

NEOGENOMICS INC

Form 4

February 06, 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  
Number: 3235-0287  
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2005  
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burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**VAN OORT DOUGLAS M**

(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)  
**02/02/2017**

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)

Chairman and CEO

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock					187,500	I	Conundrum Capital Partners <sup>(1)</sup>
Common Stock					1,675,000 <sup>(2)</sup>	D	
Common Stock	02/02/2017		M	200,000 A	\$ 1.71 1,875,000	D	
Common Stock	02/02/2017		F	42,015 <sup>(3)</sup> D	\$ 8.14 1,832,985	D	

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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)

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 Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Stock Option (Right to Buy)	\$ 7.15							04/20/2017 <sup>(5)</sup>	04/20/2021	Common Stock	472,5
Stock Option (Right to Buy)	\$ 1.71	02/02/2017		X		200,000		02/14/2013	02/14/2017	Common Stock	200,0

## 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

02/06/2017

\*\*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) 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
- (2) Includes 125,000 shares of restricted stock that the Board of Directors approved and granted on April 15, 2014. The terms of the award call for the stock to vest on the third anniversary of the grant date as long as Mr. Van Oort is still an employee of the

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Company. This was disclosed in our Quarterly Report on Form 10-Q as filed with the Securities and Exchange Commission on July 29, 2014.

- (3) Shares withheld by NeoGenomics Inc. to satisfy the cost of shares in connection with the February 2, 2017 stock option exercise.
- (4) Closing stock price on February 1, 2017.
- (5) 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.

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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