

FORM 4

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287

Estimated average burden hours per response... 0.5

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 * Dieter Cynthia J			2. Issuer Name and Ticker or Trading Symbol NEOGENOMICS INC [NEO]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <div><div><div>Director</div><div>10% Owner</div></div><div><div>X</div><div>Officer (give title below)</div><div>Other (specify below)</div></div><div>Chief Accounting Officer</div></div>			
(Last) (First) (Middle) 12701 COMMONWEALTH DRIVE, SUITE 9			3. Date of Earliest Transaction (Month/Day/Year) 06/22/2021						
(Street) FORT MYERS, FL 33913			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) <div><div>X</div> Form filed by One Reporting Person</div> <div>Form filed by More than One Reporting Person</div>			
(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	06/22/2021		F		56 (1)	D	\$ 43.99	1,790	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)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
				Code	V	(A)	(D)						
Stock Option (Right to Buy)	\$ 28.35					(2)	06/22/2027	Common Stock	3,968.00		3,968	D	
Stock Option (Right to Buy)	\$ 53.17					(3)	03/02/2028	Common Stock	7,034.00		7,034	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dieter Cynthia J 12701 COMMONWEALTH DRIVE SUITE 9 FORT MYERS, FL 33913			Chief Accounting Officer	

Signatures

/s/ Cynthia J. Dieter	07/15/2021
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 surrendered to NeoGenomics Inc. for retirement to satisfy the tax obligations in connection with the June 22, 2021 vesting of restricted stock.

(2) On June 22, 2020, Ms. Dieter was granted 3,968 stock options. These options vest ratably over the first four anniversary dates of the grant date.

(3) On March 2, 2021, Ms. Dieter was granted 7,034 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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