

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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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

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>Sikri Vishal</u> (Last) (First) (Middle) 9490 NEOGENOMICS WAY (Street) FORT MYERS FL 33912 (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>President Advanced Diagnostics</u>
	3. Date of Earliest Transaction (Month/Day/Year) 02/23/2024	
	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								128,921 ⁽¹⁾	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)	\$8.42							(2)(3)	06/01/2029	Common Stock	319,112	319,112	D	
Stock Option (Right to Buy)	\$19.65							(4)	05/11/2030	Common Stock	39,683	39,683	D	
Restricted Stock Unit	\$0							(5)	(6)	Common Stock	21,204	21,204	D	
Performance Stock Unit	\$0							05/11/2026 ⁽⁷⁾	(6)	Common Stock	21,204	21,204	D	
Stock Option (Right to Buy)	\$16.45	02/23/2024		A		42,344		(8)	02/23/2034	Common Stock	42,344	\$0	42,344	D
Restricted Stock Unit	\$0	02/23/2024		A		25,329		(9)	(6)	Common Stock	25,329	\$0	25,329	D
Performance Stock Unit	\$0	02/23/2024		A		25,330		02/23/2027 ⁽¹⁰⁾	(6)	Common Stock	25,330	\$0	25,330	D

Explanation of Responses:

- This balance includes 1,205 shares that were acquired pursuant to NeoGenomics' Employee Stock Purchase Plan (ESPP) since the date of the reporting person's last filing. The shares were acquired in transactions exempt from Section 16b-3.
- On June 1, 2022, Mr. Sikri was granted 193,799 stock options. These options vest ratably over the first two anniversary dates of the grant date.
- On June 1, 2022, Mr. Sikri was granted 125,313 stock options. These options vest ratably over the first four anniversary dates of the grant date.
- On May 11, 2023, Mr. Sikri was granted 39,683 stock options. These options vest ratably over the first three anniversary dates of the grant date.
- On May 11, 2023, Mr. Sikri was granted 21,204 restricted stock units. These restricted stock units vest ratably over the first three anniversary dates of the grant date.
- Once vested, the shares of common stock are not subject to expiration.
- On May 11, 2023, Mr. Sikri was granted 21,204 performance stock units representing the number of shares that may vest at target performance. The maximum number of shares that may vest pursuant to the performance criteria is 31,806. The number of performance stock units that may vest is based on the achievement of certain share growth goals based on the weighted average price of the Company's common stock over the 20-day trailing trading period at the applicable measurement dates, subject to continued service with the Company.
- On February 23, 2024, Mr. Sikri was granted 42,344 stock options. These options vest ratably over the first three anniversary dates of the grant date.
- On February 23, 2024, Mr. Sikri was granted 25,329 restricted stock units. These restricted stock units vest ratably over the first three anniversary dates of the grant date.
- On February 23, 2024, Mr. Sikri was granted 25,330 performance stock units representing the number of shares that may vest at target performance. The maximum number of shares that may vest pursuant to the performance criteria is 37,996. 50% of the number of performance stock units that may vest is based on the achievements of certain share growth goals based on the weighted average price of the Company's common stock over the 20-day trailing trading period at the applicable measurement dates, subject to continued service with the Company. 50% of the number of performance stock units that may vest is based on the achievement of certain revenue growth goals based on the achievement of the cumulative fiscal year revenue goal at the applicable measurement amounts, subject to continued service with the Company.

Remarks:

/s/ Ali Olivo, Attorney-in-Fact 02/27/2024
 ** 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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