

NEOGENOMICS INC
Form 4
March 12, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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 (2)	03/16/2009 03/15/2014	Common Stock	0
Stock Option (Right to buy)	\$ 1.71					02/14/2013 ⁽³⁾ 02/14/2017	Common Stock	0
Stock Option (Right to buy)	\$ 0.8					12/31/2009 ⁽⁴⁾ 03/15/2016	Common Stock	0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VAN OORT DOUGLAS M C/O NEOGENOMICS, INC. 12701 COMMONWEALTH DRIVE SUITE 9 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.