

**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 26, 2023**

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
(Address of principal executive offices)

33912
(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:

<u>Title of each class</u>	<u>Trading Symbol</u>	<u>Name of each exchange on which registered</u>
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.**

Board of Director Resignation

On June 26, 2023, Rachel Stahler provided NeoGenomics, Inc., a Nevada corporation (the “Company”), with notice of her resignation from the Board of Directors of the Company (the “Board”), effective immediately. Ms. Stahler’s decision to resign did not result from any disagreement with the Company on any matter relating to the Company’s operations, policies or practices.

Board of Director Appointments

On June 26, 2023, the Board of Directors of the Company increased the size of the Board from eight to ten members and appointed Elizabeth Floegel, Neil Gunn, and Tony Zook as directors to fill the vacancies resulting from that increase and from the resignation of Ms. Stahler.

Ms. Floegel and Mssrs. Gunn and Zook will serve as members of the Board until the 2024 annual meeting of shareholders of the Company or until his or her resignation or removal and otherwise until his or her successor is elected. Ms. Floegel and Mssrs. Gunn and Zook will receive compensation for their service as independent directors consistent with the Company’s director compensation program previously disclosed in the Company’s definitive proxy statement for its 2023 annual meeting of shareholders.

Item 7.01 **Regulation FD Disclosure.**

On June 29, 2023, the Company issued a press release regarding the forgoing, which is attached to this Current Report on Form 8-K as Exhibit 99.1 and incorporated herein by reference.

This information shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, and it shall not be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such filing.

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 June 29, 2023.](#)

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.

Date: June 29, 2023

By: /s/ Alicia C. Olivo

Name: Alicia C. Olivo

Title: General Counsel and Corporate Secretary



NeoGenomics Expands Board of Directors with Appointments of Three Independent Directors

FT. MYERS, FL / ACCESSWIRE / June 29, 2023 / NeoGenomics, Inc. (NASDAQ: NEO), a leading provider of oncology testing and global contract research services, today announced the appointment of Elizabeth Floegel, Neil Gunn, and Tony Zook to its Board of Directors.

The Board has elected three new independent board members to join the board effective June 29, 2023. **Elizabeth Floegel**, Chief Information & Digital Officer of Numotion, a complex rehabilitation technology provider, will be a member of the Audit & Finance and Compliance Committees. **Neil Gunn**, former Chief Executive Officer of IDbyDNA, a developer of metagenomic technology for infectious disease testing and pathogen surveillance which was acquired by Illumina in 2022, will be a member of the Culture & Compensation and Nominating and Corporate Governance Committees. **Tony Zook**, former Chief Executive Officer of Innocoll Pharmaceuticals, a pharmaceutical manufacturing company focused on postsurgical pain management, will be a member of the Audit & Finance and Culture & Compensation Committees. The three join a strong, independent board with world-class talent and unique and differentiated skillsets.

“Elizabeth, Neil and Tony collectively bring more than 50 years of executive experience in healthcare, which will broaden the skills of our current Board, especially in the fields of digital technologies, global marketing and molecular diagnostics” said Lynn Tetrault, Chair of the Board of Directors. “We welcome Elizabeth, Neil and Tony to the board at this pivotal time for the company and look forward to working with them to drive long term, sustainable and profitable growth for the benefit of all of our stakeholders.”

“Our new board members are seasoned business leaders whose public company experience and financial acumen will be valuable to our Board as the company continues to execute on its vision,” said Chris Smith, Chief Executive Officer of NeoGenomics.

New Independent Director Biographies

Elizabeth Floegel has a track record for successfully leading technology and organizational transformation in highly matrixed environments. As Chief Information & Digital Officer of Numotion, Elizabeth is managing a significant digital and cybersecurity transformation with the strategic use of data and technology to drive value creation by creating efficient and compliant operations. Before joining Numotion, Ms. Floegel was the Global Vice President of Business Technology at Allergan (now part of Abbvie). In her time at Allergan, she led the technology portfolio across global commercial, retail, digital products and marketing. Ms. Floegel’s earlier roles include Head of Commercial and Digital Technology for Regeneron Pharmaceuticals and Global Vice President of Commercial Technology for Baxter Healthcare.

Neil Gunn is a veteran Diagnostics senior executive with expertise in company organization to maximize efficiencies with a focus on value generators to drive growth. Most recently, Neil was the Chief Executive Officer of IDbyDNA, which was acquired by Illumina in 2022. Prior to that, Dr. Gunn was President of Roche Sequencing Solutions (RSS), where he grew the organization from early initial concepts to over 900 employees across three continents while integrating nine acquisitions into one with a common vision.

and strategy. Before RSS, Dr. Gunn was Head of Global Business for Roche Molecular Diagnostics (RMD) and was responsible of the development and execution of strategic plan that launched over 140 major assay, instrument, and software launches over six years. Neil's earlier roles include Vice President Commercial Operations for CaridianBCT and Vice President of Commercial Operations "Americas" for Novartis Diagnostics.

Tony Zook has significant experience as a brand and marketing executive with a focus on managing interface between commercial and research and development aspects of an organization. Prior to serving as Chief Executive Officer of Innocoll Pharmaceuticals, Tony was Executive Vice President, Commercial Operations of AstraZeneca (AZ) where he held global P&L responsibility for all of AZ's brands and markets. Under Tony's leadership, AZ commercialized ten brands, each in excess of \$1 billion in sales. Tony was also responsible for MedImmune, AZ's global biologics business. He also chaired the Commercial Investment Board, which identified and approved critical investments company-wide, including investments in plants, markets, and technology. Earlier in his career at AZ, Mr. Zook held various positions including CEO of North America and VP of Sales, where he helped lead the integrations of Astra US, Astra Merck, and Zeneca. Prior to joining AZ, Mr. Zook spent 14 years with Berlex Laboratories in a variety of positions.

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 to help physicians diagnose and treat cancer.

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 applicable state and federal data protection laws, provides transparency and choice to patients regarding the handling and use of their data through expressed authorizations and our Notice of Privacy Practices, and has invested in leading technologies to ensure the data we maintain is secured at all times.

Forward Looking Statements

This press release includes forward-looking statements. 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, 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, 2022 filed with the SEC on February 24, 2023 as well as other information previously filed with the SEC. 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.

NeoGenomics, Inc.

Kendra Sweeney
Vice President, Investor Relations and Communications
Kendra.Sweeney@neogenomics.com
T: +1-239-877-7474