

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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>Smith Christopher M</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>Chief Executive Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) 05/11/2024	
	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	05/11/2024		M		48,063	A	\$0 ⁽¹⁾	650,282	D	
Common Stock	05/11/2024		F		18,913 ⁽²⁾	D	\$14.86	631,369	D	
Common Stock	05/11/2024		M		48,063	A	\$0	679,432	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						Title
Restricted Stock Unit	\$0	05/11/2024		M			48,063	(3)	(4)	Common Stock	48,063	\$0	96,127	D	
Stock Option (Right to Buy)	\$12.62							(5)	08/15/2029	Common Stock	694,444		694,444	D	
Stock Option (Right to Buy)	\$19.65							(6)	05/11/2030	Common Stock	269,841		269,841	D	
Performance Stock Unit	\$0								05/11/2026 ⁽⁷⁾	Common Stock	144,190		144,190	D	
Stock Option (Right to Buy)	\$16.45							(8)	02/23/2034	Common Stock	287,940		287,940	D	
Restricted Stock Unit	\$0							(9)	(4)	Common Stock	172,239		172,239	D	
Performance Stock Unit	\$0								02/23/2027 ⁽¹⁰⁾	Common Stock	172,240		172,240	D	

Explanation of Responses:

- Each restricted stock unit is the economic equivalent of one share of NeoGenomics common stock and is converted into common stock upon vesting.
- Disposition of shares was in connection with the Issuer's withholding of common stock to satisfy tax withholding obligations related to the issuance of common stock upon release of restricted stock units.
- On May 11, 2023, Mr. Smith was granted 144,190 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 August 15, 2022, Mr. Smith was granted 694,444 stock options. These options vest ratably over the first four anniversary dates of the grant date.
- On May 11, 2023, Mr. Smith was granted 269,841 stock options. These options vest ratably over the first three anniversary dates of the grant date.
- On May 11, 2023, Mr. Smith was granted 144,190 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 216,285. 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. Smith was granted 287,940 stock options. These options vest ratably over the first three anniversary dates of the grant date.
- On February 23, 2024, Mr. Smith was granted 172,239 restricted stock units. These restricted stock units vest ratably over the first three anniversary dates of the grant date.
- On February 23, 2024, Mr. Smith was granted 172,240 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 258,360. 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 05/14/2024
 ** Signature of Reporting Person Date

* 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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