

**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)
May 5, 2022**

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.)

9490 NeoGenomics Way, Fort Myers, Florida 33912
(Address of principal executive offices) (Zip Code)

(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 (see General Instruction A.2. below):

- ☐ 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)
- ☐ Recommencement 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))

Securities registered pursuant to Section 12(b) of the Act:

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 ☐

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 5.02 **Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

Dr. Clive Morris Retirement

On May 5, 2022, Dr. Clive D. Morris, NeoGenomics, Inc.'s (the "Company") current President of Inivata, informed the Company of his intention to retire from his role effective June 30, 2022. At this time, the terms of Mr. Morris's settlement agreement with the Company have not been determined. The Company will file an amendment to this Current Report on Form 8-K disclosing any such additional information if and when it has been determined.

Vishal Sikri Appointment

On May 9, 2022, the Company announced that Vishal Sikri, age 46, was appointed President and Chief Commercial Officer, Inivata Division, of the Company, effective May 23, 2022 (the "Effective Date"). Prior to joining the Company, from July 2021 to May 2022, Mr. Sikri served as President of Oncology for Invitae Corp., a biotechnology company specializing in genetic diagnostics testing, and from February 2021 to May 2022, he served as Senior Vice President of Oncology Product Strategy and Management. Prior to Invitae, Mr. Sikri spent four years with Biocartis, a commercial stage molecular diagnostics company, serving as U.S. General Manager from April 2017 to February 2021. Mr. Sikri also served as Vice President of Commercial Operations for Sysmex Inostics, a biotechnology company specializing in blood-based cell-free tumor DNA oncology testing services, from January 2007 to May 2010. Prior to Sysmex Inostics, Mr. Sikri served as Senior Product Specialist for Abbott Laboratories, an American multinational medical devices and health care company, from December 1999 to October 2005, and as Product Manager for Abbott Laboratories from October 2005 to January 2007. Mr. Sikri received a B.S. from Beloit College, an M.S. from the University of Wisconsin-Madison, and an M.B.A. from Loyola University of Chicago – Graduate School of Business.

In connection with this new role, the Company and Mr. Sikri entered into a standard executive officer Employment Agreement (the "Employment Agreement") which provides that Mr. Sikri's base salary will be \$510,000 per year, with annual review and adjustment at the discretion of the Board of Directors of the Company (the "Board") or the Culture and Compensation Committee of the Board (the "Compensation Committee"), and an annual incentive bonus of 50% of annual salary based on the achievement of the Company's corporate objectives and Mr. Sikri's individual objectives, in each case, as established by the Board or the Compensation Committee; provided, however, that subject to the foregoing, Mr. Sikri's annual bonus for the Company's 2022 fiscal year will be \$255,000. Mr. Sikri will also receive a \$500,000 sign-on bonus within 30 days following the Effective Date. In addition, Mr. Sikri will be eligible for a new hire equity grant valued at \$1,055,000.

Mr. Sikri is eligible to participate in the benefit plans and programs generally available to the Company's employees, except to the extent such plans are duplicative of other benefits otherwise provided to executive officers. Mr. Sikri will also be entitled to reimbursement of all reasonable business expenses incurred or paid by him in the performance of his duties and responsibilities for the Company, subject to any maximum annual limit and other restrictions set by the Company from time to time and to such reasonable substantiation and documentation as may be specified by the Company from time to time. If Mr. Sikri is terminated without cause or if Mr. Sikri terminates his employment for good reason, other than any such termination occurring during a change in control of the Company, the Company agrees to provide to Mr. Sikri as severance: (i) an amount equal to one times his base salary, (ii) an amount equal to one times his target bonus, (iii) reimbursement of premiums to continue health care benefits coverage under COBRA for the 12 months following the date of Mr. Sikri's termination and (iv) accelerated vesting for time-based equity awards granted under the Company's Amended and Restated Equity Incentive Plan that would have vested within 12 months of the termination date.

The summary of the Employment Agreement set forth above does not purport to be a complete statement of the terms of such document. The summary is qualified in its entirety by reference to the full text of the Employment Agreement, a form of which was filed as Exhibit 10.11 to the Company's Annual Report on Form 10-K for the year ended December 31, 2021, filed with the Securities and Exchange Commission on February 25, 2022.

Mr. Sikri does not have any family relationships with any of the Company's other officers or directors.

Item 9.01 Financial Statements and Exhibits.

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

99.1 [Press Release of NeoGenomics, Inc. dated May 9, 2022.](#)
104 Cover Page Interactive Data File (embedded within the Inline XBRL document).

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:	<u>/s/ William B. Bonello</u>
Name:	William B. Bonello
Title:	Chief Financial Officer
Date:	May 11, 2022



NeoGenomics Announces Leadership Transition Appointing Vishal Sikri as President and Chief Commercial Officer of Inivata Liquid Biopsy Subsidiary

Ft. Myers, Florida – May 9, 2022 - NeoGenomics, Inc. (NASDAQ: NEO), a leading provider of cancer-focused genetic testing services and global oncology contract research services, announced the appointment of Vishal Sikri as President and Chief Commercial Officer of Inivata and the departure of former President of Inivata Dr. Clive Morris. Vishal will officially join NeoGenomics on May 23, 2022 and Dr. Morris will assist in the leadership transition over an appropriate handover period.

Vishal Sikri has over 20 years of experience in the somatic diagnostics space and most recently was President of Oncology at Invitae. Prior to Invitae, Vishal served as U.S. General Manager for Biocartis leading all commercial operations. He has extensive precision medicine experience, having launched and commercialized tests for therapy selection and molecular residual disease in the U.S. and globally across different molecular platforms. Vishal brings years of proven success as a dynamic leader in large organizations. He holds degrees in Molecular Biology and Pharmaceutical Sciences from UW-Madison and an MBA from Loyola University.

"I am excited to join NeoGenomics and be part of a company that is a leader in the oncology space. It is an honor to join the team at this critical time and help launch innovative products like RaDaR that we expect will have a significant impact on cancer patients globally. There is still a lot of work to do to drive the adoption of precision medicine in oncology, especially in the community setting, but with this team and unwavering commitment, I am confident that we will continue to help lead this effort." said Vishal Sikri, President and Chief Commercial Officer of Inivata.

Dr. Clive Morris served as Inivata's top executive for 4 years, successfully guiding the company through the combination with NeoGenomics in June 2021. Prior to serving as Inivata's top executive, Dr. Morris served as Chief Medical Officer of Inivata, having joined the company in 2016. During his tenure, he oversaw a number of company successes including; multiple rounds of fundraising, the strategic partnership with and eventual sale to NeoGenomics, the clinical development and reimbursement process for InVisionFirst®-Lung, and pivot of the company toward RaDaR™, a leading assay for minimal residual and recurrence testing.

"We are pleased to announce the appointment of Vishal Sikri as President and Chief Commercial Officer of Inivata and believe he has the skills needed to lead Inivata to further success. He has extensive experience in the precision oncology space and we will leverage his commercial expertise as we continue to move RaDaR forward with BioPharma and prepare for a launch into the clinical market." said Lynn Tetrault, Executive Chair of NeoGenomics.

Tetrault continued "We thank Clive for all his contributions as he moves on to his next adventure. Inivata reached a number of important milestones under his leadership and he guided the company through a successful acquisition process by NeoGenomics."

Separately, on Friday May 6th we issued an 8-K that the President of Pharma Services Division, Dr. Gina Wallar, is resigning from her position effective May 27, 2022 to pursue other professional opportunities. In connection with Dr. Wallar's departure, Ms. Jennifer Rose will assume interim responsibilities for the Pharma Services Division. Ms. Rose joined the Company in December 2015 and currently serves as our Vice President of Pharma Sales and Project Management Operations.

About NeoGenomics, Inc.

NeoGenomics, Inc. specializes in cancer genetics testing and information services, providing one of the most comprehensive oncology-focused testing menus in the world for physicians to help them diagnose and treat cancer. The Company's Pharma Services Division serves pharmaceutical clients in clinical trials and drug development.

NeoGenomics is committed to connecting patients with life altering therapies and trials. We believe that, together, with our partners, we can help patients with cancer today and the next person diagnosed tomorrow. In carrying out these commitments, NeoGenomics adheres to all relevant data protection laws, provides transparency and choice to patients regarding the handling and use of their data through our Notice of Privacy Practices, and has invested in leading technologies to ensure the data we maintain is secured at all times.

Headquartered in Fort Myers, FL, NeoGenomics operates CAP accredited and CLIA certified laboratories in Fort Myers and Tampa, Florida; Aliso Viejo, Carlsbad and San Diego, California; Research Triangle Park, North Carolina; Houston, Texas; Atlanta, Georgia; Nashville, Tennessee; and Phoenix, Arizona; and CAP accredited laboratories in Cambridge, United Kingdom; Rolle, Switzerland; and Singapore. NeoGenomics serves the needs of pathologists, oncologists, academic centers, hospital systems, pharmaceutical firms, integrated service delivery networks, and managed care organizations throughout the United States, and pharmaceutical firms in Europe and Asia. We routinely post information that may be important to our investors on our website at www.neogenomics.com.

About Inivata

Inivata is the liquid biopsy focused subsidiary of the NeoGenomics, Inc. (NASDAQ: NEO) Group. Inivata's InVision® liquid biopsy platform unlocks essential genomic information from a simple blood draw which may be used by clinicians to guide personalized cancer treatment, to monitor response to treatment and to detect relapse. The commercially available InVisionFirst®-Lung test offers highly sensitive testing and provides molecular insights that enable clinicians to make more informed treatment decisions for advanced NSCLC patients. Inivata's personalized RaDaR® assay allows the highly sensitive detection of residual disease and recurrence in certain cancers and has been granted Breakthrough Device Designation by the US FDA. Inivata is partnering with pharmaceutical, biotechnology companies and commercial entities in early through late-stage cancer development programs across a range of cancer types. The InVisionFirst®-Lung test and RaDaR are laboratory developed tests (LDTs) performed by Inivata's CLIA certified, CAP accredited laboratory in Research Triangle Park, North Carolina,

USA. Inivata also has R&D laboratories in Cambridge, UK. Inivata's technology is based on pioneering research from the Cancer Research UK Cambridge Institute, University of Cambridge.

About RaDaR®

RaDaR is Inivata's assay for the detection of minimal residual disease (MRD) and recurrence. Built on Inivata's proven InVision® liquid biopsy platform technology, RaDaR is a highly sensitive personalized assay that tracks a set of up to 48 tumor-specific variants in a cancer patient's blood plasma. It is intended to detect residual disease following curative intent or definitive treatment, and to allow timely detection of relapse. RaDaR, a laboratory developed test (LDT), has been granted Breakthrough Device Designation by the US FDA.

Forward Looking Statements

This press release includes forward-looking statements. These forward-looking statements generally can be identified by the use of words such as "anticipate," "expect," "plan," "could," "would," "may," "will," "believe," "estimate," "forecast," "goal," "project," "guidance," "plan," "potential" and other words of similar meaning, although not all forward-looking statements include these words. These forward-looking statements address various matters, including statements regarding improving operational efficiency, returning to profitable growth and its ongoing executive recruitment process. Each forward-looking statement contained in this press release is subject to a number of risks and uncertainties that could cause actual results to differ materially from those expressed or implied by such statement. Applicable risks and uncertainties include, among others, the Company's ability to identify and implement appropriate financial and operational initiatives to improve performance, to identify and recruit executive candidates, to continue gaining new customers, respond to the effects of the COVID-19 outbreak, offer new types of tests, integrate its acquisitions and otherwise implement its business plan, and the risks identified under the heading "Risk Factors" in the Company's Annual Report on Form 10-K for the year ended December 31, 2021 filed with the SEC on February 25, 2022 as well as other information previously filed with the SEC.

We caution investors not to place undue reliance on the forward-looking statements contained in this press release. You are encouraged to read our filings with the SEC, available at www.sec.gov, for a discussion of these and other risks and uncertainties. The forward-looking statements in this press release speak only as of the date of this document (unless another date is indicated), and we undertake no obligation to update or revise any of these statements. Our business is subject to substantial risks and uncertainties, including those referenced above. Investors, potential investors, and others should give careful consideration to these risks and uncertainties.

For further information, please contact:

NeoGenomics, Inc.

Doug Brown

Chief Strategy and Corporate Development Officer

T: 239.768.0600 x2539

M: 704.236.2064

doug.brown@neogenomics.com

Charlie Eidson

Director, Investor Relations and Corporate Development

T: 239.768.0600 x2726

M: 952.221.8816

charlie.eidson@neogenomics.com

Karen Chandler-Smith

SVP Marketing and Communications

Inivata

+44 (0)7900 430235

karen.chandler-smith@inivata.com

Inivata Media Contacts:

Consilium Strategic Communications

Chris Gardner/Angela Gray/Genevieve Wilson

Alix Floyd (US)

inivata@consilium-comms.com +44 (0)20 3709 5700