

## FORM 4

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

## OMB APPROVAL

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## 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

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

(Print or Type Responses)

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. Date of Earliest Transaction (Month/Day/Year) 03/01/2022									
(Street) FORT MYERS, FL 33912			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(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 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		03/01/2022		A		11,677 (1) A \$ 0		33,443 (2)		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)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (Right to Buy)	\$ 9.22						(3) 04/19/2023		Common Stock	6,667.00		6,667	D	
Stock Option (Right to Buy)	\$ 13.87						(4) 12/12/2023		Common Stock	8,334.00		8,334	D	
Stock Option (Right to Buy)	\$ 20.83						(5) 05/01/2026		Common Stock	7,153.00		7,153	D	
Stock Option (Right to Buy)	\$ 27.34						(6) 05/01/2027		Common Stock	7,879.00		7,879	D	
Stock Option (Right to Buy)	\$ 48.99						(7) 05/01/2028		Common Stock	8,595.00		8,595	D	
Stock Option (Right to Buy)	\$ 43.95						(8) 07/05/2028		Common Stock	10,126.00		10,126	D	
Stock Option (Right to Buy)	\$ 21.41	03/01/2022		A		28,506	(9) 03/01/2029		Common Stock	28,506.00	\$ 0	28,506	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/ Halley E. Gilbert, Attorney-in-Fact		03/03/2022
 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) On March 1, 2022, Ms. Wallar was granted 11,677 restricted stock awards. These awards vest ratably over the first four anniversary dates of the grant date.
- (2) This balance includes 104 shares that were acquired at a price of \$19.16 per share pursuant to NeoGenomics's Employee Stock Purchase Plan (ESPP) during the month ended January 31, 2022. The shares wereacquired in transactions exempt from Section 16b-3.
- (3) 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.
- (4) 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.
- (5) 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.
- (6) 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.
- (7) 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.
- (8) 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.
- (9) On March 1, 2022, Ms. Wallar was granted 28,506 stock options. These options vest ratably over the first four anniversary dates of the grant date.

**Remarks:**  
Exhibit List:  
Exhibit 24 - Limited Power Of Attorney

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.

LIMITED POWER OF ATTORNEY

The undersigned hereby constitutes and appoints William Bonello, Halley Gilbert, and Ali Olivo, and each of them individually, with full power of substitution, as the undersigned's true and lawful

(1) prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the U.S. Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and

(2) execute for and on behalf of the undersigned, in the undersigned's capacity as officer and/or director of NeoGenomics, Inc. (the "Company"), Forms 3, 4, 5 and any Schedules 13D or 13G in accordance with

(3) do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to complete and execute any such Form 3, 4, or 5 or Schedule 13D or 13G, complete and execute

(4) take any other action of any type whatsoever in connection with the foregoing that, in the opinion of each such attorney-in-fact, may be of benefit to, in the best interest of, or legally required

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the execution of

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, 5, and any Schedules 13D or 13G with respect to the undersigned's holdings

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 20th day of January, 2022.

/s/ Gina Wallar