

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
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.

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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 ⁽³⁾	\$ 0	05/25/2018		M	65,680	05/25/2018 ⁽⁴⁾ ⁽⁵⁾	Common Stock 65,6
Stock Option (Right to Buy)	\$ 7.15					04/20/2017 ⁽⁶⁾ 04/20/2021	Common Stock 472,
Stock Option (Right to Buy)	\$ 7.52					04/28/2018 ⁽⁷⁾ 04/28/2022	Common Stock 500,
Stock Option (Right to Buy)	\$ 8.03					02/26/2019 ⁽⁸⁾ 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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