

FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0362
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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).

☐ Form 3 Holdings Reported

☐ Form 4 Transactions
Reported

ANNUAL 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

| | | | | | | | | | |
|--|--|--|--|--------------------------------------|---|--|--|---|---|
| 1. Name and Address of Reporting Person * Wallar Gina M | | | 2. Issuer Name and Ticker or Trading Symbol NEOGENOMICS INC [NEO] | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director X ____ Officer (give title below) 10% Owner ____ Other (specify below) President, Pharma Services | | | |
| (Last) (First) (Middle) 9490 NEOGENOMICS WAY | | | 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2021 | | | | | | |
| (Street) FORT MYERS, FL 33912 | | | 4. If Amendment, Date Original Filed(Month/Day/Year) | | | 6. Individual or Joint/Group Reporting (check applicable line) ____ X ____ Form Filed by One Reporting Person ____ 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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| | | | | | Amount | (A) or (D) Price | | | |
| Common Stock | | 12/31/2021 | | L (1) | 363 | A \$ 35.28 | 21,662 | 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
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SEC 2270 (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 at End of Issuer's Fiscal Year (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) | \$ 9.22 | | | | | (2) 04/19/2023 | Common Stock | 6,667.00 | | 6,667 | D |
| Stock Option (Right to Buy) | \$ 13.87 | | | | | (3) 12/12/2023 | Common Stock | 8,334.00 | | 8,334 | D |
| Stock Option (Right to Buy) | \$ 20.83 | | | | | (4) 05/01/2026 | Common Stock | 7,153.00 | | 7,153 | D |
| Stock Option (Right to Buy) | \$ 27.34 | | | | | (5) 05/01/2027 | Common Stock | 7,879.00 | | 7,879 | D |
| Stock Option (Right to Buy) | \$ 48.99 | | | | | (6) 05/01/2028 | Common Stock | 8,595.00 | | 8,595 | D |
| Stock Option (Right to Buy) | \$ 43.95 | | | | | (7) 07/05/2028 | Common Stock | 10,126.00 | | 10,126 | D |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Wallar Gina M 9490 NEOGENOMICS WAY FORT MYERS, FL 33912 | | | President, Pharma Services | |

Signatures

| | | |
|--|--|---------------------|
| /s/ Gina M. Wallar | | 02/08/2022 |
| <small>**Signature of Reporting Person</small> | | <small>Date</small> |

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) These shares were acquired pursuant to NeoGenomics's Employee Stock Purchase Plan (ESPP) during the year ended December 31, 2021. The shares were acquired in transactions exempt from Section 16b-3.
- (2) On April 19, 2018, Ms. Wallar was granted 20,000 stock options. The options vested ratably over the first three anniversary dates of the grant date.
- (3) On December 12, 2018, Ms. Wallar was granted 25,000 stock options. The options vested ratably over the first three anniversary dates of the grant date.
- (4) On May 1, 2019, Ms. Wallar was granted 9,537 stock options. The options vest ratably over the first four anniversary dates of the grant date.
- (5) On May 1, 2020, Ms. Wallar was granted 7,879 stock options. The options vest ratably over the first four anniversary dates of the grant date.
- (6) On May 1, 2021, Ms. Wallar was granted 8,595 stock options. The options vest ratably over the first four anniversary dates of the grant date.
- (7) On July 5, 2021, Ms. Wallar was granted 10,126 stock options. 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 provided 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.