

NEOGENOMICS INC  
Form 4  
March 28, 2017

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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)  
**03/27/2017**

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)

President, Pharma Services

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock                    | 03/27/2017                           |  | X                              | Amount (A) or Price (D)<br>\$ 3.76                                | 25,953  | 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)                | \$ 3.45  |                                      |  |                                |   | 03/05/2015 <sup>(1)</sup>                                | 03/05/2019  | Common Stock     | 20,000          |       |                      |
| Stock Option (Right to Buy)                | \$ 4.78  |                                      |  |                                |   | 05/04/2016 <sup>(2)</sup>                                | 05/04/2020  | Common Stock     | 120,000         |       |                      |
| Stock Option (Right to Buy)                | \$ 7.15  |                                      |  |                                |   | 04/20/2017 <sup>(3)</sup>                                | 04/20/2021  | Common Stock     | 100,000         |       |                      |
| Stock Option                               | \$ 3.76  | 03/27/2017                           |  | X                              | 10,000  | 04/16/2014   | 04/16/2018  | Common Stock     | 10,000          |       |                      |

## 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 |               |           | President, Pharma Services |       |

## Signatures

/s/ Steven G. Brodie                      03/28/2017

\*\*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) 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.
- (2) 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.

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- (3) On April 20, 2016, Mr. Brodie was granted 100,000 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. 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.