

NEOGENOMICS INC

Form 4

August 23, 2016

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
ALBITAR MAHER

(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)

08/19/2016

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) below)

Chief Medical Officer

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock				(A) or (D)			Shares owned by Albitar Oncology Defined Benefit Plan
			Code	V	Amount		
Common Stock	08/19/2016		M		200,000	A	\$ 1.43
					263,492	D	
Common Stock	08/19/2016		M		20,000	A	\$ 3.45
					283,492	D	

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Common Stock	08/19/2016	M	100,000	A	\$ 4.78	383,492	D
Common Stock	08/19/2016	M	250,000	A	\$ 1.43	633,492	D
Common Stock	08/19/2016	S	370,000	D	\$ 8.23	263,492	D
Common Stock	08/19/2016	F	34,625 (1)	D	\$ 8.26 (2)	228,867	D

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

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number of Shares
Warrants (Right to Buy)	\$ 1.43	08/19/2016		X	200,000	05/09/2014 <sup>(3)</sup> 01/09/2017	Common Stock 200,000
Stock Option (Right to Buy)	\$ 3.45	08/19/2016		X	20,000	03/05/2015 <sup>(4)</sup> 03/05/2019	Common Stock 20,000
Stock Option (Right to Buy)	\$ 4.78	08/19/2016		X	100,000	05/05/2016 <sup>(5)</sup> 05/05/2020	Common Stock 100,000
Stock Option (Right to Buy)	\$ 1.43	08/19/2016		X	250,000	01/09/2013 <sup>(6)</sup> 01/09/2017	Common Stock 250,000
Stock Option (Right to Buy)	\$ 7.15					04/20/2017 <sup>(7)</sup> 04/20/2021	Common Stock 200,000

Buy)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ALBITAR MAHER 12701 COMMONWEALTH DRIVE SUITE 9 FORT MYERS, FL 33913			Chief Medical Officer	

## Signatures

/s/ Maher  
Albitar

08/23/2016

\_\_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) Shares withheld by NeoGenomics, Inc. to satisfy the cost of shares in connection with the August 19, 2016 warrant exercise.
- (2) Closing stock price on date of exercise, August 19, 2016.
- (3) These warrants were issued to Dr. Albitar upon the start of his service to the Company and vest upon the achievement of certain milestones.
- (4) On March 5, 2014 Dr. Albitar was granted 30,000 stock options. The options vest ratably over the first three anniversary dates of the grant date.
- (5) On May 5, 2015 Dr. Albitar was granted 300,000 stock options. The options vest ratably over the first three anniversary dates of the grant date.
- (6) These stock options were granted upon the start of Dr. Albitar's service to the Company and vest ratably over each of his first four anniversaries with the Company.
- (7) On April 20, 2016, Dr. Albitar was granted 200,000 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. 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.