

NEOGENOMICS INC

Form 4

July 29, 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

OMB  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**CROWTHER BRUCE K**

(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)  
**07/28/2016**

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock				(A) or (D)	9,980	D	

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
displays a currently valid OMB control  
number.**

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)	Amount or Number of Shares
Restricted Stock	<u>(1)</u>					06/30/2016 <sup>(2)</sup>	Common Stock	2,150
Restricted Stock	<u>(1)</u>	07/28/2016		A	5,072	09/30/2016 <sup>(3)</sup>	Common Stock	5,072
Stock Option (Right to Buy)	\$ 4.78					05/06/2016 <sup>(4)</sup>	Common Stock	10,000
Stock Option (Right to Buy)	\$ 9.11	07/28/2016		A	8,333	07/28/2017 <sup>(5)</sup>	Common Stock	8,333

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CROWTHER BRUCE K 12701 COMMONWEALTH DRIVE SUITE 9 FORT MYERS, FL 33913	X			

## Signatures

Bruce K.  
Crowther  
07/29/2016  
\_\_\_\_\_  
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) Each restricted stock unit represents the contingent right to receive one share of common stock upon vesting of the unit.
- (2) 537.5 shares will vest on June 30, 2016 and thereafter, 537.5 shares will vest on the last day of each calendar quarter for the next three fiscal quarters up to March 31, 2017.
- (3) 1,690.6 shares will vest on September 30, 2016 and thereafter, 1,690.7 shares will vest on the last day of each calendar quarter for the next two fiscal quarters up to March 31, 2017.

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- (4) On May 6, 2015 Mr. Crowther was granted 10,000 stock options. The options vest ratably over the first three anniversary dates of the grant date.
- (5) On July 28, 2016, Mr. Crowther was granted 8,333 stock options. The 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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