

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 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 Financial Officer	
(Last) (First) (Middle) 12701 COMMONWEALTH DRIVE, SUITE 9		3. Date of Earliest Transaction (Month/Day/Year) 03/01/2020			
(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	03/01/2020		F		168	(U)	D	\$ 0	2,105	D	
Common Stock	03/02/2020		A		5,824	A	A	\$ 0	7,929	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)
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (Right to Buy)	\$ 9.07						10/17/2018(2)	10/18/2022	Common Stock	25,000.00		25,000	D	
Stock Option (Right to Buy)	\$ 8.03						02/26/2019(3)	02/26/2023	Common Stock	40,000.00		40,000	D	
Stock Option (Right to Buy)	\$ 19.60						03/01/2020(4)	03/01/2024	Common Stock	13,894.00		13,894	D	
Common Stock	\$ 28.33	03/02/2020		A		37,514	03/02/2021(5)	03/02/2027	Common Stock	37,514.00	\$ 28.33	37,514	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 Financial Officer	

Signatures

/s/ Kathryn B McKenzie	03/03/2020
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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) Shares withheld by NeoGenomics Inc. to satisfy the tax obligations in connection with the March 1, 2020 vesting of restricted stock.
- (2) On October 17, 2017, Ms. McKenzie was granted 25,000 stock options. These options vest ratably over the first three anniversary dates of the grant date.
- (3) On February 26, 2018, Ms. McKenzie was granted 48,000 stock options. These options vest ratably over the first three anniversary dates of the grant date.
- (4) On March 1, 2019, Ms. McKenzie was granted 13,894 stock options. These options vest ratably over the first four anniversary dates of the grant date.
- (5) On March 2, 2020, Ms. McKenzie was granted 37,514 stock options. These 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.

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