⁾	23,999	\$ 38,350,642
ZOZO, Inc. ⁽¹⁾	216,849	5,203,080
		\$ 43,553,722
IT Services 1.0%		
Visa, Inc., Class A ⁽¹⁾	93,402	\$ 12,875,466
		\$ 12,875,466
Leisure Products 1.1%		
Yamaha Corp. ⁽¹⁾	308,280	\$ 13,547,171
		\$ 13,547,171
Security		
Life Sciences Tools & Services 1.4%		
Lonza Group AG ⁽¹⁾	57,227	\$ 17,994,424

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\$ 17,994,424

Machinery 7.0%

Atlas Copco AB, Class A ⁽¹⁾	297,874	\$ 7,363,967
Fortive Corp. ⁽¹⁾	146,144	10,851,192
ITT, Inc. ⁽¹⁾	281,187	14,199,943
Komatsu, Ltd. ⁽¹⁾	494,861	12,887,390
MISUMI Group, Inc. ⁽¹⁾	339,731	6,808,478
Parker-Hannifin Corp. ⁽¹⁾	87,892	13,327,064
Stanley Black & Decker, Inc. ⁽¹⁾	90,233	10,513,949
Xylem, Inc. ⁽¹⁾	212,768	13,953,325
		\$ 89,905,308

Metals & Mining 1.4%

Rio Tinto, Ltd. ⁽¹⁾	335,628	\$ 18,262,290
		\$ 18,262,290

Multi-Utilities 1.4%

CMS Energy Corp. ⁽¹⁾	368,789	\$ 18,262,431
		\$ 18,262,431

Oil, Gas & Consumable Fuels 6.9%

BP PLC ⁽¹⁾	3,211,817	\$ 23,201,261
ConocoPhillips ⁽¹⁾	237,738	16,617,886
Exxon Mobil Corp. ⁽¹⁾	340,967	27,168,251
Phillips 66 ⁽¹⁾	148,454	15,264,040
Seven Generations Energy, Ltd., Class A ⁽¹⁾⁽³⁾	523,323	5,609,091
		\$ 87,860,529

Personal Products 1.3%

Unilever PLC ⁽¹⁾	305,306	\$ 16,171,944
		\$ 16,171,944

Pharmaceuticals 7.5%

Bayer AG ⁽¹⁾	104,903	\$ 8,041,070
Eli Lilly & Co. ⁽¹⁾	146,411	15,876,809
GlaxoSmithKline PLC ⁽¹⁾	917,570	17,771,272
Johnson & Johnson ⁽¹⁾	188,589	26,400,574
Novo Nordisk A/S, Class B ⁽¹⁾	242,841	10,487,466
Zoetis, Inc. ⁽¹⁾	195,772	17,648,846
		\$ 96,226,037

Eaton Vance

Tax-Advantaged Global Dividend Income Fund

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Portfolio of Investments continued

Security	Shares	Value
Professional Services 1.3%		
Verisk Analytics, Inc. ⁽¹⁾⁽³⁾	140,233	\$ 16,805,523
		\$ 16,805,523
Semiconductors & Semiconductor Equipment 2.8%		
ASML Holding NV ⁽¹⁾	133,249	\$ 22,951,344
Taiwan Semiconductor Manufacturing Co., Ltd. ADR ⁽¹⁾	347,908	13,255,295
		\$ 36,206,639

Software 3.2%

The exercise price and the number of shares of common stock purchasable upon the exercise of the warrants are subject to adjustment upon the occurrence of the following events:

Stock Dividends and Splits

If, at any time while the warrant is outstanding, we (i) pay a stock dividend or otherwise make a distribution on shares of common stock or any other equity or equity equivalent securities payable in shares of common stock, (ii) subdivide outstanding shares of common stock into a larger number of shares, (iii) combine outstanding shares of common stock into a smaller number of shares, or (iv) issue by reclassification of common stock any shares of capital stock, then in each such case the exercise price shall be multiplied by a fraction of which the numerator shall be the number of shares of common stock outstanding immediately before such event and of which the denominator shall be the number of shares of common stock outstanding immediately after such event, and the number of shares issuable upon exercise of this Warrant shall be proportionately adjusted such that the aggregate exercise price of the warrant shall remain unchanged.

Subsequent Rights Offerings

If, at any time while the warrant is outstanding, we issue rights, options or warrants to all holders of our common stock entitling them to purchase our common stock at a price per share less than the volume weighted average price on the record date for determining the stockholders who are entitled to such rights, options or warrants, then the exercise price shall be multiplied by a fraction, of which the denominator shall be the number of shares of common stock outstanding on the date of issuance of such rights or warrants plus the number of additional shares of common stock offered for subscription or purchase, and of which the numerator shall be the number of shares of common stock outstanding on the date of issuance of such rights or warrants plus the number of shares which the aggregate offering price of the total number of shares so offered would purchase at such volume weighted average price.

Pro Rata Distributions

If, at any time while the warrant is outstanding, we distribute evidence of our indebtedness or assets or rights or warrants to purchase any security other than our common stock to all holders of our common stock (distribution), then the exercise price will adjust pursuant to a volume weighted average price based ratio that takes into account the then per share fair market value of the portion of the distribution applicable to one outstanding share of the Common Stock.

Fundamental Transactions

If, at any time while the warrant is outstanding, we (i) consolidate or merge with or into another person or entity, (ii) sell all or substantially all of our assets, (iii) are subject to or complete a tender or exchange offer pursuant to which holders of our common stock are permitted to tender or exchange their shares for other securities, cash or property, or (iv) effect any reclassification of our common stock or any compulsory share exchange pursuant to which our common stock is converted into or exchanged for other securities, cash or property (each, a Fundamental Transaction), then the holders shall have the right thereafter to receive, upon exercise of the warrant, the same amount and kind of securities, cash or property as it would have been entitled to receive upon the occurrence of such Fundamental Transaction if it had been, immediately prior to such Fundamental Transaction, the holder of the number of warrant shares then issuable upon exercise of the warrant (Alternate Consideration). Any successor to us, surviving entity or the corporation purchasing or otherwise acquiring such assets shall issue a new warrant evidencing such holder s right to exercise its warrants into Alternate Consideration.

In the event of certain Fundamental Transactions, the holders of the warrants will be entitled to receive, in lieu of our common stock and at the holders option, cash in an amount equal to the value of the remaining unexercised portion of the warrant on the date of the transaction determined using a Black-Scholes option pricing model with, among other variables, an expected volatility equal to the 100 day historical price volatility obtained from Bloomberg L.P. as of the trading day immediately prior to the public announcement of the Fundamental Transaction.

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Notice of Corporate Action

We will provide notice to holders of the warrants to provide such holders with an opportunity to exercise their warrants and hold common stock in order to participate in or vote on the following corporate events if we (i) declare a dividend on the common stock, (ii) declare a special nonrecurring cash dividend on or a redemption of the common stock, (iii) authorize the granting to all holders of the common stock rights or warrants to subscribe for or purchase any shares of capital stock of any class or of any rights, (iv) require the approval of any stockholders in connection with any reclassification of the common stock, any consolidation or merger to which we are a party, any sale or transfer of all or substantially all of our assets, any compulsory share exchange whereby the common stock is converted into other securities, cash or property, or (v) authorize the voluntary or involuntary dissolution, liquidation or winding up of the affairs of the Company.

Limitations on Exercise

The number of warrant shares that may be acquired by the holder upon any exercise of the warrant shall be limited to the extent necessary to ensure that, following such exercise, the total number of shares of common stock then beneficially owned by such holder and its affiliates and any other persons whose beneficial ownership of common stock would be aggregated with the holder's for purposes of Section 13(d) of the Exchange Act, does not exceed 4.99% of the total number of issued and outstanding shares of common stock (including for such purpose the shares of common stock issuable upon such exercise), which we refer to as the Beneficial Ownership Limitation. The holder may elect to change the Beneficial Ownership Limitation from 4.99% to 9.99% of the total number of issued and outstanding shares of common stock (including for such purpose the shares of common stock issuable upon such exercise) upon 61 days' prior written notice.

Waivers and Amendments

The warrants may be modified or amended and the provisions therein may be waived with the written consent of the Company and holders holding warrants at least equal to 67% of the warrant shares issuable upon exercise of all then outstanding warrants.

Additional Provisions

The above summary of certain terms and provisions of the warrants is qualified in its entirety by reference to the detailed provisions of the warrants, the form of which will be filed as an exhibit to a current report on Form 8-K that will be incorporated herein by reference. We are not required to issue fractional shares upon the exercise of the warrants. No holders of the warrants will possess any rights as a stockholder under those warrants until the holder exercises those warrants. The warrants may be transferred independent of the common stock they were issued with, on a form of assignment, subject to all applicable laws.

TABLE OF CONTENTS**UNDERWRITING**

We have entered into an underwriting agreement with Oppenheimer & Co. Inc. acting as representative of the underwriters.

The underwriting agreement provides for the purchase of a specific number of units comprised of shares of common stock and warrants to purchase common stock by each of the underwriters. The underwriters' obligations are several, which means that each underwriter is required to purchase a specified number of units, but is not responsible for the commitment of any other underwriter to purchase units. Subject to the terms and conditions of the underwriting agreement, each underwriter has severally agreed to purchase the number of units set forth opposite its name below:

Underwriter	Number of Units
Oppenheimer & Co. Inc.	5,250,000
Cantor Fitzgerald & Co.	1,500,000
Ladenburg Thalmann & Co. Inc.	750,000
Total	7,500,000

The underwriters have agreed to purchase all of the units offered by this prospectus supplement (other than those covered by the over-allotment option described below) if any are purchased.

The shares of common stock and the warrants to purchase common stock offered hereby should be ready for delivery on or about October 24, 2012 against payment in immediately available funds. The underwriters are offering the units subject to various conditions and may reject all or part of any order. The representative has advised us that the underwriters propose to offer the units directly to the public at the public offering price that appears on the cover page of this prospectus supplement. In addition, the representative may offer some of the units to other securities dealers at such price less a concession of \$0.072 per unit. After the units are released for sale to the public, the representative may change the offering price and other selling terms at various times.

We have granted the underwriters an over-allotment option. This option, which is exercisable for up to 30 days after the date of this prospectus supplement, permits the underwriters to purchase up to 1,125,000 shares of common stock at a price of \$1.8753 per share and/or warrants to purchase up to 562,500 shares of common stock at a price of \$0.0094 per warrant from us to cover over-allotments. The underwriters have severally agreed that, to the extent the over-allotment option is exercised, they will each purchase a number of additional units proportionate to the underwriter's initial amount reflected in the table above and will offer such units on the same terms as those on which the units are being offered.

The following table provides information regarding the gross proceeds to us, the amount of the discount to be paid to the underwriters by us, before expenses, and the net proceeds to us, before expenses:

	Per Unit	Total Without Exercise of Over-Allotment Option	Total With Full Exercise of Over-Allotment Option
Public offering price	\$ 2.00	\$ 15,000,000	\$ 17,250,000
Underwriting discount	\$ 0.12	\$ 900,000	\$ 1,035,000

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Proceeds, before expenses, to us \$ 1.88 \$ 14,100,000 \$ 16,215,000

Burrill Merchant Banking is acting as the financial advisor in connection with the offering and will receive a fee of \$50,000 upon closing, which is not reflected in the table above. We estimate that our total expenses of the offering, excluding the underwriting discount, will be approximately \$300,000, which includes \$100,000 that we have agreed to reimburse the underwriters for the fees incurred by them in connection with the offering and the \$50,000 fee payable to our financial advisor.

We have agreed to indemnify the underwriters against certain liabilities, including liabilities under the Securities Act of 1933.

We and our officers and directors have agreed to a 90-day lock up with respect to shares of common stock that they beneficially own, including securities that are convertible into shares of common stock and securities that are exchangeable or exercisable for shares of common stock. This means that, subject to certain

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exceptions, for a period of 90 days following the date of this prospectus supplement, we and such persons may not offer, sell, pledge or otherwise dispose of these securities without the prior written consent of Oppenheimer & Co. Inc.

Rules of the SEC may limit the ability of the underwriters to bid for or purchase shares before the distribution of the shares is completed. However, the underwriters may engage in the following activities in accordance with the rules:

Stabilizing transactions The representative may make bids or purchases for the purpose of pegging, fixing or maintaining the price of the shares, so long as stabilizing bids do not exceed a specified maximum.

Over-allotments and syndicate covering transactions The underwriters may sell more shares of our common stock in connection with this offering than the number of shares than they have committed to purchase. This over-allotment creates a short position for the underwriters. This short sales position may involve either covered short sales or naked short sales. Covered short sales are short sales made in an amount not greater than the underwriters' over-allotment option to purchase additional shares in this offering described above. The underwriters may close out any covered short position either by exercising their over-allotment option or by purchasing shares in the open market. To determine how they will close the covered short position, the underwriters will consider, among other things, the price of shares available for purchase in the open market, as compared to the price at which they may purchase shares through the over-allotment option. Naked short sales are short sales in excess of the over-allotment option. The underwriters must close out any naked short position by purchasing shares in the open market. A naked short position is more likely to be created if the underwriters are concerned that, in the open market after pricing, there may be downward pressure on the price of the shares that could adversely affect investors who