

CARDOZA GEORGE  
Form 4  
May 29, 2018

**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 \*  
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  
 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) |        | 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)                                    | Amount |   |  |                                   |
| Common Stock                    | 05/25/2018                           |  | M                              | V   | 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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(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 <sup>(1)</sup>            | \$ 0   | 05/25/2018                           |  | M                              | 8,333   | 05/25/2018 <sup>(2)</sup>                                | <sup>(3)</sup>  | Common Stock | 8,333                |
| Stock Option (Right to Buy)                | \$ 7.15  |                                      |  |                                |   | 04/20/2017 <sup>(4)</sup>                                | 04/20/2021  | Common Stock | 200,000              |
| Stock Option (Right to Buy)                | \$ 3.45  |                                      |  |                                |   | 03/05/2015 <sup>(5)</sup>                                | 03/05/2019  | Common Stock | 30,000               |
| Stock Option (Right to Buy)                | \$ 4.78  |                                      |  |                                |   | 05/04/2016 <sup>(6)</sup>                                | 05/04/2020  | Common Stock | 200,000              |
| Stock Option (Right to Buy)                | \$ 7.52  |                                      |  |                                |   | 04/28/2018 <sup>(7)</sup>                                | 04/28/2022  | Common Stock | 200,000              |
| Stock Options (Right to Buy)               | \$ 8.03  |                                      |  |                                |   | 02/26/2019 <sup>(8)</sup>                                | 02/26/2023  | Common Stock | 192,500              |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                            |       |
|--|---------------|-----------|----------------------------|-------|
|  | Director      | 10% Owner | Officer                    | Other |
| CARDOZA GEORGE<br>12701 COMMONWEALTH DRIVE SUITE 9<br>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. 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.