

ROSS STEVEN A
Form 4
May 10, 2018

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
ROSS STEVEN A

2. Issuer Name and Ticker or Trading Symbol
NEOGENOMICS INC [NEO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
12701 COMMONWEALTH DRIVE
SUITE 9

3. Date of Earliest Transaction
(Month/Day/Year)
05/10/2018

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
CIO

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

FORT MYERS, FL 33913

(City) (State) (Zip)

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)
			Code	V	Amount	Price	
Common Stock					4,500		D
Common Stock	05/10/2018		M		33,667	A \$ 4.78	38,167 D
Common Stock	05/10/2018		M		26,666	A \$ 7.15	64,833 D
Common Stock	05/10/2018		M		21,666	A \$ 7.52	86,499 D
Common Stock	05/10/2018		S		81,999	D \$ 10.78	4,500 D

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 4.78	05/10/2018		X	33,667	05/06/2016	05/06/2020	Common Stock	33,667
Stock Option (Right to Buy)	\$ 7.15	05/10/2018		X	26,666	04/20/2017 ⁽¹⁾	04/20/2021	Common Stock	26,666
Stock Option (Right to Buy)	\$ 7.52	05/10/2018		X	21,666	04/28/2018 ⁽²⁾	04/28/2022	Common Stock	21,666
Stock Option (Right to Buy)	\$ 8.03					02/26/2019 ⁽³⁾	02/26/2023	Common Stock	72,500

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

05/10/2018

**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) 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. Mr. Ross exercised 26,666 of these options in May 2018, leaving a balance of 13,334 options.
 - (2) On April 28, 2017, Mr. Ross was granted 65,000 stock options. These options vest ratably over the first three anniversary dates of the grant date. Mr. Ross exercised 21,666 of these options in May 2018, leaving a balance of 43,334 options.
 - (3) On February 26, 2018, Mr. Ross was granted 72,500 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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