

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

|  |           |
|--|-----------|
| OMB Number:                                  | 3235-0287 |
| Estimated average burden hours per response: | 0.5       |

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*<br><u>Sherman Jeffrey Scott</u><br><br>(Last) (First) (Middle)<br>9490 NEOGENOMICS WAY<br><br>(Street)<br>FORT MYERS FL 33912<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>NEOGENOMICS INC [ NEO ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br>Chief Financial Officer |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br>01/14/2025                |   |
|  | 4. If Amendment, Date of Original Filed (Month/Day/Year)                      | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><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                    |                                      |  |                                |   |   |            | 123,754 | 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 |   |  |  |   |  |
| Restricted Stock Unit                      | \$0  | 01/14/2025                           |  | A                              |   | 59,382   |     | 04/13/2026   | (1)             | Common Stock  | \$0  | 59,382   | D   |  |
| Stock Option (Right to Buy)                | \$11.62  |                                      |  |                                |   |  |     | (2)  | 12/05/2029      | Common Stock  |  | 249,169  | D   |  |
| Stock Option (Right to Buy)                | \$19.65  |                                      |  |                                |   |  |     | (3)  | 05/11/2030      | Common Stock  |  | 73,016   | D   |  |
| Restricted Stock Unit                      | \$0  |                                      |  |                                |   |  |     | (4)  | (1)             | Common Stock  |  | 26,011   | D   |  |
| Performance Stock Unit                     | \$0  |                                      |  |                                |   |  |     | 05/11/2026 <sup>(5)</sup>                                | (1)             | Common Stock  |  | 39,016   | D   |  |
| Stock Option (Right to Buy)                | \$16.45  |                                      |  |                                |   |  |     | (6)  | 02/23/2034      | Common Stock  |  | 77,913   | D   |  |
| Restricted Stock Unit                      | \$0  |                                      |  |                                |   |  |     | (7)  | (1)             | Common Stock  |  | 46,606   | D   |  |
| Performance Stock Unit                     | \$0  |                                      |  |                                |   |  |     | 02/23/2027 <sup>(8)</sup>                                | (1)             | Common Stock  |  | 46,606   | D   |  |

**Explanation of Responses:**

- Once vested, the shares of common stock are not subject to expiration.
- On December 5, 2022, Mr. Sherman was granted 249,169 stock options. These awards vest ratably over four years with the first tranche vesting on December 7, 2023.
- On May 11, 2023, Mr. Sherman was granted 73,016 stock options. These options vest ratably over the first three anniversary dates of the grant date.
- On May 11, 2023, Mr. Sherman was granted 39,016 restricted stock units. These restricted stock units vest ratably over the first three anniversary dates of the grant date.
- On May 11, 2023, Mr. Sherman was granted 39,016 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 58,524. 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. Sherman was granted 77,913 stock options. These options vest ratably over the first three anniversary dates of the grant date.
- On February 23, 2024, Mr. Sherman was granted 46,606 restricted stock units. These restricted stock units vest ratably over the first three anniversary dates of the grant date.
- On February 23, 2024, Mr. Sherman was granted 46,606 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 69,910. 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

01/16/2025

\*\* 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.