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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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) <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 Executive Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/11/2024</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year) <u>05/14/2024</u>		

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 ⁽³⁾	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	(4)	(5)	Common Stock	48,063	\$0	96,127	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 14, 2024, the reporting person filed a Form 4 which inadvertently reported the number of shares of common stock received upon the vesting of certain of his RSUs twice. In fact, as reported in this amendment, the reporting person directly owned 631,369 shares of common stock after the vesting of 48,063 RSUs and reported withholding. The error effected the number of shares reported in Column 5 of Table I of each of the reporting person's subsequent filings on Form 4.
- On May 11, 2023, Mr. Smith was granted 144,190 restricted stock units. These restricted stock units vest ratably over the first three year anniversary dates of the grant date.
- Once vested, the shares of common stock are not subject to expiration.

Remarks:

/s/ Ali Olivo, Attorney-in-Fact 12/03/2024
 ** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.