

**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)  
October 15, 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)
- ☐ Pre-commencement 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 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.**

On October 15, 2022, the Culture and Compensation Committee of the Board of Directors of NeoGenomics, Inc. (the “Company”) approved the Company’s entry into a retention agreement (the “Retention Agreement”) with Cynthia (Cindy) Dieter, its Chief Accounting Officer. Under the Retention Agreement, Ms. Dieter will be entitled to receive a cash retention bonus from the Company equal to \$150,000, which will vest and become payable in two installments as follows: 50% on March 31, 2023 and 50% on May 31, 2023, subject in each case to Ms. Dieter’s continued employment with the Company on such vesting dates subject to certain exceptions as further set forth in the Retention Agreement. In addition, the Retention Agreement provides that Ms. Dieter will be awarded a restricted stock award equal to \$100,000, vesting ratably on November 1 of each of 2023, 2024, 2025 and 2026, subject to Ms. Dieter’s continued employment with the Company on such vesting dates.

The foregoing description of the terms of the Retention Agreement is qualified in its entirety by the terms of the Retention Agreement, which will be filed as an exhibit to the Company’s next Quarterly Report on Form 10-Q.

**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:	October 20, 2022