

NEOGENOMICS INC

Form 4

December 04, 2013

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 *
GASPARINI ROBERT P

(Last) (First) (Middle)

**C/O NEOGENOMICS, INC., 12701
COMMONWEALTH DRIVE
SUITE 9**

(Street)

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

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

12/02/2013

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify
below) below)

Chief Science Officer

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

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

FORT MYERS, FL US 33913

(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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---------|------------|---------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 12/02/2013 | | A | | 100,000 | A | \$ 0.25 | 110,000 | D | |
| Common Stock | 12/02/2013 | | S | | 1,746 | D | \$ 3.7 | 108,254 | D | |
| Common Stock | 12/02/2013 | | S | | 8,254 | D | \$ 3.63 | 100,000 | D | |
| Common Stock | 12/03/2013 | | S | | 22,146 | D | \$ 3.68 | 77,854 | D | |

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

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(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 Underlying Securities (Instr. 3 and 4) | | | |
|---|--|---|---|--------------------------------------|---|--|-----|--|--------------------|-----------------|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (Right to buy) | \$ 0.25 | 12/02/2013 | | X | | 100,000 | | 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 C/O NEOGENOMICS, INC. 12701 COMMONWEALTH DRIVE SUITE 9 FORT MYERS, FL US 33913 | Chief Science Officer |

Signatures

/s/ Robert P.
Gasparini

12/04/2013

__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 options 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 50,000 shares are vested and exercisable, 50,000 shares have been cancelled and 100,000 shares are unvested.

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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