

NEOGENOMICS INC  
Form 4  
December 22, 2014

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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).

**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 \*  
HOREL ROBERT H.

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)  
12/19/2014

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Vice President and GM PathLogic

(Street)  
FORT MYERS, FL US 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 or Price   |  |                                   |
| Common Stock                    | 12/19/2014                           |  | M                              |   | 4,107 A \$ 1.47   | 4,107  | D                                 |
| Common Stock                    | 12/19/2014                           |  | M                              |   | 4,000 A \$ 0.62   | 8,107  | D                                 |
| Common Stock                    | 12/19/2014                           |  | M                              |   | 500 A \$ 1.47   | 8,607  | D                                 |
| Common Stock                    | 12/19/2014                           |  | M                              |   | 23,782 A \$ 1.45  | 32,389   | D                                 |
| Common Stock                    | 12/19/2014                           |  | S                              |   | 32,389 D \$ 4.2083  | 0  | D                                 |

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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 of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Option (Right to Buy)                | \$ 1.47  | 12/19/2014                           |  | X                              | 4,107   | 12/26/2006 <sup>(1)</sup> 12/25/2016                     | Common Stock  | 0                          |
| Stock Option (Right to Buy)                | \$ 0.62  | 12/19/2014                           |  | X                              | 4,000   | 12/31/2009 <sup>(2)</sup> 02/02/2019                     | Common Stock  | 0                          |
| Stock Option (Right to Buy)                | \$ 1.47  | 12/19/2014                           |  | X                              | 500   | 02/13/2007 <sup>(3)</sup> 02/12/2017                     | Common Stock  | 0                          |
| Stock Option (Right to Buy)                | \$ 1.45  | 02/19/2014                           |  | X                              | 23,782  | 05/20/2012 <sup>(4)</sup> 05/19/2016                     | Common Stock  | 0                          |
| Stock Option (Right to Buy)                | \$ 1.69  |                                      |  |                                |   | 04/12/2012 <sup>(5)</sup> 04/12/2017                     | Common Stock  | 0                          |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Vice President and GM PathLogic

HOREL ROBERT H.  
12701 COMMONWEALTH DRIVE SUITE 9  
FORT MYERS, FL US 33913

## Signatures

/s/ Robert H.  
Horel

12/22/2014

\*\*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 December 26, 2006 Mr. Horel was granted 30,000 stock options. There was immediate vesting of 4,000 shares and the remaining shares had a combination of time based and performance based vesting. There were 8,000 shares cancelled from this grant.
- (2) On February 2, 2009 Mr. Horel was granted 6,000 stock options. These shares had performance based vesting and the first performance milestone was on December 31, 2009. There were 2,000 shares cancelled from this grant because of a missed performance milestone.
- (3) On February 13, 2007 Mr. Horel was granted 500 stock options which had immediate vesting.
- (4) On May 20, 2011 Mr. Horel was granted 50,000 stock options. These shares vest ratably over the first four anniversaries of the grant date.
- (5) On April 12, 2012 Mr. Horel was granted 25,000 stock options. There was immediate vesting of 6,250 shares and then 6,250 shares will vest on each of the first three anniversaries 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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