

BALLIET JENNIFER
Form 4
August 25, 2017

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 *
BALLIET JENNIFER

2. Issuer Name and Ticker or Trading Symbol
NEOGENOMICS INC [NEO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
**12701 COMMONWEALTH DRIVE
SUITE 9**

3. Date of Earliest Transaction
(Month/Day/Year)
08/23/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP and Chief Culture Officer

(Street)
FORT MYERS, FL 33913

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (D) | Price |
| Common Stock | 08/24/2017 | | M | | 15,000 | A | \$ 3.45 |
| Common Stock | 08/24/2017 | | M | | 7,500 | A | \$ 3.76 |
| Common Stock | 08/24/2017 | | D | | 22,500 | D | \$ 9.38 |
| | | | | | | | (1) |

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

SEC 1474
(9-02)

displays a currently valid OMB control number.

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 of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|-----|--|-----------------|---|------------------|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | | |
| Stock Option (Right to Buy) | \$ 3.76 | 08/24/2017 | | X | 7,500 | | 04/16/2014 ⁽²⁾ | 04/16/2018 | Common Stock | 7,500 |
| Stock Option (Right to Buy) | \$ 3.45 | 08/24/2017 | | X | 15,000 | | 03/05/2015 ⁽³⁾ | 03/05/2019 | Common Stock | 15,000 |
| Stock Option (Right to Buy) | \$ 4.78 | | | | | | 05/04/2016 ⁽⁴⁾ | 05/04/2020 | Common Stock | 120,000 |
| Stock Option (Right to Buy) | \$ 7.15 | | | | | | 04/20/2017 ⁽⁵⁾ | 04/20/2021 | Common Stock | 50,000 |
| Stock Option (Right to Buy) | \$ 7.52 | | | | | | 04/28/2018 ⁽⁶⁾ | 04/28/2022 | Common Stock | 60,000 |
| Restricted Stock ⁽⁷⁾ | \$ 0 | | | | | | 05/25/2018 ⁽⁸⁾ | ⁽⁹⁾ | Common Stock | 20,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BALLIET JENNIFER 12701 COMMONWEALTH DRIVE SUITE 9 FORT MYERS, FL 33913 | | | VP and Chief Culture Officer | |

Signatures

/s/Jennifer
Balliet

08/25/2017

__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) Average price of shares sold

(2) On April 16, 2013, Jennifer Balliet was granted 7,500 stock options which vested ratably over the first three anniversary dates of the grant date.

(3) On March 5, 2014, Jennifer Balliet was granted 15,000 stock options which vested ratably over the first three anniversary dates of the grant date.

(4) On May 4, 2015, Jennifer Balliet was granted 120,000 stock options. The options vest ratably over the first three anniversary dates of the grant date.

(5) On April 20, 2016, Jennifer Balliet was granted 50,000 stock options. These options vest ratably over the first three anniversary dates of the grant date.

(6) On April 28, 2017, Jennifer Balliet was granted 60,000 stock options. The options vest ratably over the first three anniversaries of the grant date.

(7) Each restricted stock unit represents the contingent right to receive one share of common stock upon vesting of the unit.

(8) Restricted stock will vest as follows; 6,666 units will vest on May 25, 2018 and 6,667 units will vest on May 25, 2019 and 2020.

(9) These restricted stock units will terminate upon the earliest of death, termination of employment or the last vesting 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.