

CARDOZA GEORGE

Form 4

May 29, 2018

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
CARDOZA GEORGE

(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)
05/25/2018

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) below)

President, Pharma Services

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	05/25/2018		M	8,333 A \$ 0	197,422	D	
Common Stock					20,000	I	Trust by Self

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

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information contained in this form are not
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(9-02)

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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 of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Restricted Stock ⁽¹⁾	\$ 0	05/25/2018		M	8,333	05/25/2018 ⁽²⁾ ⁽³⁾	Common Stock 8,333
Stock Option (Right to Buy)	\$ 7.15					04/20/2017 ⁽⁴⁾ 04/20/2021	Common Stock 200,000
Stock Option (Right to Buy)	\$ 3.45					03/05/2015 ⁽⁵⁾ 03/05/2019	Common Stock 30,000
Stock Option (Right to Buy)	\$ 4.78					05/04/2016 ⁽⁶⁾ 05/04/2020	Common Stock 200,000
Stock Option (Right to Buy)	\$ 7.52					04/28/2018 ⁽⁷⁾ 04/28/2022	Common Stock 200,000
Stock Options (Right to Buy)	\$ 8.03					02/26/2019 ⁽⁸⁾ 02/26/2023	Common Stock 192,500

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
CARDOZA GEORGE 12701 COMMONWEALTH DRIVE SUITE 9 FORT MYERS, FL 33913	President, Pharma Services

Signatures

/s/ George
Cardoza

05/29/2018

 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 share of restricted stock represents the contingent right to receive one share of common stock upon vesting.
- (2) Restricted stock will vest as follows; 8,333 shares vested on May 25, 2018, 8,333 shares will vest on May 25, 2019 and 8,334 shares will vest on May 25, 2020.
- (3) These restricted shares will terminate upon the earliest of death, termination of employment or the last vesting date.
- (4) On April 20, 2016, Mr. Cardoza was granted 200,000 stock options. These options vest ratably over the first three anniversary dates of the grant date.
- (5) On March 5, 2014 Mr. Cardoza was granted an option to purchase 30,000 shares. These options vest ratably over the first three anniversary dates of the grant.
- (6) On May 4, 2015 Mr. Cardoza was granted an option to purchase 200,000 shares. These options vest ratably over the first three anniversary dates of the grant.
- (7) On April 28, 2017, Mr. Cardoza was granted 200,000 stock options. These options vest ratably over the next three anniversary dates of the grant date.
- (8) On February 26, 2018, Mr. Cardoza was granted 192,500 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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