

PETERSON PETER M  
Form 4  
June 07, 2012

**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  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
PETERSON PETER 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 [NGNM.OB]

3. Date of Earliest Transaction  
(Month/Day/Year)  
06/05/2012

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)

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	06/05/2012 <sup>(1)</sup>		A		10,500	A	\$ 1.5
Common Stock							129,427
							I
							By Aspen Opportunity Fund, LP <sup>(2)</sup>

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  
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SEC 1474  
(9-02)

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**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. Price or Value of Underlying Securities (Instr. 3 and 4)
Warrant (Right to Buy)	\$ 0.75					02/09/2009 02/09/2014	Common Stock	83,333

## Reporting Owners

Reporting Owner Name / Address	Relationships
PETERSON PETER M C/O NEOGENOMICS, INC. 12701 COMMONWEALTH DRIVE, SUITE 9 FORT MYERS, FL US 33913	Director 10% Owner Officer Other
	X

## Signatures

/s/ Peter M. Peterson 06/07/2012

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) Mr. Peterson did a cashless net exercise of 100,000 warrants which resulted in him receiving 10,500 shares of common stock. On April 27, 2011 the Board of Directors approved and granted a restricted stock award of 24,000 shares of NeoGenomics common stock. The terms of the award call for 2,000 shares to vest on the last day of the next 12 quarters starting on June 30, 2011 as long as Mr. Peterson remains a Director of the Company.
- (2) An investment entity controlled by Peter Peterson. Mr. Peterson disclaims beneficial ownership of such shares except to the extent of his respective pecuniary interests therein.
- (3) An investment entity controlled by Peter Peterson. Mr. Peterson disclaims beneficial ownership of such shares except to the extent of his respective pecuniary interests therein.

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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