

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

☐ 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>Zook Anthony P.</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> 3. Date of Earliest Transaction (Month/Day/Year) <u>04/01/2025</u> 4. If Amendment, Date of Original Filed (Month/Day/Year) | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Executive Officer</u> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person 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 | | | | | | | | 11,336 | 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 | Amount or Number of Shares | | | | |
| Stock Option (Right to Buy) | \$10.44 ⁽¹⁾ | 04/01/2025 | | A | | 729,927 | | (2) | 04/01/2035 | Common Stock | 729,927 | \$0 | 729,927 | D | |
| Restricted Stock Unit | \$0 | 04/01/2025 | | A | | 421,496 | | (3) | (4) | Common Stock | 421,496 | \$0 | 421,496 | D | |
| Stock Option (Right to Buy) | \$14.82 | | | | | | | 08/10/2024 | 08/10/2033 | Common Stock | 8,353 | | 8,353 | D | |
| Stock Option (Right to Buy) | \$13.71 | | | | | | | 06/01/2025 | 06/01/2034 | Common Stock | 8,672 | | 8,672 | D | |
| Restricted Stock Unit | \$0 | | | | | | | 06/01/2025 | (4) | Common Stock | 12,254 | | 12,254 | D | |

Explanation of Responses:

1. This stock option was granted as a premium-price stock option. To calculate the premium exercise price we used the closing price on April 1, 2025 and multiplied by 110%.
2. On April 1, 2025, Mr. Zook was granted 729,927 stock options. These options vest ratably over the first three anniversary dates of the grant date.
3. On April 1, 2025, Mr. Zook was granted 421,496 restricted stock units. These restricted stock units vest ratably over the first three anniversary dates of the grant date.
4. Once vested, the shares of common stock are not subject to expiration.

Remarks:

/s/ Ali Olivo, Attorney-in-Fact 04/03/2025
** 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.