

NEOGENOMICS INC  
Form 4  
March 14, 2016

**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 \*  
**BRODIE STEVEN G.**

(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)  
03/10/2016

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)

Chief Scientific Officer

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D) Code V   | Amount (D) Price  |  |                                   |
| Common Stock                    | 03/10/2016                           |  | M                              | 50,000 A  | \$ 1.48   | 55,953   | D                                 |

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

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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 Number Shares |
| Stock Option (Right to Buy)                | \$ 1.48  | 03/10/2016                           |  | X                              | 50,000  | 05/16/2012 <sup>(1)</sup>                                | 05/16/2016  | Common Stock | 50,000               |
| Stock Option (Right to Buy)                | \$ 1.69  |                                      |  |                                |   | 04/12/2012 <sup>(2)</sup>                                | 04/12/2017  | Common Stock | 10,000               |
| Stock Option (Right to Buy)                | \$ 3.76  |                                      |  |                                |   | 04/16/2014 <sup>(3)</sup>                                | 04/16/2018  | Common Stock | 10,000               |
| Stock Option (Right to Buy)                | \$ 3.45  |                                      |  |                                |   | 03/05/2015 <sup>(4)</sup>                                | 03/05/2019  | Common Stock | 20,000               |
| Stock Option (Right to Buy)                | \$ 4.78  |                                      |  |                                |   | 05/04/2016 <sup>(5)</sup>                                | 05/04/2020  | Common Stock | 120,000              |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                          |       |
|--|---------------|-----------|--------------------------|-------|
|  | Director      | 10% Owner | Officer                  | Other |
| BRODIE STEVEN G.<br>12701 COMMONWEALTH DRIVE SUITE 9<br>FORT MYERS, FL 33913 |               |           | Chief Scientific Officer |       |

## Signatures

/s/ Steven G. Brodie 03/14/2016

\*\*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 May 16, 2011 Dr. Brodie was granted 50,000 stock options. The options vest ratably over the first four anniversary dates of the grant date.
- (2) On April 12, 2012 Dr. Brodie was granted 10,000 stock options. There was immediate vesting of 2,500 shares and then 2,500 shares will vest on the next three anniversary dates of the grant date.
- (3) On April 16, 2013 Dr. Brodie was granted 10,000 stock options. These options will vest ratably over the next three anniversary dates of the grant dates.
- (4) On March 5, 2014 Dr. Brodie was granted 20,000 stock options. The options will vest ratably over the next three anniversary dates of the grant date.
- (5) On May 4, 2015 Dr. Brodie was granted 120,000 stock options. These options vest ratably over the next 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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