

VAN OORT DOUGLAS M

Form 4

May 29, 2018

**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  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
VAN OORT DOUGLAS M

(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)  
05/25/2018

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)

Chairman and CEO

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 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)
Common Stock	05/25/2018		M	65,680 A	\$ 0 1,898,665	D	
Common Stock	05/25/2018		F	21,904 (1) D	\$ 11.57 1,876,761	D	
Common Stock					187,500	I	Conundrum Capital Partners (2)

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 Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Restricted Stock <sup>(3)</sup>	\$ 0	05/25/2018		M	65,680	05/25/2018 <sup>(4)</sup>	<sup>(5)</sup>	Common Stock	65,6
Stock Option (Right to Buy)	\$ 7.15					04/20/2017 <sup>(6)</sup>	04/20/2021	Common Stock	472,
Stock Option (Right to Buy)	\$ 7.52					04/28/2018 <sup>(7)</sup>	04/28/2022	Common Stock	500,
Stock Option (Right to Buy)	\$ 8.03					02/26/2019 <sup>(8)</sup>	02/26/2023	Common Stock	500,

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
VAN OORT DOUGLAS M 12701 COMMONWEALTH DRIVE SUITE 9 FORT MYERS, FL 33913	Chairman and CEO

## Signatures

/s/ Douglas M.  
VanOort

05/29/2018

\_\_\_\_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) Shares withheld by NeoGenomics Inc. to satisfy the tax obligations in connection with the May 25, 2018 vesting of restricted stock.
- (2) Conundrum Capital Partners, LLC is a limited liability partnership 50% owned by Mr. VanOort. Mr. VanOort is a managing partner of Conundrum Capital Partners, LLC.
- (3) Each share of restricted stock represents the contingent right to receive one share of common stock upon vesting of the unit.
- (4) Restricted stock will vest as follows; 65,680 shares vested on May 25, 2018 and 65,681 shares will vest on May 25, 2019 and 2020.
- (5) The shares of restricted stock will terminate upon the earliest of death, termination of employment or the last vesting date.
- (6) On April 20, 2016, Mr. VanOort was granted 472,527 stock options. These options vest ratably over the first three anniversary dates of the grant date.
- (7) On April 28, 2017, Mr. VanOort was granted 500,000 stock options. These options vest ratably over the first three anniversary dates of the grant date.
- (8) On February 26, 2018, Mr. VanOort was granted 500,000 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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