

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) of the
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported):

April 28, 2008

NeoGenomics, Inc.

(Exact Name of Registrant as Specified in Charter)

Nevada	333-72097	74-2897368
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)
Drive, Suite 9, Fort Myers, Florida	12701 Commonwealth	33913
(Address of principal executive offices)	(Address of principal executive offices)	(Zip code)
768-0600	(239)	
number, including area code	Registrant's telephone number, including area code	

Not Applicable

(Former Name or Former Address, If Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

ITEM 1.01**ENTRY INTO DEFINITIVE MATERIAL AGREEMENT.**

On April 23, 2008, NeoGenomics, Inc., a Nevada corporation (the “Company”) entered into a Settlement Agreement and Release (the “Settlement Agreement”) with Accupath Diagnostics, Inc., d/b/a US Labs (“US Labs”), Robert Gasparini, an individual, Gary Roche, an individual and Douglas White, an individual (Messrs. Gasparini, Roche and White, together with the Company, are collectively referred to herein as the “Defendants” and together with US Labs, the “Parties”) whereby the Parties agreed to finally settle and to resolve all claims asserted in and arising out of that certain lawsuit filed by US Labs against the Defendants in the Los Angeles Superior Court on October 26, 2006, entitled Accupath Diagnostics Laboratories, Inc. v. NeoGenomics, Inc., et al., Case No BC 360985 (the “Lawsuit”).

Pursuant to the Settlement Agreement, the Defendants shall deliver the gross sum of Five Hundred Thousand Dollars (\$500,000), Two Hundred Fifty Thousand Dollars (\$250,000) of which shall be paid on or prior to May 1, 2008 with funds from the Company’s insurance carrier and the balance of which shall be paid by the Company on the last day of each month in equal installments of Thirty-One Thousand Two Hundred Fifty Dollars (\$31,250) commencing on May 31, 2008. There were no material non-monetary terms included in the Settlement Agreement.

Furthermore, the Parties agreed that a stipulated judgment may be entered by US Labs against the Company in the event of Defendants’ non-payment default in the amount of Five Hundred Thousand Dollars (\$500,000) less the total amount of any settlement payment already made to US Labs by Defendants at the time of the non-payment default, plus interest at a rate of ten percent (10%) per annum and reasonable attorney fees incurred by US Labs in connection with the filing, entry, or enforcement of any such stipulated judgment, and collection of said judgment. The Settlement Agreement is attached hereto as Exhibit 99.1.

ITEM 2.03 CREATION OF A DIRECT FINANCIAL OBLIGATION OR AN OBLIGATION UNDER AN OFF-BALANCE SHEET ARRANGEMENT OF A REGISTRANT.

See Item 1.01 herein above.

ITEM 9.01 EXHIBITS.

- (a) Not Applicable.
- (b) Not Applicable.
- (c) Not Applicable.
- (d) Exhibit No. Description:

Exhibit	Description	Location
99.1	Settlement Agreement and Release, dated April 23, 2008, by and among the Company et al. and Accupath Diagnostics, Inc., d/b/a US Labs	Provided herewith

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

NEOGENOMICS, INC.

Date: April 28, 2008

By: /s/ Robert Gasparini

Name: Robert Gasparini

Its: President and Principal Executive Officer

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Bethany A. Pelliconi (SBN 182920)
John H. Lien (SBN 216930)
REED SMITH llp
355 South Grand Avenue, Suite 2900
Los Angeles, CA 90071-1514
Telephone: 213.457.8000
Facsimile: 213.457.8080
Attorneys for Plaintiff
ACCUPATH DIAGNOSTICS LABORATORIES, INC., dba US LABS,
a California corporation

SUPERIOR COURT OF THE STATE OF CALIFORNIA

FOR THE COUNTY OF LOS ANGELES, CENTRAL DISTRICT

ACCUPATH DIAGNOSTICS LABORATORIES, INC. dba US LABS,
a California corporation,

Plaintiff,
vs.

No.: BC360985

[Assigned to the Honorable Gregory W. Alarcon, Dept. 36]

STIPULATED FINAL JUDGMENT

NEOGENOMICS, INC. dba NEOGENOMICS LABORATORIES, a
Florida corporation, ROBERT GASPARINI, an individual,
CHRISTOPHER THIBODEAU, an individual, DOUGLAS WHITE, an
individual, GARY ROACH, an individual, and DOES 1 THROUGH 50,
INCLUSIVE,

Defendants.

[C.C.P. § 664.6]

Compl. Filed:
Trial Date:

October 26, 2006
April 15, 2008

IT IS HEREBY STIPULATED BY AND BETWEEN Plaintiff Accupath Diagnostics Laboratories, Inc. dba US Labs ("US Labs") and Defendants NeoGenomics, Inc., Robert Gasparini, Gary Roche, and Douglas White (collectively, "Defendants") as follows:

1) This Stipulation is entered into in accordance with a Settlement Agreement and Release by and between US Labs and Defendants, with respect to the lawsuit filed by US Labs against Defendants in the Los Angeles Superior Court, entitled Accupath Diagnostics Laboratories, Inc. v. NeoGenomics, Inc., et al., Case No. BC 360985. As set forth in the Settlement Agreement and Release, Defendants agreed to pay US Labs the settlement sum of Five Hundred Thousand Dollars and No Cents (\$500,000) in accordance with the following schedule:

- i. Two Hundred Fifty Thousand Dollars and No Cents (\$250,000.00) by check made payable to US Labs, on or before May 1, 2008; and
- ii. The \$250,000 remainder of the settlement sum shall be paid in eight equal installments of \$31,250 each, by checks made payable to US Labs, on or before the following dates:

May 31, 2008	\$	31,250
June 30, 2008	\$	31,250
July 31, 2008	\$	31,250
August 31, 2008	\$	31,250
September 30, 2008	\$	31,250
October 31, 2008	\$	31,250
November 30, 2008	\$	31,250
December 31, 2008	\$	31,250

2) In the event of a non-payment default by Defendants, US Labs will provide ten calendar days written notice to Defendants' present attorney of record, Christopher Kondon, of its intent to cause this Stipulated Judgment to be entered against Defendants. If, after receiving said notice, Defendants fail to cure the default within the ten calendar day notice period, then US Labs may cause this Stipulated Judgment to be entered against Defendant NeoGenomics, and US Labs may undertake any and all appropriate legal action in connection with the entry of this Stipulated Judgment to recover any past-due amount, plus any remaining unpaid portion of the \$500,000 settlement sum, plus interest at the legal rate of 10% per annum, and attorney fees and costs related to the filing or other legal action necessary to effectuate entry and enforcement of this Stipulated Final Judgment.

3) In the event the Parties' Settlement Agreement is used as an exhibit by either of the Parties in connection with the entry or enforcement of the Stipulated Final Judgment, that the Settlement Agreement will be filed under seal to maintain its confidentiality, pursuant to the applicable section(s) of the California Code of Civil Procedure and/or California Rules of Court.

4) This Judgment shall become final for all purposes upon entry of Judgment, and Defendants waive any right to appeal or seek review of this Judgment by a higher court.

5) The Parties request and agree that the Honorable Gregory A. Alarcon of the Los Angeles Superior Court retain jurisdiction over the Parties to enforce this Stipulated Judgment pursuant to California Code of Civil Procedure section 664.6 against Defendants.

ACCUPATH DIAGNOSTICS LABORATORIES, INC. dba US LABS

DATED: April 23, 2008
By: Its Representative

/s/ Bradford T. Smith

NEOGENOMICS, INC.

DATED: April 23, 2008
By: Its Representative

/s/ Robert P. Gasparini

ROBERT GASPARINI

DATED: April 23, 2008
Robert Gasparini

/s/ Robert P. Gasparini

GARY ROCHE

DATED: April 23, 2008
Gary Roche

/s/ Gary Roche

DOUGLAS WHITE

DATED: April 23, 2008
Douglas White

/s/ Douglas White

DATED: April 23, 2008

REED SMITH LLP

By: /s/ Bethany A. Pelliconi

Bethany A. Pelliconi
Attorney for Plaintiff

ACCUPATH DIAGNOSTICS LABORATORIES, INC., dba US LABS, a California
corporation

DATED: April 23, 2008
GATES ELLIS LLP

KIRKPATRICK & LOCKHART PRESTON

By: /s/ Christopher J. Kondon

Christopher J. Kondon
Attorney for Defendants

NEOGENOMICS, INC., ROBERT GASPARINI, GARY ROCHE, AND DOUGLAS
WHITE

JUDGMENT

This Stipulated Final Judgment is hereby approved, and judgment shall be entered in accordance therewith in the amount of \$_____, which is \$500,000.00, less \$_____ paid by Defendant NeoGenomics, Inc., Robert Gasparini, Gary Roche, and Douglas White pursuant to the Parties' Settlement Agreement, plus \$_____ interest at the legal rate of 10% per annum on any unpaid balance after any uncured default payments, plus \$_____ in attorney fees and costs related to the filing or other legal action necessary to effectuate entry and enforcement of this Stipulated Final Judgment.

Pursuant to California Code of Civil Procedure section 664.6, the Court shall retain jurisdiction over the Parties to enforce this Stipulated Final Judgment until there is full performance of its terms, in a manner consistent with the Settlement Agreement.

DATED: April 25, 2008

Hon. Gregory A. Alarcon
Judge of the Los Angeles Superior Court

STIPULATED FINAL JUDGMENT

