

NEOGENOMICS INC

Form 4

May 20, 2016

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 *
ROSS STEVEN A

(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)

05/18/2016

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)

CIO

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 Ownership (Instr. 4)
Common Stock				(A) or (D)	Price		
			Code	V	Amount		
Common Stock	05/18/2016		M		18,000	A	\$ 4.78
Common Stock	05/18/2016		S		18,000	D	\$ 8.5
					4,500		
					4,500	D	

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)

number.

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
				Code V (A) (D)		Date Exercisable Expiration Date	Title	
Stock option (Right to buy)	\$ 7.15					04/20/2017 ⁽¹⁾ 04/20/2021	Common Stock	40,000
Stock Option (Right to buy)	\$ 3.93					04/22/2014 ⁽²⁾ 04/22/2018	Common Stock	37,500
Stock Option (Right to buy)	\$ 4.78	05/18/2016		X	18,000	05/06/2016 ⁽³⁾ 05/06/2020	Common Stock	18,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
ROSS STEVEN A 12701 COMMONWEALTH DRIVE SUITE 9 FORT MYERS, FL 33913	CIO

Signatures

/s/ Steven Ross 05/20/2016

**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 April 20, 2016, Mr. Ross was granted 40,000 stock options. These options vest ratably over the first three anniversary dates of the grant date.

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(2) On April 22, 2013, Mr. Ross was granted 150,000 options to purchase common stock of the Company. These options vest ratably on each of the next four anniversary dates of the grant date. On April 29, 2016, Mr. Ross exercised 112,500 of these options leaving a balance of 37,500.

(3) On May 6, 2015, Mr. Ross was granted 100,000 stock options to purchase common stock of the Company. These options vest ratably on each of the first three anniversary dates of the grant date. On May 9, 2016, Mr. Ross exercised 15,000 of these options and on May 18, 2016 Mr. Ross exercised 18,000 options leaving a balance of 67,000 options.

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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