

HANNAH ALISON L.
Form 4
July 31, 2017

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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(Print or Type Responses)

1. Name and Address of Reporting Person *
HANNAH ALISON L.

(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)

07/27/2017

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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	07/27/2017		P	20,000	A 9.19 38,782 (1)	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)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 6.66							07/15/2016 ⁽²⁾	07/15/2020	Common Stock	10,000
Stock Option (Right to Buy)	\$ 9.11							07/28/2017 ⁽³⁾	07/28/2021	Common Stock	8,333
Stock Option (Right to Buy)	\$ 7.27							05/25/2018 ⁽⁴⁾	05/25/2022	Common Stock	10,000
Restricted Stock	⁽⁵⁾							06/30/2017 ⁽⁶⁾	⁽⁷⁾	Common Stock	8,667

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
HANNAH ALISON L. 12701 COMMONWEALTH DRIVE SUITE 9 FORT MYERS, FL 33913	X

Signatures

/s/ Alison L.
Hannah

07/31/2017

 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) Represents the average purchase price of shares purchased on July 27, 2017.

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- (2) On July 15, 2015 Alison Hannah was granted 10,000 stock options. The options vest ratably on the next three anniversary dates of the grant date.
- (3) On July 28, 2016, Alison Hannah was granted 8,333 stock options. The options vest ratably over the first three anniversary dates of the grant date.
- (4) On May 25, 2017, Alison Hannah was granted 10,000 stock options. The options vest ratably on the next three anniversary dates of the grant date.
- (5) Each restricted stock unit represents the contingent right to receive one share of common stock upon vesting of the unit.
- (6) The restricted stock will vest as follows; 2,166 units at June 30, 2017 and thereafter, 2,167 shares will vest on the last day of each calendar quarter for the next three fiscal quarters up to March 31, 2018.
- (7) These restricted stock units will terminate upon the earliest of death, termination of employment or the last vesting 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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