

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 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | | | | | |
|--|--|---|--|---|--|---|---|--|
| 1. Name and Address of Reporting Person SHOVLIN ROBERT J. | | | 2. Issuer Name and Ticker or Trading Symbol NEOGENOMICS INC [NEO] | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director X Officer (give title below) 10% Owner ____ Other (specify below) President, Clinical Services | | |
| (Last) (First) (Middle) 12701 COMMONWEALTH DRIVE SUITE 9 | | | 3. Date of Earliest Transaction (Month/Day/Year) 05/25/2018 | | | | | |
| (Street) FORT MYERS, FL 33913 | | | 4. If Amendment, Date Original Filed (Month/Day/Year) | | | 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person ____ Form filed by More than One Reporting Person | | |
| (City) (State) (Zip) | | | 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 | 16,666 A | \$ 0 23,216 | D | | |
| Common Stock | 05/25/2018 | | F | 3,725 (I) D | \$ 11.57 19,491 | D | | |

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

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | | | |
|---|--|--|---|--------------------------------------|--|--|---|---|--|---|--|------|---------|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| Restricted Stock (2) | \$ 0 | 05/25/2018 | | M | | | 16,666 | 05/25/2018 (3) | (4) | Common Stock | 16,666.00 | \$ 0 | 33,334 | D |
| Stock Option (Right to Buy) | \$ 7.52 | | | | | | | 04/28/2018 (5) | 04/28/2022 | Common Stock | 200,000.00 | | 200,000 | D |
| Stock Option (Right to Buy) | \$ 8.03 | | | | | | | 02/26/2019 (6) | 02/26/2023 | Common Stock | 288,500.00 | | 288,500 | D |
| Stock Option (Right to Buy) | \$ 4.79 | | | | | | | 10/13/2015 (7) | 10/13/2019 | Common Stock | 300,000.00 | | 300,000 | D |
| Stock Option (Right to Buy) | \$ 7.15 | | | | | | | 04/20/2017 (8) | 04/20/2021 | Common Stock | 200,000.00 | | 200,000 | D |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SHOVLIN ROBERT J. 12701 COMMONWEALTH DRIVE SUITE 9 FORT MYERS, FL 33913 | | | President, Clinical Services | |

Signatures

| | |
|---------------------------------|------------|
| /s/ Robert J. Shovlin | 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) Shares withheld by NeoGenomics Laboratories, Inc. to satisfy the tax obligations in connection with the May 25, 2018 vesting of restricted stock.

(2) Each share of restricted stock represents the contingent right to receive one share of common stock upon vesting of the unit.

(3) Restricted stock will vest as follows; 16,666 vested on May 25, 2018 and 16,667 will vest on May 25, 2019 and 2020.

(4) These restricted stock will terminate upon the earliest of death, termination of employment or the last vesting date.

(5) On April 28, 2017, Mr. Shovlin was granted 200,000 stock options. These options vest ratably over the first three anniversary dates of the grant date.

(6) On February 26, 2018, Mr. Shovlin was granted 288,500 stock options. These options vest ratably over the first three anniversary dates of the grant date.

(7) On October 13, 2014, Mr. Shovlin was granted an option to purchase 300,000 shares. The options have time based vesting. On the first anniversary of the option grant date 75,000 shares vest. Then beginning on the thirteenth (13th) month through the fourth anniversary of the option grant date 6,250 shares will vest on a monthly basis.

(8) On April 20, 2016, Mr. Shovlin was granted 200,000 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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