

(Print or Type Responses)

| | | | | | | | |
|---|---|--|-----------------------------------|---|--|---|--|
| 1. Name and Address of Reporting Person * McKenzie Kathryn B | | 2. Issuer Name and Ticker or Trading Symbol NEOGENOMICS INC [NEO] | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chief Accounting Officer | | | |
| (Last) (First) (Middle) 12701 COMMONWEALTH DRIVE, SUITE 9 | | 3. Date of Earliest Transaction (Month/Day/Year) 12/10/2019 | | | | | |
| (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 | | | |
| Common Stock | 12/10/2019 | | M | 8,000 A \$ 8.03 | 10,273 | D | |
| Common Stock | 12/10/2019 | | S | 8,000 D \$ 26.37 | 2,273 | D | |

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) |
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Stock Option (Right to Buy) | \$ 8.03 | 12/10/2019 | | M | 8,000 | 02/26/2019(1) | 02/26/2023 | Common Stock | 8,000.00 | \$ 0 | 40,000 | D | |
| Stock Option (Right to Buy) | \$ 9.07 | | | | | 10/18/2018(2) | 10/18/2022 | Common Stock | 25,000.00 | | 25,000 | D | |
| Stock Option (Right to Buy) | \$ 19.60 | | | | | 03/01/2020(3) | 03/01/2024 | Common Stock | 13,894.00 | | 13,894 | D | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| McKenzie Kathryn B 12701 COMMONWEALTH DRIVE SUITE 9 FORT MYERS, FL 33913 | | | Chief Accounting Officer | |

Signatures

| | |
|----------------------|------------|
| /s/ Kathryn McKenzie | 12/12/2019 |
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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 February 26, 2018, Ms. McKenzie was granted an option to purchase 48,000 shares of NeoGenomics, Inc. common stock. The options vest ratably over the first three anniversary dates of the grant date.
- (2) On October 18, 2017, Ms. McKenzie was granted an option to purchase 25,000 shares of NeoGenomics, Inc. common stock. The options vest ratably over the first three anniversary dates of the grant date.
- (3) On March 1, 2019, Ms. McKenzie was granted an option to purchase 13,894 shares of NeoGenomics, Inc. common stock. The options vest ratably over the first four 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.