NEOGENOMICS INC
Form 4
May 21, 2014

# FORM 4

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

**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

| | |
|---|---|
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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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
GASPARINI ROBERT P

(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)
05/19/2014

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)
Chief Science 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) |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 05/19/2014 | | S | | 10,000 | D | $ 3.6532 | 8,439 | 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 Securities (Instr. 3 and 4) | | 8. De Sec (In |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Stock Option (Right to buy) | $ 0.25 | | | | | | | 01/03/2005 | 01/03/2015 | Common Stock | 0 | |
| Stock Option (Right to buy) | $ 1.47 | | | | | | | 02/13/2007 | 02/13/2017 | Common Stock | 0 | |
| Stock Option (Right to buy) | $ 0.8 | | | | | | | 03/12/2008(1) | 03/12/2015 | Common Stock | 0 | |
| Stock Option (Right to Buy) | $ 0.62 | | | | | | | 12/31/2009(2) | 02/01/2016 | Common Stock | 0 | |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| GASPARINI ROBERT P<br>C/O NEOGENOMICS, INC.<br>12701 COMMONWEALTH DRIVE SUITE 9<br>FORT MYERS, FL US 33913 | | | Chief Science Officer | |

# Signatures

| /s/ Robert P. Gasparini | 05/21/2014 |
|---|---|
| **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)** On March 12, 2008 Mr. Gasparini was granted an option to purchase 784,000 shares. The first vesting and exercisable date was March 12, 2008. On this date 24,000 options vested and then there was to be 45 additional monthly vesting of 8,000 shares for a total of 384,000 options. Included in this grant were 400,000 non-qualified options with an initial vesting on March 12, 2008. From this grant 200,000 options were cancelled. In terms of the remaining 200,000 non-qualified options, 100,000 are vested and exercisable.

**(2)** On February 2, 2009 Mr. Gasparini was granted an option to purchase 200,000 shares. These were performance options which vest based on various milestones. To date 150,000 shares are vested and exercisable and 50,000 shares have been cancelled.

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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