

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>Stone Warren</u>			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>Pres & Chief Operating Officer</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>04/01/2025</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		
(Street) <u>FORT MYERS FL 33912</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(City)	(State)	(Zip)						

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								90,793	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		94,518		(2)	04/01/2035	Common Stock	94,518	\$0	94,518	D	
Restricted Stock Unit	\$0	04/01/2025		A		52,687		(3)	(4)	Common Stock	52,687	\$0	52,687	D	
Stock Option (Right to Buy)	\$11.21							(5)	12/01/2029	Common Stock	166,113		166,113	D	
Stock Option (Right to Buy)	\$19.65							(6)	05/11/2030	Common Stock	53,969		53,969	D	
Restricted Stock Unit	\$0							(7)	(4)	Common Stock	19,226		19,226	D	
Performance Stock Unit	\$0							05/11/2026 ⁽⁸⁾	(4)	Common Stock	21,204		21,204	D	
Stock Option (Right to Buy)	\$16.45							(9)	02/23/2034	Common Stock	42,344		42,344	D	
Restricted Stock Unit	\$0							(10)	(4)	Common Stock	16,886		16,886	D	
Performance Stock Unit	\$0							02/23/2027 ⁽¹¹⁾	(4)	Common Stock	25,330		25,330	D	
Stock Option (Right to Buy)	\$13.96							(12)	05/02/2034	Common Stock	29,976		29,976	D	
Restricted Stock Unit	\$0							(13)	(4)	Common Stock	17,908		17,908	D	
Performance Stock Unit	\$0							05/02/2027 ⁽¹⁴⁾	(4)	Common Stock	17,908		17,908	D	
Restricted Stock Unit	\$0							01/13/2026	(4)	Common Stock	59,382		59,382	D	
Stock Option (Right to Buy)	\$13.05 ⁽¹⁵⁾							(16)	02/21/2035	Common Stock	143,266		143,266	D	
Restricted Stock Unit	\$0							(17)	(4)	Common Stock	84,317		84,317	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. Stone was granted 94,518 stock options. These options vest ratably on the 12-month, 18-month and 24-month anniversary dates of the grant date.
3. On April 1, 2025, Mr. Stone was granted 52,687 restricted stock units. These restricted stock units vest ratably on the 12-month, 18-month and 24-month anniversary dates of the grant date.
4. Once vested, the shares of common stock are not subject to expiration.
5. On December 1, 2022, Mr. Stone was granted 166,113 stock options. These options vest ratably over the first four anniversary dates of the grant date.

6. On May 11, 2023, Mr. Stone was granted 53,969 stock options. These options vest ratably over the first three anniversary dates of the grant date.
7. On May 11, 2023, Mr. Stone was granted 28,838 restricted stock units. These restricted stock units vest ratably over the first three anniversary dates of the grant date.
8. On May 11, 2023, Mr. Stone was granted 21,204 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 31,806. The number of performance stock units that may vest is based on the achievement of certain 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.
9. On February 23, 2024, Mr. Stone was granted 42,344 stock options. These options vest ratably over the first three anniversary dates of the grant date.
10. On February 23, 2024, Mr. Stone was granted 25,329 restricted stock units. These restricted stock units vest ratably over the first three anniversary dates of the grant date.
11. On February 23, 2024, Mr. Stone was granted 25,330 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 37,996. 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.
12. On May 2, 2024, Mr. Stone was granted 29,976 stock options. These options vest ratably over the first three anniversary dates of the grant date.
13. On May 2, 2024, Mr. Stone was granted 17,905 restricted stock units. These restricted stock units vest ratably over the first three anniversary dates of the grant date.
14. On May 2, 2024, Mr. Stone was granted 17,908 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 26,862. 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.
15. This stock option was granted as a premium-price stock option. To calculate the premium exercise price we used the closing price on February 20, 2025 and multiplied by 110%.
16. On February 21, 2025, Mr. Stone was granted 143,266 stock options. At the time of the grant, the options vested ratably over the first three anniversary dates of the grant date. In connection with Mr. Stone's promotion to President & Chief Operating Officer on April 1, 2025, the vesting schedule of these options was modified so that they now vest ratably on the 12-month, 18-month and 24-month anniversary dates of the grant date.
17. On February 21, 2025, Mr. Stone was granted 84,317 restricted stock units. At the time of the grant, the restricted stock units vested ratably over the first three anniversary dates of the grant date. In connection with Mr. Stone's promotion to President & Chief Operating Officer on April 1, 2025, the vesting schedule of these restricted stock units was modified so that they now vest ratably on the 12-month, 18-month and 24-month anniversary dates of the grant date.

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.

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