

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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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).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>Stone Warren</u>  (Last) (First) (Middle) 9490 NEOGENOMICS WAY  (Street) FORT MYERS FL 33912  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>NEOGENOMICS INC [ NEO ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>President, Clinical Services</u>
	3. Date of Earliest Transaction (Month/Day/Year) 02/23/2024	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock								83,775	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Stock Option (Right to Buy)	\$11.21							(1)	12/01/2029	Common Stock	166,113	166,113	D	
Stock Option (Right to Buy)	\$19.65							(2)	05/11/2030	Common Stock	53,969	53,969	D	
Restricted Stock Unit	\$0							(3)	(4)	Common Stock	28,838	28,838	D	
Performance Stock Unit	\$0							05/11/2026 <sup>(5)</sup>	(4)	Common Stock	21,204	21,204	D	
Stock Option (Right to Buy)	\$16.45	02/23/2024		A		42,344		(6)	02/23/2034	Common Stock	42,344	\$0	42,344	D
Restricted Stock Unit	\$0	02/23/2024		A		25,329		(7)	(4)	Common Stock	25,329	\$0	25,329	D
Performance Stock Unit	\$0	02/23/2024		A		25,330		02/23/2027 <sup>(8)</sup>	(4)	Common Stock	25,330	\$0	25,330	D

**Explanation of Responses:**

- On December 1, 2022, Mr. Stone was granted 166,113 stock options. These options vest ratably over the first four anniversary dates of the grant date.
- On May 11, 2023, Mr. Stone was granted 53,969 stock options. These options vest ratably over the first three anniversary dates of the grant date.
- On May 11, 2023, Mr. Stone was granted 28,838 restricted stock units. These restricted stock units vest ratably over the first three anniversary dates of the grant date.
- Once vested, the shares of common stock are not subject to expiration.
- On May 11, 2023, Mr. Stone was granted 21,204 performance stock units representing the number of shares that may vest at target performance. The maximum number of shares that may vest pursuant to the performance criteria is 31,806. The number of performance stock units that may vest is based on the achievement of certain growth goals based on the weighted average price of the Company's common stock over the 20-day trailing trading period at the applicable measurement dates, subject to continued service with the Company.
- On February 23, 2024, Mr. Stone was granted 42,344 stock options. These options vest ratably over the first three anniversary dates of the grant date.
- On February 23, 2024, Mr. Stone was granted 25,329 restricted stock units. These restricted stock units vest ratably over the first three anniversary dates of the grant date.
- On February 23, 2024, Mr. Stone was granted 25,330 performance stock units representing the number of shares that may vest at target performance. The maximum number of shares that may vest pursuant to the performance criteria is 37,996. 50% of the number of performance stock units that may vest is based on the achievements of certain share growth goals based on the weighted average price of the Company's common stock over the 20-day trailing trading period at the applicable measurement dates, subject to continued service with the Company. 50% of the number of performance stock units that may vest is based on the achievement of certain revenue growth goals based on the achievement of the cumulative fiscal year revenue goal at the applicable measurement amounts, subject to continued service with the Company.

**Remarks:**

/s/ Ali Olivo, Attorney-in-Fact 02/27/2024  
 \*\* Signature of Reporting Person Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.