

**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)
June 2, 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 5.07**Submission of Matters to a Vote of Security Holders.**

On June 2, 2022, the Company held an annual meeting of its stockholders. At the annual meeting, 106,289,879 shares of the Company's common stock, par value \$0.001 per share, were present or represented by proxy at the meeting, representing approximately 85.63% of the outstanding Voting Stock as of April 5, 2022, the record date for the annual meeting. At the annual meeting, four proposals were submitted for a vote of the Company's stockholders and the related results are as follows:

(1) Proposal No. 1: The election of Lynn A. Tetrault, Bruce K. Crowther, David J. Daly, Dr. Alison L. Hannah, Stephen M. Kanovsky, Michael A. Kelly, and Rachel A. Stahler to serve as members of the Board of Directors until the next succeeding annual meeting of stockholders or until his or her successor has been duly elected and qualified. The stockholders elected the seven directors by the following votes:

	<u>Votes For</u>	<u>Votes Withheld</u>	<u>Votes Against</u>	<u>Broker Non-Votes</u>
Lynn A. Tetrault	92,588,113	4,441,485	—	9,260,281
Bruce K. Crowther	95,087,939	1,941,659	—	9,260,281
David J. Daly	96,270,995	758,603	—	9,260,281
Dr. Alison L. Hannah	95,368,081	1,661,517	—	9,260,281
Stephen M. Kanovsky	93,463,988	3,565,610	—	9,260,281
Michael A. Kelly	57,889,462	39,140,136	—	9,260,281
Rachel A. Stahler	95,455,492	1,574,106	—	9,260,281

(2) Proposal No. 2: The approval, on an advisory basis, of the compensation paid to the Company's Named Executive Officers, as identified in the proxy statement for the annual meeting. The advisory approval did not receive the affirmative vote of a majority of the votes cast by stockholders entitled to vote in a non-binding vote as follows:

	<u>Number of Votes</u>	<u>Outstanding %</u>	<u>Voted %</u>
For	29,671,036	23.90	30.58
Against	66,847,771	53.86	68.89
Abstentions	510,791	0.41	0.53

(3) Proposal No. 3: The approval of the third amendment of the employee stock purchase plan, as identified in the proxy statement for the annual meeting. The stockholders approved the proposal by the following vote:

	<u>Number of Votes</u>	<u>Outstanding %</u>	<u>Voted %</u>
For	96,611,148	77.84	99.57
Against	361,529	0.29	0.37
Abstentions	56,921	0.04	0.06

(4) Proposal No. 4: The ratification of the appointment of the independent registered public accountant. The stockholders approved the proposal by the following vote:

	<u>Number of Votes</u>	<u>Outstanding %</u>	<u>Voted %</u>
For	106,019,908	85.42	99.75
Against	164,633	0.13	0.15
Abstentions	105,338	0.08	0.10

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:	June 3, 2022