

As filed with the Securities and Exchange Commission on June 3, 2022

Registration No. 333-_____

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

FORM S-8
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

NEOGENOMICS, INC.
(Exact name of registrant as specified in its charter)

Nevada
(State or other jurisdiction of
incorporation or organization)

74-2897368
(I.R.S. Employer
Identification No.)

9490 NeoGenomics Way
Fort Myers, Florida
(Address of Principal Executive Offices)

33912
(Zip Code)

NeoGenomics, Inc. Employee Stock Purchase Plan
(Full title of the plan)

Lynn Tetrault, Esq.
Chair of the Board and Interim Chief Executive Officer
9490 NeoGenomics Way
Fort Myers, Florida 33912
Telephone: (239) 768-0600
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an "emerging growth company". See definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☒
Non-accelerated filer ☐
Accelerated filer ☐
(Do not check if a smaller
reporting company)

Smaller reporting company ☐
Emerging growth company ☐

If an emerging growth company, indicate by checkmark if the registrant has not elected to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act. ☐

EXPLANATORY NOTE

This Registration Statement on Form S-8 of NeoGenomics, Inc., a Nevada corporation (the "**Company**") pertains to 1,000,000 shares of Common Stock, par value \$0.001 per share ("**Common Stock**"), which has been authorized for issuance under the NeoGenomics, Inc. Employee Stock Purchase Plan, as amended (the "**Plan**"). The Plan was originally adopted in 2006 and was amended, restated, and subsequently approved on June 6, 2013 and further

amended on May 25, 2017, June 1, 2018, and June 2, 2022. The Company previously registered 191,147 shares of Common Stock on a Registration Statement on Form S-8 filed with the Securities and Exchange Commission (the “SEC”) on June 2, 2021 (File No. 333-256704) (the “**Earlier Registration Statement**”).

Pursuant to General Instruction E of Form S-8, the contents of the Earlier Registration Statement are incorporated by reference in this Registration Statement and made a part hereof.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents have been previously filed by NeoGenomics, Inc. (the “Company”) with the Securities and Exchange Commission (the “SEC”) and are hereby incorporated by reference into this registration statement and shall be deemed a part hereof:

(a) The Annual Report of the Company on Form 10-K for the fiscal year ended December 31, 2021, filed with the SEC on February 25, 2022;

(b) The Quarterly Report of the Company on Form 10-Q for the quarter ended March 31, 2022, filed with the SEC on May 9, 2022;

(c) our Current Reports on Form 8-K filed with the SEC on January 19, 2022, March 9, 2022, March 28, 2022, April 25, 2022, May 6, 2022 and May 11, 2022.

(d) The description of our Common Stock contained in the registration statement on Form 8-A (Registration No. 000-54384), filed with the SEC under Section 12(g) of the Exchange Act on May 2, 2011, as updated by the description of our Common Stock set forth in the Prospectus Supplement to our Registration Statement No. 333-186067 filed with the SEC pursuant to Rule 424(b)(5) on February 28, 2013, and any amendment or report filed with the SEC for the purpose of updating the description; and

(e) The contents of (i) the Company’s registration statement on Form S-8 (File No. 333-256704) filed with the SEC on June 2, 2021, (ii) the Company’s registration statement on Form S-8 (File No. 333-189391) filed with the SEC on June 17, 2013, (iii) the Company’s registration statement on Form S-8 (File No. 333-180095) filed with the SEC on March 14, 2012, (iv) the Company’s registration statement on Form S-8 (File No. 333-173494) filed with the SEC on April 14, 2011; (v) the Company’s registration statement on Form S-8 (File No. 333-139484) filed with the SEC on December 19, 2006.

All reports and other documents subsequently filed by the registrant pursuant to sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended, except for information furnished under Item 2.02 or 7.01 of Current Report on Form 8-K, or exhibits related thereto, prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part of this registration statement from the date of the filing of such reports and documents.

Any statement contained in a document incorporated or deemed to be incorporated by reference in this Registration Statement shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein, or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein, modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement. Any Current Report on Form 8-K that is furnished to the SEC but not filed with the SEC is not deemed incorporated by reference into this Registration Statement.

Item 8. Exhibits.

Exhibit No.	Description of Exhibit
5.1	<u>Opinion of Snell & Wilmer, L.L.P.</u>
23.1	<u>Consent of Deloitte & Touche LLP</u>
23.2	<u>Consent of Snell & Wilmer, L.L.P. (incorporated from Exhibit 5.1)</u>
24.1	<u>Power of Attorney (included on signature page hereto)</u>
99.1	<u>NeoGenomics, Inc. Amended and Restated Employee Stock Purchase Plan, effective April 16, 2013, as approved by the Company's stockholders on June 6, 2013 (incorporated by reference to Exhibit 4.1 to the Company's Registration Statement on Form S-8 filed with the SEC on June 17, 2013)</u>
99.2	<u>First Amendment of the NeoGenomics, Inc. Amended and Restated Employee Stock Purchase Plan, as approved by the Company's stockholders on May 25, 2017 (incorporated by reference to Annex B of the Company's Proxy Statement on Form DEF 14A filed with the SEC on April 25, 2017)</u>
99.3	<u>Second Amendment to the NeoGenomics, Inc. Amended and Restated Employee Stock Purchase Plan, as approved by the Company's stockholders on June 1, 2018 (incorporated by reference to Annex A of the Company's Proxy Statement on Form DEF 14A filed with the SEC on April 20, 2018)</u>
99.4	<u>Third Amendment to the NeoGenomics, Inc. Amended and Restated Employee Stock Purchase Plan, as approved by the Company's stockholders on June 2, 2022 (incorporated by reference to Annex A of the Company's Proxy Statement on Form DEF 14A filed with the SEC on April 14, 2022)</u>
107	<u>Filing Fee Table</u>

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Fort Myers, State of Florida, as of the 3rd day of June 2022.

NEOGENOMICS, INC.

By: /s/ Lynn A. Tetrault

Name: Lynn A. Tetrault

Title: Chair of the Board and Interim Chief Executive Officer

POWER OF ATTORNEY

We, the undersigned officers and directors of NeoGenomics, Inc., do hereby constitute and appoint Lynn Tetrault our true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for her and in her name, place and stead, in any and all capacities, to sign any and all amendments to this Registration Statement, and to file the same, with exhibits thereto, and other documents in connection therewith, with the SEC, granting unto said attorney-in-fact and agent, full power and authority to do and perform each and every act and thing requisite are necessary to be done in and about the premises, as fully to all intents and purposes as she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated below:

Signatures	Title(s)	Date
<u>/s/ Lynn A. Tetrault</u> Lynn A. Tetrault	Chair of the Board and Interim Chief Executive Officer (Principal Executive Officer)	June 3, 2022
<u>/s/ William B. Bonello</u> William B. Bonello	Chief Financial Officer (Principal Financial Officer)	June 3, 2022
<u>/s/ Cynthia J. Dieter</u> Cynthia J. Dieter	Chief Accounting Officer (Principal Accounting Officer)	June 3, 2022
<u>/s/ Bruce K. Crowther</u> Bruce K. Crowther	Director	June 3, 2022
<u>/s/ David J. Daly</u> David J. Daly	Director	June 3, 2022
<u>/s/ Alison L. Hannah</u> Alison L. Hannah	Director	June 3, 2022
<u>/s/ Stephen M. Kanovsky</u> Stephen M. Kanovsky	Director	June 3, 2022
<u>/s/ Michael A. Kelly</u> Michael A. Kelly	Director	June 3, 2022
<u>/s/ Rachel A. Stahler</u> Rachel A. Stahler	Director	June 3, 2022

Calculation of Filing Fee Table

Form S-8
(Form Type)

NeoGenomics, Inc.
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered ⁽¹⁾	Proposed Maximum Offering Price Per Share ⁽²⁾	Maximum Aggregate Offering Price ⁽²⁾	Fee Rate	Amount of Registration Fee
Equity	Common Stock, \$0.001 par value per share, reserved for issuance under the Amended and Restated Employee Stock Purchase Plan	Rule 457(c) and Rule 457(h)	1,000,000	\$8.40	\$8,400,000	0.0000927	\$778.68
Total Offering Amounts					\$8,400,000		\$778.68
Total Fee Offsets							\$ —
Net Fee Due							\$778.68

- (1) In accordance with Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this registration statement on Form S-8 (the “Registration Statement”) shall be deemed to cover any additional shares of Common Stock, \$0.001 par value per share (the “Common Stock”) of NeoGenomics, Inc. (the “Company”) that become issuable under the plans set forth herein by reason of any stock dividend, stock split, recapitalization, or other similar transaction effected that results in an increase to the number of outstanding shares of Registrant’s Common Stock, as applicable.
- (2) Estimated in accordance with Rules 457(c) and 457(h) of the Securities Act based upon the average of the high and low sale prices of the Common Stock as reported on the Nasdaq Global Market on May 31, 2022.

Snell & Wilmer

L.L.P.
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TUCSON
WASHINGTON DC

June 3, 2022

NeoGenomics, Inc.
9490 NeoGenomics Way
Fort Myers, Florida 33912

Re: Form S-8

Ladies and Gentlemen:

We have acted as your special counsel in connection with the registration statement filed on Form S-8 (the “Registration Statement”) by NeoGenomics, Inc., a Nevada corporation (the “Company”), with the Securities and Exchange Commission pursuant to the Securities Act of 1933, as amended (the “Securities Act”), for the registration of 1,000,000 shares of the Company’s common stock, par value \$0.001 per share, which are issuable or may be issued pursuant to the Company’s Employee Stock Purchase Plan, as amended (the “Plan”). The shares of common stock registered under the Registration Statement are collectively referred to in this letter as the “Shares”.

You have requested our opinion as to the matters set forth below in connection with the Registration Statement. For purposes of rendering this opinion, we have examined the Registration Statement, the Plan, the Company’s articles of incorporation, as amended, and bylaws, as amended, and the resolutions approved at the special meetings of the Company’s board of directors on June 2, 2022 and the unanimous board consent dated June 2, 2022, and we have made such other investigation as we have deemed appropriate. We have examined and relied upon certificates of public officials and, as to certain matters of fact that are material to our opinion, we have also relied upon certificates made by officers of the Company. In rendering our opinion, in addition to the assumptions that are customary in opinion letters of this kind, we have assumed the genuineness of signatures on the documents we have examined, the legal capacity

NeoGenomics, Inc.
June 3, 2022
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and authority of the persons signing the documents we have examined, the conformity to authentic documents of all documents submitted to us as copies, and that the Company will have sufficient authorized and unissued shares of common stock available with respect to any of the Shares issued after the date of this letter. We have not verified any of these assumptions.

This opinion is rendered as of the date of this letter and is limited to matters of Nevada corporate law, including applicable provisions of the Nevada Constitution and reported judicial decisions interpreting those laws. We express no opinion as to the laws of any other state, the federal law of the United States, or the effect of any federal or state securities laws.

Based upon and subject to the foregoing, it is our opinion that the Shares were duly authorized for issuance by the Company and, when awarded and issued pursuant to the terms of the Plan, will be validly issued, fully paid, and nonassessable.

We consent to the filing of this opinion as an exhibit to the Registration Statement. In giving our consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations under such act.

Very truly yours,

/s/ *Snell & Wilmer L.L.P.*

Snell & Wilmer L.L.P.

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated February 25, 2022, relating to the consolidated financial statements of NeoGenomics, Inc. and subsidiaries and the effectiveness of NeoGenomics, Inc. and subsidiaries' internal control over financial reporting, appearing in the Annual Report on Form 10-K of NeoGenomics, Inc. for the year ended December 31, 2021.

/s/ Deloitte & Touche LLP

San Diego, California
June 3, 2022