UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, DC 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) January 5, 2021

NEOGENOMICS, INC.

(Exact name of registrant as specified in its charter)

Nevada (State or other jurisdiction of incorporation) 001-35756 (Commission File Number) 74-2897368 (I.R.S. Employer Identification No.)

33913

(Zip Code)

12701 Commonwealth Drive, Suite 9, Fort Myers, (Address of principal executive offices) Florida

(239) 768-0600

(Registrant's telephone number, including area code)

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))

Title of each class	Trading Symbol	Name of each exchange on which registered
Common stock (\$0.001 par value)	NEO	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company \Box

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 8.01 **Regulation FD Disclosure.**

NeoGenomics, Inc. today has made available an Investor Presentation, which is attached to this Current Report on Form 8-K as Exhibit 99.1 and incorporated herein by reference.

Financial Statements and Exhibits. Item 9.01

- (a) Not applicable(b) Not applicable(c) Not applicable(d) Exhibits.

- 99.1 Investor Presentation

SIGNATURES

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

NEOGENOMICS, INC.

By:

Kathryn B. McKenzie Chief Financial Officer January 5, 2021

/s/ Kathryn B. McKenzie

Exhibit 99.1



NeoGenomics

Investor Presentation



January 2021



Forward-Looking Statements

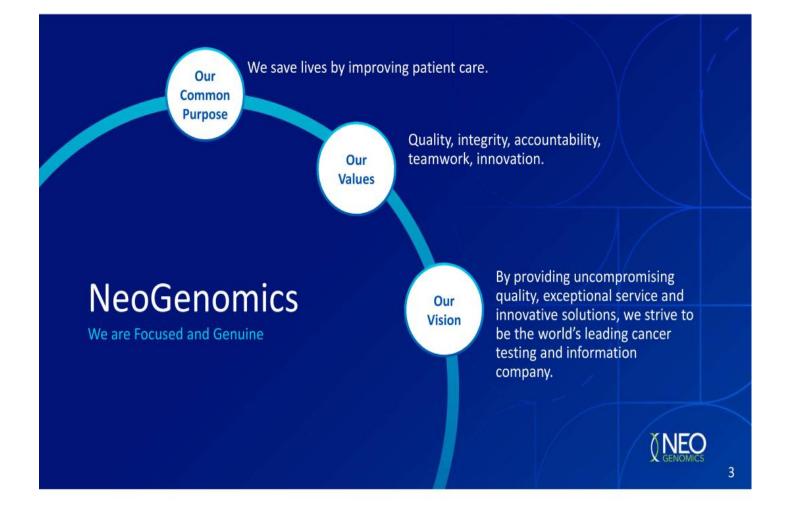
This presentation has been prepared by NeoGenomics, Inc. ("we," "us," "our," "NeoGenomics" or the "Company") and is made for informational purposes only and does not constitute an offer to sell or a solicitation of an offer to buy securities, nor shall there be any sale of any securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction. The information set forth herein does not purport to be complete or to contain all of the information you may desire. Statements contained herein are made as of the date of this presentation unless stated otherwise, and neither this presentation, nor any sale of securities, shall under any circumstances create an implication that the information contained herein is correct as of any time after such date or that information will be updated or revised to reflect information that subsequently becomes available or changes occurring after the date hereof.

This presentation contains "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995 relating to business, operations, and financial conditions of the Company. Words such as, but not limited to, "look forward to," "believe," "expect," "anticipate," "estimate," "intend," "plan," "would," "should" and "could," and similar expressions or words, identify forward-looking statements. Although the Company believes the expectations reflected in such forward-looking statements are based upon reasonable assumptions, there can be no assurance that its expectations will be realized. Actual results could differ materially from those projected in the Company's forward-looking statements due to numerous known and unknown risks and uncertainties. All forward-looking statements speak only as of the date of this presentation and are qualified in their entirety by this cautionary statement. The Company undertakes no obligation to revise or update this presentation to reflect events or circumstances after the date hereof.

Non-GAAP Adjusted EBITDA

"Adjusted EBITDA" is defined by NeoGenomics as net income from continuing operations before: (i) interest expense, (ii) tax expense, (iii) depreciation and amortization expense, (iv) non-cash stock-based compensation expense, and, if applicable in a reporting period, (v) acquisition and integration related expenses, (vi) non-cash impairments of intangible assets, (vii) and other significant non-recurring or non-operating (income) or expenses, including any debt financing costs.

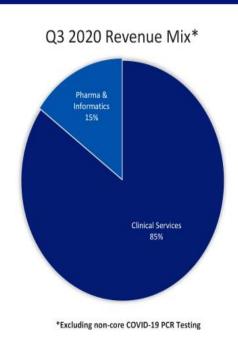




(NEO Snapshot

One Lab. Vital Answers. Transforming Care for Cancer Patients

- Leading oncology diagnostic company with diversified, "One Lab" approach
- Strong competitive position with long history of market share gains
- Strategic multi-channel foothold in community oncology testing market
- Three synergistic business segments all with double digit growth profiles
- World class culture drives high customer satisfaction and strong brand recognition
- Robust and expanding global oncology testing and information market





FY 2019 Key Figures

47% (>20% organic)

Clinical Test Volume: 987,539

> Gross Margin: 48.1%

Adjusted EBITDA: \$57MM

4



One Lab. Vital Answers.

Leading Oncology Diagnostics Company, Designed to Provide Innovative Diagnostic and Data Solutions That Bridge Oncologists, Pathologists, and Therapeutic Development

Clinical Services Division

- Leading oncology reference lab market share for oncologists, pathologists and hospitals
- Comprehensive oncology test menu including all major testing modalities
- Direct national commercial team of ~100 people
- A longstanding reputation for service and quality in the community oncology market

Pharma Services Division

- Leading provider of oncology-focused research and clinical trials services
- Comprehensive support from pre-clinical and research discovery through FDA filing, approval and launch
- Global footprint (U.S., Switzerland, Singapore, China)
- Greater than \$185MM⁽¹⁾ in backlog (signed contracts)

Informatics Division



- · Formed in 2020 to utilize clinical testing data to address real world problems for patients and other stakeholders
- Our information platform includes one of the largest cancer testing databases, covering the complete spectrum of
 oncology testing modalities for over 1.6 million patients and growing



NOTE: 1. As of September 30, 2020



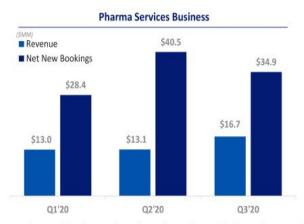


Navigating The COVID-19 Pandemic

Managing The Business To Emerge Stronger



- COVID-19 PCR testing capabilities have helped hedge against market-wide pandemic related volume declines
- · No layoffs were made related to temporary declines in volume
- Low capacity utilization in Q2'20 provided a rare opportunity to focus on process improvement
- · We are actively hiring and believe we are well positioned to take share



- Demand has been robust throughout the pandemic and many trial projects have been delayed vs. cancelled
- No layoffs were made related to temporary declines in volume
- · Pushed forward with important global infrastructure investments
- Ample capacity and a record backlog (>\$185MM⁽¹⁾) has us excited about near and long term growth



NOTE: 1. As of September 30, 2020



The Oncology Test Market Is Poised For Growth

Demographics

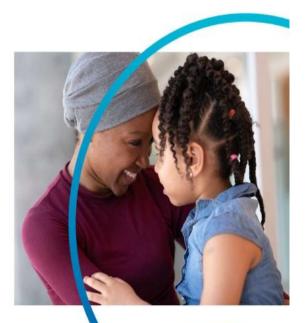
- An aging population is resulting in higher cancer incidence
- Increased cancer survival rates leading to more follow-on testing

Precision Medicine & Drug Development

- Proliferation and complexity of therapeutic options driving more testing
- Burgeoning oncology drug pipeline underlying current Pharma Services demand and likely to drive demand for future clinical testing
- New platforms and tests (NGS, TMB, MSI, liquid biopsy, etc.) creating more test options for diagnosis, prognosis, and therapy selection

Upside Potential: Emerging Opportunities

- Promising minimal residual disease tests in development such as strategic partner Inivata's RaDaR assay could create a compelling recurrence monitoring opportunity
- We expect to develop a number of innovative value-add data offerings in our growing Informatics division

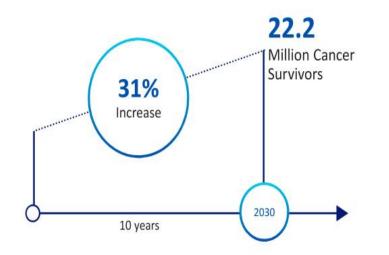


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Market Tailwinds: Demographics

An Aging Population Is Leading To Higher Cancer Incidence And New Precision Therapies Are Allowing People To Live Longer With Cancer.



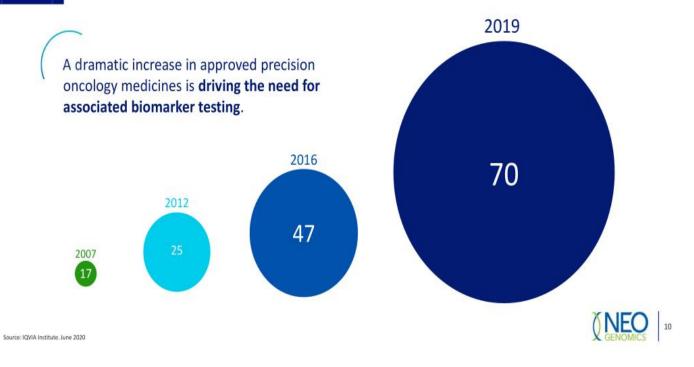
The number of cancer survivors is projected to increase by 31.4%, to 22.2 million, by 2030.



Source: National Cancer Institute



Oncology Therapies With Required Or Recommended Biomarker Testing

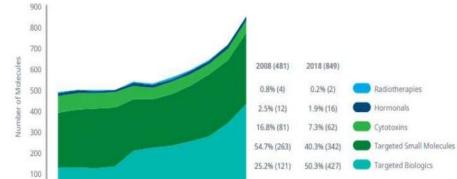


Market Tailwinds: Drug Development

Diagnostic Testing Is Critical As Additional Drugs Gain Approval

0 2008

New oncology molecules are being developed at a record pace. The late phase targeted therapy oncology pipeline increased 100% from 2008 to 2018.



2013

The Pipeline of Late Phase Oncology Molecules (2008 - 2018)

2018

Source: IQVIA Pipeline Intelligence, Dec 2018; IQVIA Institute, May 2019

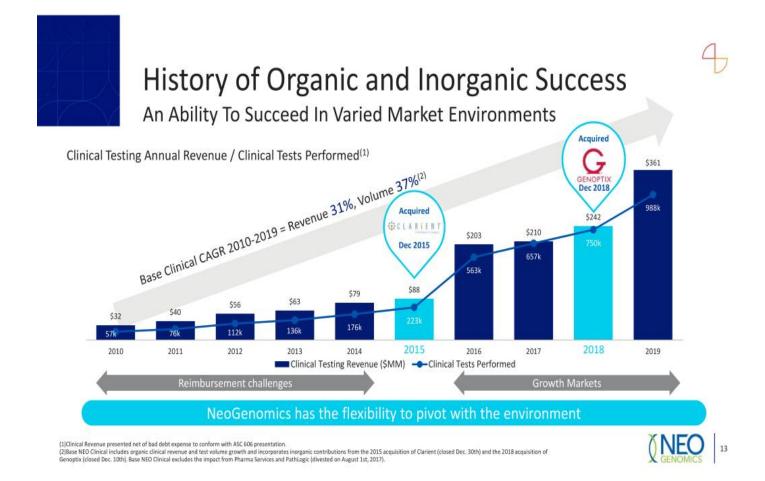


We Endeavor To Outgrow The Market

Significant Company-Specific Growth Drivers



12





Our Focus Is The Community Setting We Bring State-Of-The-Art Oncology Testing To The Masses

Community Channel

 $80\% \ to \ 85\%$ of all cancer patients are treated by community oncologists

NEO

Community Hospital



NeoGenomics works with >4,400 hospitals, institutions and oncology offices, most in the community setting, to ensure all patients can benefit from high-quality diagnostic tests to support Precision Medicine

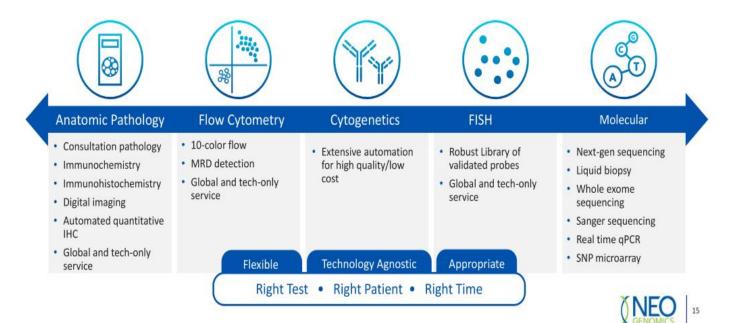
Community

Oncology Office

Comprehensive Oncology Test Menu



A Low Beta approach To A Massive High Growth End Market

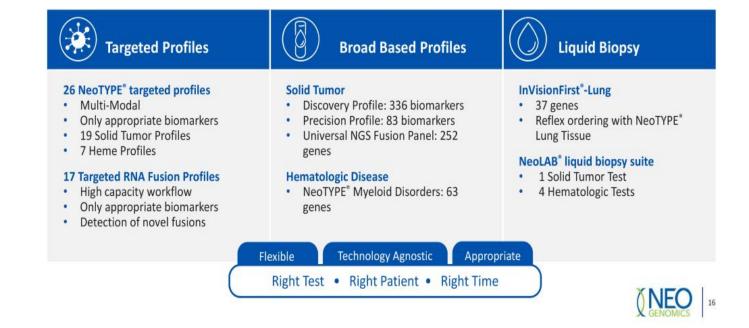




A Differentiated Approach To NGS Testing



Multiple Modalities And Appropriate Biomarkers Leads To Great Care At A Value





We Are Focused on The Customer

Best-in-Class Net Promoter Score

Q4 2020 Clinical Client Survey



Competing Through Focus, Scale and Scope



We Enjoy A Unique Position In The Clinical Market



Clinical Reference Labs with Oncology Divisions

Quest

Diagnostics"

Diversified Focus

BioReference

Pure Play Oncology Diagnostic Lab Comprehensive Test Menu + Sustainable Growth

Leading Share in U.S. Clinical Oncology Market Comprehensive, multi-modality "One Lab" position Large and advanced somatic cancer test menu Significant reach into all customer segments National footprint and extensive payer contracts Outstanding client service and partnership models Synergistic Pharma, Clinical and Informatics businesses Niche Oncology Players

veracyte.

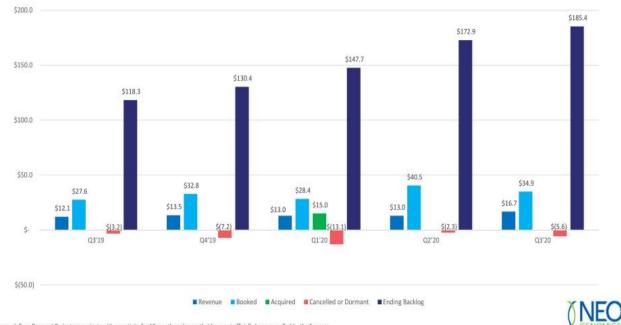
High R&D investment and limited test menus

EXACT SCIENCES





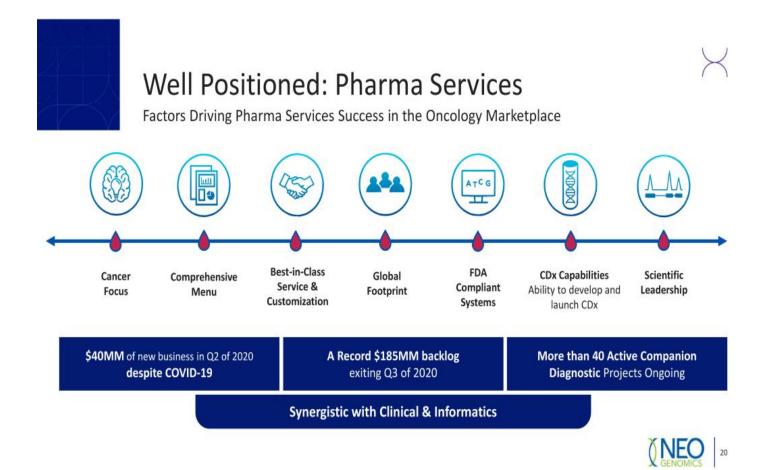
Rapidly Growing Pharma Services Business



Demand Has Been Robust Despite Ongoing COVID-19 Pandemic

The Company defines Dormant Projects as projects with no activity for 12 months or longer that have not officially been cancelled by the Sponsor

19





Well Positioned: Companion Diagnostics

Companion diagnostics are part of the precision medicine that is driving the future of oncology



Ability to take test across continuum from development, through clinical trials, and into the market



CDx capabilities translating into customer wins



Wide scale and scope across Pharma and Clinical markets



Broad reach to oncologists and pathologists



Access to data across massive quantity of oncology-specific test results



Proving The Point: KEYTRUDA®

- Selected by Merck due to IHC expertise
- Participated in Early Validation Program for Keytruda
- One of only 3 labs to offer PD-L1 testing on Day 1

We remain an industry leader in clinical PD-L1 testing

PD-L1 testing is available at national reference laboratories

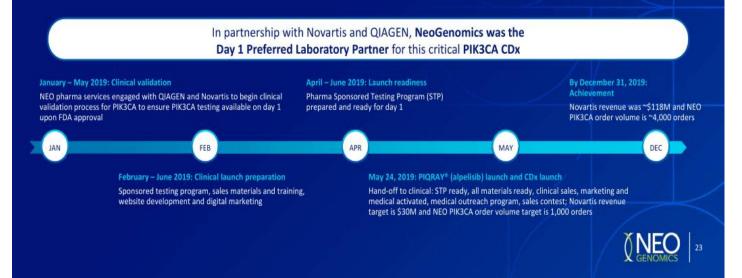
Order PO-L1 testing from your pathology laboratory as you would do for any other
 ionarker test.

- "Storp pathologist may be able to test for PG-L1 in your hospital or facility laboratory or may request testing from a reference laboratory where PO-L1 testing is offered. - The reference laboratories testing offer to point and the store of the store
- The reference laboratories below offer the PC-L1 HC 22C3 pharmDix, the first PDA-opproved companion diagnostic test for PD-L1 testing in NSCLC.¹⁰



Proving The Point: PIQRAY®

- PIK3CA is a gene that is mutated in many breast cancers
- In 2018, when Novartis was in late-stage development for its PIK3CA inhibitor, alpelisib, QIAGEN established a development program to bring to market a molecular test (therascreen[®] PIK3CA RGQ PCR Kit) as a companion diagnostic to guide the use of alpelisib





Informatics

Patient-Focused. Data driven.

We formed the Informatics Division in 2020 to utilize our market leading clinical data to help address the needs of Patients, Pharma companies, Providers, and Payors.

NeoGenomics is committed to connecting patients with life-altering therapies and trials.

We believe that, with our partners, we can help the cancer patients of today and tomorrow.



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Informatics

Patient-Focused. Data driven.

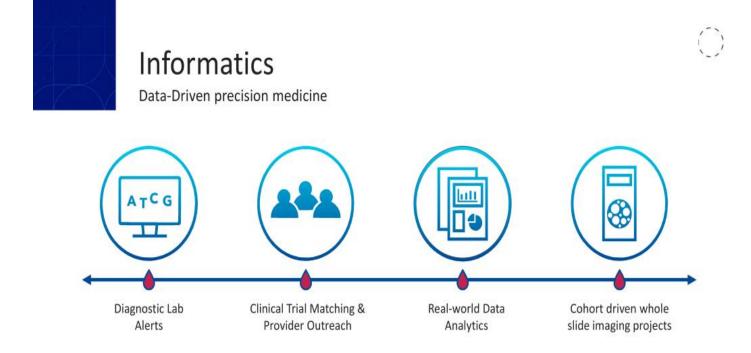
Beyond the Numbers

Our information platform includes one of the **largest cancer testing databases**, covering the complete spectrum of oncology testing modalities for over 1.6 million patients.





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Leading Oncology Diagnostics Company

Guided By Science And Passion For Patient Care



We are a leader in the field of diagnostic testing with a significant share of patient test volume in the US



Our extensive patient database allows us to optimize the pairing of patients with clinical trials



We act as a collaborative partner to pathologists, oncologists and biopharma to deliver best-in-class services for all



We are oncology experts focused on developing foundational and innovative oncology laboratory diagnostic services



Our work is founded in science, driven by data, and upheld to the highest standards



By helping the community oncology field, we **improve lives**



One Lab. Vital Answers.

Transforming Care for Cancer Patients.



Balance Sheet, September 30, 2020 (unaudited, in thousands)

		mber 30, 2020 Inaudited)	December 31, 2019		
ASSETS	_				
Cash and cash equivalents	S	233,233	\$	173,016	
Marketable securities, at fair value		50,375		-	
Accounts receivable, net		103,697		94,242	
Inventories		20,643		14,405	
Other current assets		14,427		9,075	
Total current assets		422,375		290,738	
Property and equipment (net of accumulated depreciation of \$85,987 and \$68,809 respectively)		85,449		64,188	
Operating lease right-of-use assets		45,856		26,492	
Intangible assets, net		123,353		126,640	
Goodwill		210,833		198,601	
Restricted cash, non-current		32,003		-	
Prepaid lease asset		10,142		-	
Investment in non-consolidated affiliate		25,600		-	
Other assets		3,817		2,847	
TOTAL ASSETS	S	959,428	\$	709,506	
LIABILITIES AND STOCKHOLDERS' EQUITY					
Accounts payable and other current liabilities	\$	56,211	\$	50,091	
Short-term portion of financing obligations		3,700		10,432	
Short-term portion of operating leases		4,701		3,381	
Total current liabilities	-	64,612	-	63,904	
Convertible senior notes, net		166,440		-	
Long-term portion of financing obligations		1,399		95,028	
Long-term portion of operating leases		43,123		24,034	
Other long-term liabilities		3,937		3,566	
Deferred income tax liability, net	_	13,554	-	15,566	
Total long-term liabilities		228,453	8	138,194	
TOTAL LIABILITIES	5	293,065	5	202,098	
TOTAL STOCKHOLDERS' EQUITY	\$	666,363	s	507,408	
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	\$	959,428	\$	709,506	



Income Statement, September 30, 2020 (unaudited, in thousands)

		2020		2019		2020	ded September 30, 2019		
NET REVENUE:	-		-		0				
Clinical Services	s	108,733	s	92,565	s	275,599	\$	267,757	
Pharma Services	100	16,711	10.0	12,107	0.00	42.852		34,205	
Total revenue		125,444		104,672		318,451	-	301,962	
COST OF REVENUE	_	71,379	_	53,840	-	190,011		155,049	
GROSS PROFIT		54,065		50,832		128,440		146,913	
Operating expenses:	1	w a		10 M	10		10 3	10	
General and administrative		36,128		33,054		107,085		94,773	
Research and development		1,964		2,611		6,129		6,407	
Sales and marketing		11,304		11,508	00	34,757		35,048	
Total operating expenses		49,396		47,173		147,971		136,228	
INCOME (LOSS) FROM OPERATIONS	10	4,669	80 -	3,659		(19,531)		10,685	
Interest expense, net		2,458		203		4,825		3,333	
Other (income) expense, net		(11)		(35)		(7,639)		5,124	
Loss on extinguishment of debt						1,400		1,018	
Loss on termination of cash flow hedge		-		-		3,506		-	
Income (loss) before taxes	-	2,222		3,491	-	(21,623)	-	1,210	
Income tax (benefit) expense		(335)	-	1,348	-	(10,378)	25	(500	
NET INCOME (LOSS)	\$	2,557	\$	2,143	5	(11,245)	\$	1,710	
Adjustment to the numerator for convertible notes in diluted EPS ⁽²⁾									
NET INCOME (LOSS)		2,557		2,143		(11,245)		1,710	
Convertible note accretion, amortization, and interest, net of tax	_	1,975		-		-		-	
NET INCOME (LOSS) USED IN DILUTED EPS	5	4,532	5	2,143	s	(11,245)	5	1,710	
NET INCOME (LOSS) PER SHARE									
Basic	5	0.02	5	0.02	\$	(0.10)	\$	0.02	
Diluted	\$	0.04	s	0.02	s	(0.10)	\$	0.02	
WEIGHTED AVERAGE COMMON SHARES OUTSTANDING									
Basic		110,461		103,899		107,605		99,149	
Diluted		119,191		107,880		107,605		102,766	



Statements of Cash Flows, September 30, 2020 (unaudited, in thousands)

		2020		2019 2019
CASH FLOWS FROM OPERATING ACTIVITIES				
Net (loss) income	5	(11,245)	5	1,710
Adjustments to reconcile net income to net cash provided by operating activities:				
Depreciation		18,705		15,200
Loss on disposal of assets		371		451
Loss on debt extinguishment		1,409		1,018
Loss on termination of cash flow hedge		3,506		
Amortization of intangibles		7,387		7,482
Amortization of debt issue costs		138		323
Amortization of convertible debt discount		2,705		_
Non-cash stock-based compensation		7,536		7,727
Non-cash operating lease expense		6,365		3,224
Changes in assets and liabilities, net		(41, 193)		(17,125)
Net cash (used in) provided by operating activities	5	(4.525)	s	20,010
CASH FLOWS FROM INVESTING ACTIVITIES				
Purchases of marketable securities		(53,396)		
Proceeds from sale of marketable securities		3,000		-
Purchases of property and equipment		(17,591)		(13,953)
Business acquisition		(37,000)		_
Investment in non-consolidated affiliate		(25.600)		
Acquisition working capital adjustment		_		399
Net cash used in investing activities	5	(130,587)	s	(13,554)
CASIL FLOWS FROM FINANCING ACTIVITIES			-	
Repayment of revolving credit facility		_		(5.000)
Repayment of equipment financing obligations		(4,331)		(5,481)
Proceeds from term loan		11.11.11.11.11.1		100,000
Repayment of term loan		(97,540)		(96,750)
Cash flow hedge termination		(3,317)		_
Payments of debt issuance costs				(1.051)
Issuance of common stock, net		10,761		10.132
Proceeds from issuance of convertible debt, net of issuance costs		194,466		2.4
Proceeds from equity offering, net of issuance costs		127,293		160,774
Net cash provided by financing activities	5		5	162,624
Net change in each, each equivalents and restricted each	5		\$	169,080
Cash, cash equivalents and restricted cash, beginning of period		173.016		9.811
Cash, cash equivalents and restricted cash, end of period	5	265,236	s	178,891
Reconciliation of cash, cash equivalents and restricted cash to the Condensed Consolidated Balance Sheets:				
Cash and cash equivalents	\$	233,233	5	178,891
Restricted cash, non-current		32,003		
				the second se



Segment Results, September 30, 2020 (unaudited, in thousands)

	Three Months Ended September 30,						Nine Months Ended September 30.						
		2020		2019	% Change	2020		2019		% Change			
Clinical Services:													
Revenue	\$	108,733	\$	92,565	17.5 %	S	275,599	S	267,757	2.9 %			
Cost of revenue	- 11	60,607		47,526	27.5 %		158,287	2	136,557	15.9 %			
Gross profit	\$	48,126	\$	45,039	6.9 %	S	117,312	S	131,200	(10.6)			
Gross margin		44.3%		48.7%			42.6%		49.0%				
Pharma Services:													
Revenue	\$	16,711	\$	12,107	38.0 %	s	42,852	s	34,205	25.3 9			
Cost of revenue		10,772		6,314	70.6 %		31,724		18,492	71.6 9			
Gross profit	\$	5,939	\$	5,793	2.5 %	5	11,128	\$	15,713	(29.2)			
	_	35.5%	-	47.8%		-	26.0%	-	45.9%				

. 1	Three Mo	onths l	Ended Sep	otember 30,	Nine Mo	tember 30,			
- 12 B	2020		2019	% Change		2020		2019	% Change
							<u> </u>	· · · · · ·	
1	47,518	1	45,312	1.5 %		406,250	4	27,406	(4.9)%
2	55,458	2	50,518	2.0 %		710,678	7	35,165	(3.3)%
	1.73		1.72	0.6 %		1.75		1.72	1.7 %
5	622	\$	637	(2.4)%	\$	632	5	626	1.0 %
S	359	\$	369	(2.7)%	\$	361	S	364	(0.8)%
S	342	\$	327	4.6 %	\$	361	\$	320	12.8 %
S	197	\$	190	3.7 %	\$	206	s	186	10.8 %
	1 2 5 5 5 5 5	2020 147,518 255,458 1.73 \$ 622 \$ 359 \$ 342	2020 147,518 1 255,458 2 1.73 5 622 S 5 359 S S 342 S	2020 2019 147,518 145,312 255,458 250,518 1.73 1.72 \$ 622 \$ 637 \$ 359 \$ 369 \$ 342 \$ 327	147,518 145,312 1.5 % 255,458 250,518 2.0 % 1.73 1.72 0.6 % \$ 622 \$ 637 (2.4)% \$ 359 \$ 369 (2.7)% \$ 342 \$ 327 4.6 %	2020 2019 % Change 147,518 145,312 1.5 % 255,458 250,518 2.0 % 1.73 1.72 0.6 % \$ 622 \$ 637 (2.4)% \$ \$ 359 \$ 369 (2.7)% \$ \$ 342 \$ 327 4.6 % \$	2020 2019 % Change 2020 147,518 145,312 1.5 % 406,250 255,458 250,518 2.0 % 710,678 1.73 1.72 0.6 % 1.75 \$ 622 \$ 637 (2.4)% \$ 632 \$ 359 \$ 369 (2.7)% \$ 361 \$ 342 \$ 327 4.6 % \$ 361	2020 2019 % Change 2020 147,518 145,312 1.5 % 406,250 4 255,458 250,518 2.0 % 710,678 7 1.73 1.72 0.6 % 1.75 5 5 622 \$ 637 (2.4)% \$ 632 \$ \$ 359 \$ 369 (2.7)% \$ 361 \$ \$ 342 \$ 327 4.6 % \$ 361 \$	2020 2019 % Change 2020 2019 147,518 145,312 1.5 % 406,250 427,406 255,458 250,518 2.0 % 710,678 735,165 1.73 1.72 0.6 % 1.75 1.72 \$ 622 \$ 637 (2.4)% \$ 632 \$ 626 \$ 359 \$ 369 (2.7)% \$ 361 \$ 364 \$ 342 \$ 327 4.6 % \$ 361 \$ 320

Clinical tests exclude requisitions, tests, revenue and costs of revenue for Pharma Services and COVID-19 PCR tests.



Adjusted EBITDA, September 30, 2020 (unaudited, in thousands)

	Th	ree Months En	ded Se	ptember 30,	N	Nine Months Ended September 30,						
		2020		2019	2020		2019					
Net income (loss) (GAAP)	S	2,557	\$	2,143	\$	(11,245)	\$	1,710				
Adjustments to net income (loss):												
Interest expense, net		2,458		203		4,825		3,333				
Income tax (benefit) expense		(335)		1,348		(10,378)		(500)				
Amortization of intangibles		2,468		2,380		7,387		7,482				
Depreciation		6,528		4,848		18,705		15,200				
EBITDA (non-GAAP)	\$	13,676	\$	10,922	\$	9,294	\$	27,225				
Further adjustments to EBITDA:												
Acquisition and integration related expenses		446		334		1,852		2,143				
Other significant non-recurring (income) expenses (4)		(105)		364		(2,100)		6,527				
Non-cash stock-based compensation expense		2,715		3,275		7,536		7,727				
Adjusted EBITDA (non-GAAP)	S	16,732	\$	14,895	\$	16,582	\$	43,622				

