

NEOGENOMICS INC
Form 4
December 23, 2016

FORM 4

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

OMB APPROVAL

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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 *
GENERAL ELECTRIC CO

(Last) (First) (Middle)

41 FARNSWORTH STREET

(Street)

BOSTON, MA 02210

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
NEOGENOMICS INC [NEO]

3. Date of Earliest Transaction
(Month/Day/Year)
12/22/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X 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) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
| | | | | (A) or (D) | Code | V | Amount | (D) | Price |

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)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of | 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 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|------------------------------------|--------------------------------------|--|--------------------------------|--|--|---|
|--|------------------------------------|--------------------------------------|--|--------------------------------|--|--|---|

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| Derivative Security | Disposed of (D) (Instr. 3, 4, and 5) | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|--------------------------------------|---|------------|------|---|------------|-----|------------------|-----------------|--------------|----------------------------|
| | | | | | | | | | | |
| Series A Convertible Preferred Stock | <u>(1)</u> | <u>(2)</u> | | | | | | | Common Stock | <u>(4)</u> <u>(5)</u> |
| | | 12/22/2016 | J | | | | (1)(2) | (1)(2) | | |
| | | | | | 8,066,667 | | | | | |
| | | | | | <u>(3)</u> | | | | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GENERAL ELECTRIC CO 41 FARNSWORTH STREET BOSTON, MA 02210 | | | X | |
| GE Medical Systems Information Technologies, Inc. 8200 WEST TOWER AVENUE MILWAUKEE, WI 53223 | | | X | |

Signatures

/s/ Raul Grable,
Attorney-in-Fact

12/23/2016

 **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).

At any time after December 30, 2018, to the extent that the volume weighted average price of the common stock, par value \$0.001 per share ("Common Stock") of NeoGenomics, Inc., a Nevada corporation ("NeoGenomics") equals or exceeds \$8.00 per share, as adjusted for standard anti-dilution adjustments, for 30 consecutive trading days, GE Medical Systems Information Technologies, Inc., a Wisconsin corporation ("GE InfoTech") will be entitled to convert all or any of the shares of Series A convertible preferred stock, par value \$0.001 per share of NeoGenomics ("Preferred Stock") held by GE InfoTech into Common Stock in accordance with the terms of the Preferred Stock. In addition, if any Preferred Stock remains issued and outstanding on December 30, 2025, such Preferred Stock will automatically convert into Common Stock pursuant to the terms of the Preferred Stock.

(2) (Continued From Footnote 1) As of the date of this filing, the conversion price of the Preferred Stock is \$7.50 per share, which conversion price may be adjusted from time to time for certain anti-dilution adjustments.

(3) This Form 4 is being filed in connection with the redemption of shares of Preferred Stock by the issuer.

As provided for in the terms of the Preferred Stock, it is expected that paid-in-kind dividends ("PIK Dividends") on each share of Preferred Stock will accrue and will be paid in kind in shares of Preferred Stock at the specified PIK Dividend rate, multiplied by the then-effective liquidation preference (including all accrued and unpaid PIK Dividends), in each case, as adjusted for certain anti-dilution adjustments. As of the date of this filing, the aggregate liquidation preference of the Preferred Stock reported in this Form 4 is \$49,500,000 (based on \$7.50 per share). Based on the conversion price of \$7.50 per share and the liquidation preference of the Preferred Stock in effect on the date of this filing, 6,600,000 shares of Common Stock could have been issued had the Preferred Stock been convertible, and converted in full, on the date of this filing.

(5)

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(Continued From Footnote 4) Based on the conversion price as of the date of this filing and assuming that all PIK Dividends are paid pursuant to the terms of the Preferred Stock, it is expected that a total of 11,448,954 shares of Common Stock would be issued if all of the shares of Preferred Stock remain outstanding through December 30, 2025 and are converted in full on such date.

- (6) GE InfoTech is a wholly owned subsidiary of General Electric Company, a New York corporation ("General Electric"). General Electric disclaims beneficial ownership of the Common Stock and the Preferred Stock held by GE InfoTech except to the extent of its pecuniary interest, and the filing of this Form shall not be deemed an admission that General Electric is the beneficial owner of any equity securities of NeoGenomics, Inc. for purposes of Section 16 or any other purpose.

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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