

**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)  
January 14, 2025**

**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.

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**Item 5.02**                    **Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On January 14, 2025, in order to reward, retain, and further incentivize performance, NeoGenomics, Inc. (the “Company”) upon approval from the Compensation Committee of its Board of Directors, paid retention bonuses (the “Retention Bonuses”) to Jeffrey Sherman, the Company’s Chief Financial Officer, Melody Harris, the Company’s President, Enterprise Operations and Warren Stone, the Company’s President, Clinical Services (collectively, the “Recipients”).

Mr. Sherman’s Retention Bonus was comprised of a cash bonus of \$400,000, which will be payable on April 13, 2026, so long as he remains employed as of such date, and \$750,000 of restricted stock units (“RSUs”) that will become vested on April 13, 2026, so long as he remains employed as of such date. Ms. Harris’ Retention Bonus was comprised of a cash bonus of \$400,000, which will be payable on January 13, 2026, so long as she remains employed as of such date, and \$750,000 of RSUs that will become vested on January 13, 2026, so long as she remains employed as of such date. Mr. Stone’s Retention Bonus was comprised of a cash bonus of \$400,000, which will be payable on July 13, 2025, so long as he remains employed as of such date, and of \$750,000 RSUs that will become vested on January 13, 2026, so long as he remains employed as of such date. In the event of the termination of employment of any of the Recipients other than for Cause (as defined in their respective employment agreements) prior to their respective vesting dates, the Recipients shall receive a pro rata share of the cash portion of the Retention Bonus. The effect of a termination of employment of any of the Recipients on the RSU portion of their Retention Bonus shall be governed by their respective employment agreements.

**Item 7.01**                    **Regulation FD Disclosure.**

On January 15, 2025, the Company issued a press release describing its long range plan and 2025 earnings guidance, the entire text of which is attached hereto as Exhibit 99.1 and is incorporated by reference herein. Pursuant to the rules and regulations of the Securities and Exchange Commission, such exhibit and the information set forth therein and herein are deemed to be furnished and shall not be deemed to be filed.

**Item 9.01**                    **Financial Statements and Exhibits.**

- (a) Not applicable
- (b) Not applicable
- (c) Not applicable
- (d) Exhibits.

99.1	<a href="#">Press Release of NeoGenomics, Inc., dated January 15, 2025.</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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**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: January 10, 2025

By: /s/ Jeffrey S. Sherman  
Name: Jeffrey S. Sherman  
Title: Chief Financial Officer



### NeoGenomics Provides 2025 Financial Guidance and Updates Long-Range Financial Plan

- Long-Range Plan reflects 12-13% revenue growth annually
- Presentation and webcast at 43<sup>rd</sup> Annual J.P. Morgan Healthcare Conference today, Wednesday, January 15, at 1:30 p.m. PT / 4:30 p.m. ET

**FT. MYERS, Fla. – Jan. 15, 2025 – NeoGenomics, Inc. (“NeoGenomics” or the “Company”)** (NASDAQ:NEO), a leading oncology testing services company, today provided financial guidance for fiscal year 2025 and updated its Long-Range Financial Plan.

“We enter 2025 with our patient-centric strategy in place, focusing on product innovation, further optimization and expansion of our commercial organization, and enhancing operational efficiencies,” said Chris Smith, chief executive officer of NeoGenomics. “Building on the strong momentum of double-digit revenue growth and margin expansion we have delivered over the last few years, we are updating our Long-Range Plan and now expect revenue growth of 12-13% annually, while expanding our leadership position in oncology testing.”

#### 2025 Financial Guidance

NeoGenomics is providing financial guidance<sup>1</sup> for 2025. The Company expects total revenues in the range of \$735 million to \$745 million and adjusted EBITDA in the range of \$55 million to \$58 million.

(\$ millions)	FY 2024 Guidance	FY 2025 Guidance		YoY % Change from FY'24	
	Midpoint	Low	High	Low	High
Total Revenue	\$661	\$735	\$745	11%	13%
Adj. EBITDA	\$38.5	\$55	\$58	43%	51%

With a strong cash position, we currently expect to retire the 2025 convertible notes maturing on May 1, 2025, with cash on hand.

#### Long-Range Growth Plan

The Long-Range Plan builds upon the successful execution of the previous three years.

NeoGenomics intends to achieve the following:

- 12-13% revenue growth annually, including NGS growth of ~25% per year<sup>2</sup>
- Gross margin expansion of 100-150 bps per year
- Adjusted EBITDA improvement of 250-300 bps per year
- Positive cash flow from operations in 2025 and beyond
- Serving more than 1 million patients annually by 2028 and beyond

<sup>1</sup> The Company reserves the right to adjust this guidance at any time based on the ongoing execution of its business plan. Current and prospective investors are encouraged to perform their own due diligence before buying or selling any of the Company's securities, and are reminded that the foregoing estimates should not be construed as a guarantee of future performance.

<sup>2</sup> Revenue growth excludes MRD

**About NeoGenomics**

NeoGenomics, Inc. is a premier cancer diagnostics company specializing in cancer genetics testing and information services. We offer one of the most comprehensive oncology-focused testing menus across the cancer continuum, serving oncologists, pathologists, hospital systems, academic centers, and pharmaceutical firms with innovative diagnostic and predictive testing to help them diagnose and treat cancer. Headquartered in Fort Myers, FL, NeoGenomics operates a network of CAP-accredited and CLIA-certified laboratories for full-service sample processing and analysis services throughout the US and a CAP-accredited full-service sample-processing laboratory in Cambridge, United Kingdom.

**Forward-Looking Statements**

This press release includes forward-looking statements. These forward-looking statements generally can be identified by the use of words such as “anticipate,” “expect,” “plan,” “could,” “would,” “may,” “will,” “believe,” “estimate,” “forecast,” “goal,” “project,” “guidance,” “plan,” “potential” and other words of similar meaning, although not all forward-looking statements include these words. This press release includes forward-looking statements. These forward-looking statements address various matters, including statements regarding improving operational efficiency, returning to profitable growth and its ongoing executive recruitment process. 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" contained in the Company's Annual Report on Form 10-K, Quarterly Reports on Form 10-Q and the Company's other filings with the Securities and Exchange Commission.

We caution investors not to place undue reliance on the forward-looking statements contained in this press release. You are encouraged to read our filings with the SEC, available at [www.sec.gov](http://www.sec.gov), for a discussion of these and other risks and uncertainties. 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. Our business is subject to substantial risks and uncertainties, including those referenced above. Investors, potential investors, and others should give careful consideration to these risks and uncertainties.

**Investor Contact**

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