

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Dieter Cynthia J</u> (Last) (First) (Middle) <u>9490 NEOGENOMICS WAY</u> (Street) <u>FORT MYERS FL 33912</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>NEOGENOMICS INC [NEO]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Accounting Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/01/2023</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

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	03/01/2023		F		880 ⁽¹⁾	D	\$0	29,882	D	
Common Stock	03/02/2023		F		117 ⁽²⁾	D	\$0	29,765	D	

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 Securities Underlying Derivative Security (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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Stock Option (Right to Buy)	\$28.35							(3)	06/22/2027	Common Stock	3,968	3,968	D	
Stock Option (Right to Buy)	\$53.17							(4)	03/02/2028	Common Stock	7,034	7,034	D	
Stock Option (Right to Buy)	\$21.41							(5)	03/01/2029	Common Stock	22,805	22,805	D	

Explanation of Responses:

- Shares surrendered to NeoGenomics Inc. for retirement to satisfy the tax obligations in connection with the March 1, 2023 vesting of restricted stock.
- Shares surrendered to NeoGenomics Inc. for retirement to satisfy the tax obligations in connection with the March 2, 2023 vesting of restricted stock.
- On June 22, 2020, Ms. Dieter was granted 3,968 stock options. These options vest ratably over the first four anniversary dates of the grant date.
- On March 2, 2021, Ms. Dieter was granted 7,034 stock options. These options vest ratably over the first four anniversary dates of the grant date.
- On March 1, 2022, Ms. Dieter was granted 22,805 stock options. These options vest ratably over the first four anniversary dates of the grant date.

Remarks:

/s/ Ali Olivo, Attorney-in-Fact 03/03/2023
 ** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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