

VAN OORT DOUGLAS M
Form 4
May 29, 2018

FORM 4

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

OMB APPROVAL

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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 *
VAN OORT DOUGLAS M

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)
05/25/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Chairman and CEO

(Street)
FORT MYERS, FL 33913

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

(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 (A) or (D) Price | | | |
| Common Stock | 05/25/2018 | | M | 65,680 A \$ 0 | 1,898,665 | D | |
| Common Stock | 05/25/2018 | | F | 21,904 (1) D \$ 11.57 | 1,876,761 | D | |
| Common Stock | | | | | 187,500 | I | Conundrum Capital Partners (2) |

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

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SEC 1474 (9-02)

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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 Security (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|-------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number of Shares |
| Restricted Stock ⁽³⁾ | \$ 0 | 05/25/2018 | | M | 65,680 | 05/25/2018 ⁽⁴⁾ | ⁽⁵⁾ | Common Stock | 65,680 |
| Stock Option (Right to Buy) | \$ 7.15 | | | | | 04/20/2017 ⁽⁶⁾ | 04/20/2021 | Common Stock | 472,000 |
| Stock Option (Right to Buy) | \$ 7.52 | | | | | 04/28/2018 ⁽⁷⁾ | 04/28/2022 | Common Stock | 500,000 |
| Stock Option (Right to Buy) | \$ 8.03 | | | | | 02/26/2019 ⁽⁸⁾ | 02/26/2023 | Common Stock | 500,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

VAN OORT DOUGLAS M
12701 COMMONWEALTH DRIVE SUITE 9
FORT MYERS, FL 33913

Chairman and CEO

Signatures

/s/ Douglas M.
VanOort

05/29/2018

**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) Shares withheld by NeoGenomics Inc. to satisfy the tax obligations in connection with the May 25, 2018 vesting of restricted stock.
- (2) Conundrum Capital Partners, LLC is a limited liability partnership 50% owned by Mr. VanOort. Mr. VanOort is a managing partner of Conundrum Capital Partners, LLC.
- (3) Each share of restricted stock represents the contingent right to receive one share of common stock upon vesting of the unit.
- (4) Restricted stock will vest as follows; 65,680 shares vested on May 25, 2018 and 65,681 shares will vest on May 25, 2019 and 2020.
- (5) The shares of restricted stock will terminate upon the earliest of death, termination of employment or the last vesting date.
- (6) On April 20, 2016, Mr. VanOort was granted 472,527 stock options. These options vest ratably over the first three anniversary dates of the grant date.
- (7) On April 28, 2017, Mr. VanOort was granted 500,000 stock options. These options vest ratably over the first three anniversary dates of the grant date.
- (8) On February 26, 2018, Mr. VanOort was granted 500,000 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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