

NEOGENOMICS INC

Form 4

May 03, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
JONES STEVEN C

(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)  
04/20/2016

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)

Executive VP of Finance

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 05/02/2016                              |                                                             | S                                       | 177,745 D                                                               | \$<br>8.21 3,150,000                                                                                               | I                                                                          | By Aspen<br>Select<br>Healthcare<br>LP <sup>(1)</sup>             |
| Common<br>Stock                       | 05/03/2016                              |                                                             | G                                       | 20,000<br><sup>(2)</sup> D                                              | \$<br>8.21 266,251                                                                                                 | D                                                                          |                                                                   |
| Common<br>Stock                       |                                         |                                                             |                                         |                                                                         | 50,476                                                                                                             | I                                                                          | By Jones<br>Network,<br>LP                                        |
| Common<br>Stock                       | 05/03/2016                              |                                                             | G                                       | 20,000<br><sup>(2)</sup> A                                              | \$<br>8.21 52,157                                                                                                  | I                                                                          | Shares<br>owned in                                                |

|                 |         |   |                                                                                                                                                                                                      |
|-----------------|---------|---|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Common<br>Stock | 190,000 | I | IRA,<br>custodian<br>accounts,<br>and trusts<br>for the<br>family of<br>Steven<br>Jones<br><br>By self as<br>Trustee for<br>Steven and<br>Carisa<br>Jones<br>Defined<br>Benefit<br>Plan and<br>Trust |
|-----------------|---------|---|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount<br>Underlying Security<br>(Instr. 3 and 4) |                    |                 |                           |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|----------------------------------------------------------------|--------------------|-----------------|---------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V                                                                                                         | (A)                                                            | (D) | Date Exercisable                                               | Expiration<br>Date | Title           | Amount<br>Number<br>Share |
| Warrants<br>(Right to<br>Buy)                       | \$ 1.5                                                             |                                         |                                                             |                                      |                                                                                                           |                                                                |     | 05/03/2010 <sup>(3)</sup>                                      | 05/03/2017         | Common<br>Stock | 450,                      |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 4.78                                                            |                                         |                                                             |                                      |                                                                                                           |                                                                |     | 05/04/2016 <sup>(4)</sup>                                      | 05/04/2020         | Common<br>Stock | 225,                      |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 7.15                                                            | 04/20/2016                              |                                                             | A                                    |                                                                                                           | 100,000                                                        |     | 04/20/2017 <sup>(5)</sup>                                      | 04/20/2021         | Common<br>Stock | 100,                      |

## Reporting Owners

| Reporting Owner Name / Address                                             | Relationships |           |                         |       |
|----------------------------------------------------------------------------|---------------|-----------|-------------------------|-------|
|                                                                            | Director      | 10% Owner | Officer                 | Other |
| JONES STEVEN C<br>12701 COMMONWEALTH DRIVE SUITE 9<br>FORT MYERS, FL 33913 |               |           | Executive VP of Finance |       |

## Signatures

/s/ Steven Jones                      05/03/2016

\_\_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).

Aspen Select Healthcare, LP is a private investment fund. Medical Venture Partners, LLC is the sole general partner of Aspen Select

(1) Healthcare, LP, and Mr. Jones is a Managing Member of Medical Venture Partners, LLC. Mr. Jones disclaims beneficial ownership of such shares except to the extent of his respective pecuniary interests therein.

(2) These shares are reflected both as a bona fide gift from Steven Jones and a bona fide gift to trust accounts for the immediate family of Steven Jones.

(3) Such warrants were issued in connection with a consulting agreement, dated 5/3/2010.

(4) On May 4, 2015, Mr. Jones was granted 225,000 stock options. The options vest ratably over the first three anniversary dates of the grant date.

(5) On April 20, 2016, Mr. Jones was granted 100,000 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.

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