

NEOGENOMICS INC  
Form 4  
September 16, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
JONES STEVEN C

(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)

09/14/2016

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)

Executive VP of Finance

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock                    |                                      |  |                                | (A) or (D)  | Amount  |  | By Aspen Select Healthcare LP (1) |
| Common Stock                    |                                      |  |                                | (A) or (D)  | 3,150,000   | I  |                                   |
| Common Stock                    |                                      |  |                                | (A) or (D)  | 266,251   | D  |                                   |
| Common Stock                    |                                      |  |                                | (A) or (D)  | 50,476  | I  | By Jones Network, LP              |
| Common Stock                    |                                      |  |                                | (A) or (D)  | 52,157  | I  | Shares owned in IRA,              |

|                 |         |   |  |
|-----------------|---------|---|--|
| Common<br>Stock | 190,000 | I | custodian<br>accounts,<br>and trusts<br>for the<br>family of<br>Steven<br>Jones<br><br>By self as<br>Trustee for<br>Steven and<br>Carisa Jones<br>Defined<br>Benefit Plan<br>and Trust |
|-----------------|---------|---|--|

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount<br>Underlying Security<br>(Instr. 3 and 4) |                 |                           |
|---|--|---|---|--------------------------------------|---|--|--|-----------------|---------------------------|
|   |  |   |   | Code                                 | V (A) (D)   | Date Exercisable   | Expiration<br>Date   | Title           | Amount<br>Number<br>Share |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 4.78  |   |   |                                      |   | 05/04/2016 <sup>(2)</sup>                                      | 05/04/2020   | Common<br>Stock | 225,                      |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 7.15  |   |   |                                      |   | 04/20/2017 <sup>(3)</sup>                                      | 04/20/2021   | Common<br>Stock | 100,                      |
| Warrants  | \$ 1.5   | 09/14/2016                              |   | S <sup>(4)</sup>                     | 225,000   | 05/03/2010 <sup>(5)</sup>                                      | 05/03/2017   | Common<br>Stock | 225,                      |
| Warrants  | \$ 1.5   | 09/14/2016                              |   | S <sup>(4)</sup>                     | 112,500   | 05/03/2010 <sup>(5)</sup>                                      | 05/03/2017   | Common<br>Stock | 112,                      |
| Warrants  | \$ 1.5   | 09/14/2016                              |   | S <sup>(4)</sup>                     | 112,500   | 05/03/2010 <sup>(5)</sup>                                      | 05/03/2017   | Common<br>Stock | 112,                      |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                         |       |
|--|---------------|-----------|-------------------------|-------|
|  | Director      | 10% Owner | Officer                 | Other |
| JONES STEVEN C<br>12701 COMMONWEALTH DRIVE SUITE 9<br>FORT MYERS, FL 33913 |               |           | Executive VP of Finance |       |

## Signatures

/s/ Steven Jones                      09/16/2016

\_\_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).
- Aspen Select Healthcare, LP is a private investment fund. Medical Venture Partners, LLC is the sole general partner of Aspen Select Healthcare, LP, and Mr. Jones is a Managing Member of Medical Venture Partners, LLC. Mr. Jones disclaims beneficial ownership of such shares except to the extent of his respective pecuniary interests therein.
- (1) Healthcare, LP, and Mr. Jones is a Managing Member of Medical Venture Partners, LLC. Mr. Jones disclaims beneficial ownership of such shares except to the extent of his respective pecuniary interests therein.
  - (2) On May 4, 2015, Mr. Jones was granted 225,000 stock options. The options vest ratably over the first three anniversary dates of the grant date.
  - (3) On April 20, 2016, Mr. Jones was granted 100,000 stock options. These options vest ratably over the first three anniversary dates of the grant date.
  - (4) Warrants were sold to an unaffiliated third party and remain subject to exercise.
  - (5) Such warrants were issued in connection with a consulting agreement, dated 5/3/2010.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.