

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 * Weiss Lawrence Martin | | | 2. Issuer Name and Ticker or Trading Symbol NEOGENOMICS INC [NEO] | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) Chief Scientific Officer | | |
| (Last) (First) (Middle) 12701 COMMONWEALTH DRIVE SUITE 9 | | | 3. Date of Earliest Transaction (Month/Day/Year) 12/12/2018 | | | | | |
| (Street) FORT MYERS, FL 33913 | | | 4. If Amendment, Date 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 | | |
| (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) | |
| | | | Code V | Amount (A) or (D) Price | | | | |

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

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 control number. SEC 1474 (9-02)

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 | | | | |
| Stock Option (Right to Buy) | \$ 13.87 | 12/12/2018 | | A | 25,000 | 12/12/2019(1) 12/12/2023 | Common Stock 25,000.00 | \$ 13.87 | 25,000 | D | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Weiss Lawrence Martin 12701 COMMONWEALTH DRIVE SUITE 9 FORT MYERS, FL 33913 | | | Chief Scientific Officer | |

Signatures

| | |
|--|------------|
| /s/ Lawrence M. Weiss, by Jessica King, Power of Attorney. | 12/14/2018 |
| 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) On December 12, 2018, Dr. Weiss was granted an option to purchase shares of NeoGenomics, Inc. common stock. The option vests 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.

LIMITED POWER OF ATTORNEY

Be it acknowledged that I, Lawrence Weiss with a mailing address of 31 Columbia, Aliso Viejo, California 92656, the "Principal," do hereby grant a limited and specific power of attorney to Jessica King and Denise E. Pedulla of 12'

Said Attorneys-in-Fact shall have full power and authority to undertake and perform only the following acts on my behalf:

Liaising with government or other entities as necessary for the purpose of filing documents with the Securities and Exchange Commission on my behalf.

The authority herein shall include such incidental acts as are reasonably required to carry out and perform the specific authorities granted herein. My Attorney-in-Fact agrees to accept this appointment subject to its terms and agrees to

The Attorney-in-Fact shall be able to have the authority herein beginning December 11, 2018 and end when the act has been completed. Immediately afterwards this form shall become void. In addition, this Power of Attorney shall i

This Power of Attorney is governed by the laws of the State of California and shall be signed by the presence of two (2) witnesses.

Principal

/s/ Lawrence Weiss

ACCEPTANCE OF APPOINTMENT

I, Jessica King, the Attorney-in-Fact, hereby accept appointment as Attorney-in-Fact in accordance with the foregoing instrument.

Attorney-in-Fact

/s/ Jessica King

I, Denise E. Pedulla, the Attorney-in-Fact, hereby accept appointment as Attorney-in-Fact in accordance with the foregoing instrument.

Attorney-in-Fact

/s/ Denise E. Pedulla

Affirmation by Witness 1

I, Liane Iguchi, witnessed the execution of this Power of Attorney by Lawrence Weiss and I affirm that he appeared to me to be of sound mind, was not under duress, and affirmed to me that he was aware of the nature of this Power of

Witness 1 Signature /s/Liane Iguchi

Print Name: Liane Iguchi

Date: 12/11/2018

Affirmation by Witness 2

I, Shereen Anderson, witnessed the execution of this Power of Attorney by Lawrence Weiss and I affirm that he appeared to me to be of sound mind, was not under duress, and affirmed to me that he was aware of the nature of this Po

Witness 2 Signature /s/ Shereen Anderson

Print Name: Shereen Anderson

Date: 12/11/2018