

NEOGENOMICS INC
Form S-1/A
June 03, 2008

As filed with the U.S. Securities and Exchange Commission on June 3, 2008

Registration No. 333-126754

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

AMENDMENT NO. 3
TO
FORM SB-2 ON FORM S-1/A

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

Nevada (State or Other Jurisdiction of Incorporation or Organization)	NeoGenomics, Inc. (Name of Registrant in Our Charter)	74-2897368 (I.R.S. Employer Identification No.)
12701 Commonwealth Drive, Suite 9 Fort Myers, Florida 33913 (239) 768-0600 (Address and Telephone Number of Principal Executive Offices and Principal Place of Business)	8731 (Primary Standard Industrial Classification Code Number)	Robert P. Gasparini 12701 Commonwealth Drive, Suite 9 Fort Myers, Florida 33913 (239) 768-0600 (Name, Address and Telephone Number of Agent for Service)

With a copy to:
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Approximate date of commencement of proposed sale to the public: As soon as practicable after this registration statement becomes effective.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, as amended, check the following box. /X/

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If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. /_/_

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. /_/_

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. /_/_

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of “large accelerated filer”, “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer /___/

Accelerated filer /___/

Non-accelerated filer /___/ (Do not check if a smaller reporting company) /X/ (Smaller reporting company)

CALCULATION OF REGISTRATION FEE

Proposed Maximum

Title Of Each Class Of Securities To Be Registered	Amount To Be Registered	Proposed Maximum Offering Price Per Share(1)	Aggregate Offering Price(1)	Amount Of Registration Fee
Common Stock, par value \$0.001 per share	7,000,000 shares	\$ 1.30	\$ 9,100,000	\$ 280.60(2)
TOTAL	7,000,000 shares	\$ 1.30	\$ 9,100,000	\$ 280.60

(1) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) under the Securities Act of 1933. For the purposes of this table, we have used the average of the closing bid and asked prices as of a recent date.

(2) Previously paid.

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until this Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

MI-268286 v5 0437575-00201

PROSPECTUS
NEOGENOMICS, INC.
7,000,000 shares of Common Stock

This prospectus relates to the sale of up to 7,000,000 shares of the Common Stock, par value \$0.001 per share (“Common Stock”) of NeoGenomics, Inc. (referred to individually as the “Parent Company” or, collectively with all of its subsidiaries, as the “Company”, “NeoGenomics”, or “we”, “us”, or “our”) by certain persons who are stockholders of the Parent Company. The selling stockholders consist of:

- Those Investors set forth in the section herein entitled “Selling Stockholders” who intend to sell up to 2,666,667 shares of Common Stock previously issued and sold by the Parent Company to the Investors for a purchase price equal to \$1.50 per share during the period from May 31, 2007 through June 6, 2007 pursuant to a private equity transaction (the “Private Placement”). The Investors received registration rights with their shares and therefore, such shares are being registered hereunder;
- Those Investors set forth in the section herein entitled “Selling Stockholders” who intend to sell up to 1,500,000 shares of Common Stock previously sold by Aspen Select Healthcare, L.P. (“Aspen”) to the Investors during the period from June 1, 2007 through June 5, 2007 in connection with the Private Placement. The Investors received registration rights with their shares and therefore, such shares are being registered hereunder;
- Noble International Investments, Inc. (“Noble”) which intends to sell up to 98,417 shares of Common Stock underlying warrants previously issued by the Parent Company to Noble on June 5, 2007 in consideration for Noble’s services as placement agent in connection with the Private Placement. Noble received piggy back registration rights with its shares and therefore, such shares are being registered hereunder;
- Dr. Michael Dent, Chairman of the Board who intends to sell up to 345,671 shares of Common Stock previously issued and sold by the Company to Michael Dent as founder shares;
- Aspen, which intends to sell up to 1,889,245 shares of Common Stock previously issued and sold by the Company to Aspen on April 15, 2003. Aspen received registration rights with respect to these 1,889,245 shares and therefore, such shares are being registered hereunder; and
- Lewis Opportunity Fund and LAM Opportunity Fund are managed by Lewis Asset Management (“LAM”), which intends to sell up to 500,000 shares of Common Stock previously issued to LAM by the Company on June 6, 2007 upon conversion of certain warrants previously sold by Aspen to LAM on June 6, 2007. The Company issued these shares at an exercise price of \$0.26 per share and received gross proceeds equal to \$130,000. LAM received registration rights with its warrants and therefore, such shares underlying such warrants are being registered hereunder.

Please refer to “Selling Stockholders” beginning on page 22.

The Company is not selling any shares of Common Stock in this offering and therefore will not receive any proceeds from this offering. All costs associated with this registration will be borne by the Company.

Shares of Common Stock are being offered for sale by the selling stockholders at prices established on the Over-the-Counter Bulletin Board (the “OTCBB”) during the term of this offering. On May 30, 2008, the last reported sale price of our Common Stock was \$1.30 per share. Our Common Stock is quoted on the OTCBB under the symbol “NGMN.OB”. These prices will fluctuate based on the demand for the shares of our Common Stock.

Brokers or dealers effecting transactions in these shares should confirm that the shares are registered under the applicable state law or that an exemption from registration is available.

These securities are speculative and involve a high degree of risk.

Please refer to “Risk Factors” beginning on page 10.

The information in this prospectus is not complete and may be changed. We and the selling stockholders may not sell these securities until the registration statement filed with the U.S. Securities and Exchange Commission (the “SEC”) is effective. This prospectus is not an offer to sell these securities and is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

No underwriters or persons have been engaged to facilitate the sale of shares of our Common Stock in this offering. None of the proceeds from the sale of stock by the selling stockholders will be placed in escrow, trust or any similar account.

The SEC and state securities regulators have not approved or disapproved of these securities, or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus is _____, 2008.

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PROSPECTUS SUMMARY

The following is only a summary of the information, Financial Statements and the Notes thereto included in this prospectus. You should read the entire prospectus carefully, including “Risk Factors” and our Financial Statements and the Notes thereto before making any investment decision.

Our Company

NeoGenomics operates a network of cancer-focused testing laboratories. The Company’s growing network of laboratories currently offers the following types of testing services to pathologists, oncologists, urologists, hospitals, and other laboratories throughout the United States:

- a) cytogenetics testing, which analyzes human chromosomes;
- b) Fluorescence In-Situ Hybridization (FISH) testing, which analyzes abnormalities at the chromosomal and gene levels;
- c) flow cytometry testing, which analyzes gene expression of specific markers inside cells and on cell surfaces; and
- d) molecular testing which involves analysis of DNA and RNA to diagnose and predict the clinical significance of various genetic sequence disorders.

All of these testing services are widely utilized in the diagnosis and prognosis of various types of cancer.

The medical testing laboratory market can be broken down into three primary segments:

- clinical lab testing,
- anatomic pathology testing, and
- genetic and molecular testing.

Clinical laboratories are typically engaged in high volume, highly automated, lower complexity tests on easily procured specimens such as blood and urine. Clinical lab tests often involve testing of a less urgent nature, for example, cholesterol testing and testing associated with routine physical exams.

Anatomic pathology (“AP”) testing involves evaluation of tissue, as in surgical pathology, or cells as in cytopathology. The most widely performed AP procedures include the preparation and interpretation of pap smears, skin biopsies, and tissue biopsies.

Genetic and molecular testing typically involves analyzing chromosomes, genes or base pairs of DNA or RNA for abnormalities. New tests are being developed at an accelerated pace, thus this market niche continues to expand rapidly. Genetic and molecular testing requires highly specialized equipment and credentialed individuals (typically MD or PhD level) to certify results and typically yields the highest average revenue per test of the three market segments. The estimated size of this market is \$4-\$5 Billion and growing at an annual rate of greater than 25%.

Our primary focus is to provide high complexity laboratory testing for the community-based pathology and oncology marketplace. Within these key market segments, we currently provide our services to pathologists and oncologists in the United States that perform bone marrow and/or peripheral blood sampling for the diagnosis of blood and lymphoid tumors (leukemias and lymphomas) and archival tissue referral for analysis of solid tumors such as breast cancer. A secondary strategic focus targets community-based urologists due to the availability of UroVysion®, a FISH-based test for the initial diagnosis of bladder cancer and early detection of recurrent disease. We focus on community-based practitioners for two reasons: First, academic pathologists and associated clinicians tend to have their testing needs met within the confines of their university affiliation. Secondly, most of the cancer care in the United States is administered by community based practitioners, not in academic centers, due to ease of local access. Moreover, within the community-based pathologist

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segment it is not our intent to willingly compete with our customers for testing services that they may seek to perform themselves. Fee-for-service pathologists for example, derive a significant portion of their annual revenue from the interpretation of biopsy specimens. Unlike other larger laboratories, which strive to perform 100% of such testing services themselves, we do not intend to compete with our customers for such specimens. Rather, our high complexity cancer testing focus is a natural extension of and complementary to many of the services that our community-based customers often perform within their own practices. As such, we believe our relationship as a non-competitive consultant, empowers these physicians to expand their testing breadth and provide a menu of services that matches or exceeds the level of service found in academic centers of excellence around the country.

We continue to make progress growing our testing volumes and revenue beyond our historically focused effort in Florida due to our expanding field sales footprint. As of May 15, 2008, NeoGenomics' sales and marketing organization totaled fourteen individuals, and we have received business from twenty-six states throughout the country. Recent, key hires included various territory business managers (sales representatives) in the Northeastern, Southeastern, and Western states. We intend to continue to add additional sales and marketing personnel throughout FY 2008. As more sales representatives are added, we believe that the base of our business outside of Florida will continue to grow and ultimately eclipse that which is generated within the state.

We are successfully competing in the marketplace based on the quality and comprehensiveness of our test results, and our innovative flexible levels of service, industry-leading turn-around times, regionalization of laboratory operations and ability to provide after-test support to those physicians requesting consultation.

2007 saw the refinement of our industry leading NeoFISHTM technical component-only FISH service offering. Upon the suggestion of our installed customer base, we made numerous usability and technical enhancements throughout last year. The result has been a product line for NeoGenomics that continues to resonate very well with our client pathologists. Utilizing NeoFISHTM, such clients are empowered to extend the outreach efforts of their practices and exert a high level of sign out control over their referral work in a manner that was previously unobtainable.

NeoFLOWTM tech-only flow cytometry was launched as a companion service to NeoFISHTM in late 2007. While not a first to market product line for NeoGenomics, the significant breadth of the service offering together with high usability scores from early customers indicate NeoFLOWTM will be a key growth driver in 2008. Moreover, the combination of NeoFLOWTM and NeoFISHTM serves to strengthen the market differentiation of each product line for NeoGenomics and allows us to compete more favorably against larger, more entrenched competitors in our testing niche.

We also recently increased our professional level staffing for global requisitions requiring interpretation in 2007. We currently employ three full-time MDs as our medical directors and pathologists, two PhDs as our scientific directors and cytogeneticists, and two part-time MDs acting as consultants and backup pathologists for case sign out purposes. We have plans to hire several more hematopathologists in 2008 as our product mix continues to expand beyond tech-only services and more sales emphasis is focused on our ability to issue consolidated reporting with case interpretation under our Genetic Pathology Solutions (GPSTM) product line.

We believe NeoGenomics average 3-5 day turn-around time for our cytogenetics services continues to remain an industry-leading benchmark for national laboratories. The timeliness of results continues to increase the usage patterns of cytogenetics and act as a driver for other add-on testing requests by our referring physicians. Based on anecdotal information, we believe that typical cytogenetics labs have 7-14 day turn-around times on average with some labs running as high as twenty-one days. Traditionally, longer turn-around times for cytogenetics tests have resulted in fewer FISH and other molecular tests being ordered since there is an increased chance that the test results will not be returned within an acceptable diagnostic window when other adjunctive diagnostic test results are available. We believe our turn-around times result in our referring physicians requesting more of our testing services in order to augment or confirm other diagnostic tests, thereby giving us a significant competitive advantage in

marketing our services against those of other competing laboratories.

In 2007 we continued an aggressive campaign to regionalize our laboratory operations around the country to be closer to our customers. High complexity laboratories within the cancer testing niche have frequently operated a core facility on one or both coasts to service the needs of their customers around the country. Informal surveys of customers and prospects uncovered a desire to do business with a laboratory with national breadth but with a more local presence. In such a scenario, specimen integrity, turnaround-time of results, client service support, and interaction with our medical staff are all enhanced. In 2007, NeoGenomics operated three laboratory locations in Fort Myers, FL; Irvine, CA; and Nashville TN, each of which has received the appropriate state, Clinical Laboratory Improvement Amendments (CLIA), and College of American Pathologists (CAP) licenses and accreditations. As situations dictate and opportunities arise, we will continue to

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develop and open new laboratories, seamlessly linked together by our optimized Laboratory Information System (LIS), to better meet the regionalized needs of our customers.

2007 also brought progress in the NeoGenomics Contract Research Organization (“CRO”) division based at our Irvine, CA facility. This division was created to take advantage of our core competencies in genetic and molecular high complexity testing and acts as a vehicle to compete for research projects and clinical trial support contracts in the biotechnology and pharmaceutical industries. The CRO division will also act as a development conduit for the validation of new tests which can then be transferred to our clinical laboratories and be offered to our clients. We envision the CRO as a way to infuse some intellectual property into the mix of our services and, in time, create a more “vertically integrated” laboratory that can potentially offer additional clinical services of a more proprietary nature. 2007 brought the first revenue to NeoGenomics’ CRO division. This initial revenue stream was small due to the size of contracts closed. In 2008, we hope to expand on our CRO revenue stream with more and larger contracts.

As NeoGenomics grows, we anticipate offering additional tests that broaden our focus from genetic and molecular testing to more traditional types of anatomic pathology testing (i.e. immunohistochemistry) that are complementary to our current test offerings. At no time do we expect to intentionally compete with fee-for-service pathologists for services of this type, and Company sales efforts will operate under a strict “right of first refusal” philosophy that supports rather than undercuts the practice of community-based pathology. We believe that by adding additional types of tests to our product offering we will be able to capture increases in our testing volumes through our existing customer base as well as more easily attract new customers via the ability to package our testing services more appropriately to the needs of the market.

The above market strategy continues to bear fruit for the Company, resulting in strong year over year growth of 78% in FY 2007 versus FY 2006. Our average revenue/requisition in FY 2007 was approximately \$702, which was an increase of approximately 4% from FY 2006. Our average revenue/test in FY 2007 was approximately \$548, which was an increase of approximately 9% over FY 2006. FY 2007 saw a slight erosion of average tests per requisition due to the overwhelming success of our UroVysion (bladder cancer) product line, which tends to be a singly ordered test request. New sales hires and a new focus on global workups with interpretation and our integrated GPS product line should allow us to increase our average revenue per customer requisition in 2008.

	FY 2007	FY 2006	% Inc (Dec)
Customer Requisitions Received (Cases)	16,385	9,563	71.3%
Number of Tests Performed	20,998	12,838	63.6%
Average Number of Tests/Requisition	1.28	1.34	(4.5%)
Total Testing Revenue	\$ 11,504,725	\$ 6,475,996	77.7%
Average Revenue/Requisition	\$ 702.15	\$ 677.19	3.7%
Average Revenue/Test	\$ 547.90	\$ 504.44	8.6%

We believe this bundled approach to testing represents a clinically sound practice that is medically valid. Within the subspecialty field of hematopathology, such a bundled approach to the diagnosis and prognosis of blood and lymph node diseases has become the standard of care throughout the country. In addition, as the average number of tests performed per requisition increases, we believe this should drive increases in our revenue and afford the Company significant synergies and efficiencies in our operations and sales and marketing activities.

Our principal executive offices are located at 12701 Commonwealth Drive, Suite 5, Fort Myers, Florida 33913. Our telephone number is (239) 768-0600. Our website can be accessed at www.neogenomics.org.

THE OFFERING

This prospectus relates to the sale of up to 7,000,000 shares of the Common Stock, par value \$0.001 per share (“Common Stock”) of NeoGenomics, Inc. (referred to individually as the “Parent Company” or, collectively with all of its subsidiaries, as the “Company”, “NeoGenomics”, or “we”, “us”, or “our”) by certain persons who are stockholders of the Parent Company. The selling stockholders consist of:

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- Noble International Investments, Inc. (“Noble”) which intends to sell up to 98,417 shares of Common Stock underlying warrants previously issued by the Parent Company to Noble on June 5, 2007 in consideration for Noble’s services as placement agent in connection with the Private Placement. Noble received piggy-back registration rights with its shares and therefore, such shares are being registered hereunder;
- Dr. Michael Dent, Chairman of the Board who intends to sell up to 345,671 shares of Common Stock previously issued and sold by the Company to Michael Dent as founder shares;
- Aspen, which intends to sell up to 1,889,245 shares of Common Stock previously issued and sold by the Company to Aspen on April 15, 2003. Aspen received registration rights with respect to these 1,889,245 shares and therefore, such shares are being registered hereunder; and
- Lewis Opportunity Fund and LAM Opportunity Fund are managed by Lewis Asset Management (“LAM”), which intends to sell up to 500,000 shares of Common Stock previously issued to LAM by the Company on June 6, 2007 upon conversion of certain warrants previously sold by Aspen to LAM on June 6, 2007. The Company issued these shares at an exercise price of \$0.26 per share and received gross proceeds equal to \$130,000. LAM received registration rights with its warrants and therefore, such shares underlying such warrants are being registered hereunder.

Please refer to “Selling Stockholders” beginning on page 22.

The Company is not selling any shares of Common Stock in this offering and therefore will not receive any proceeds from this offering. All costs associated with this registration will be borne by the Company.

Shares of Common Stock are being offered for sale by the selling stockholders at prices established on the Over-the-Counter Bulletin Board (the “OTCBB”) during the term of this offering. On May 30, 2008, the last reported sale price of our Common Stock was \$1.30 per share. Our Common Stock is quoted on the OTCBB under the symbol “NGMN.OB”. These prices will fluctuate based on the demand for the shares of our Common Stock.

The Company engaged Noble, an unaffiliated registered broker-dealer, to advise us as our placement agent in connection with the Private Placement pursuant to that certain Letter Agreement, dated May 21, 2007, by and between the Parent Company and Noble. In consideration for its services, Noble received (a) warrants to purchase 98,417 shares of our Common Stock, which warrants have a five (5) year term, an exercise price equal to \$1.50 per share, cashless exercise provisions, customary anti-dilution provisions and the same other terms, conditions, rights and preferences as those shares sold to the Investors in the Private Placement, and (b) a cash fee equal to five percent (5%) of the gross proceeds from each sale made to the Investors introduced by Noble to the Company, or \$147,625.

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