

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)
October 5, 2026

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. ☐

Item 2.02 Results of Operations and Financial Condition.

On October 5, 2026, NeoGenomics, Inc. (the “**Company**”) issued a press release that included certain preliminary financial results as of and for the quarter ended September 30, 2026. The press release is furnished herewith as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

The information set forth under Item 2.02 of this Current Report, including Exhibit 99.1 attached hereto, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), or otherwise subject to the liabilities of that section, and it shall not be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such filing.

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

CEO Transition

On September 30, 2026, the Board of Directors (the “**Board**”) of the Company approved the appointment of Warren Stone, the Company’s current President and Chief Operating Officer, as Chief Executive Officer of the Company and a member of the Board, effective as of January 4, 2027. In connection with Mr. Stone’s appointment as Chief Executive Officer, on September 30, 2026, the Board also approved the executive transition of Tony Zook, the Company’s current Chief Executive Officer and a member of the Board, to the role of Executive Chairman, effective as of January 4, 2027.

Mr. Stone, 54, joined the Company in November 2022 as the Company’s President, Clinical Services, was appointed as Chief Commercial Officer in April 2024 and was appointed President & Chief Operating Officer in April 2025. Prior to joining the Company, from 2020 to 2022, Mr. Stone was President, Commercial Americas for Ortho Clinical Diagnostics, a leading global provider of in-vitro diagnostics solutions to the clinical laboratory and transfusion medicine communities. Other than the Stone Employment Agreement described below, there are no arrangements or understandings between Mr. Stone and any other person pursuant to which he was selected as Chief Executive Officer and as a director of the Company. Mr. Stone does not have any family relationships with any of the Company’s other officers or directors. Mr. Stone does not have any direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

In connection with Mr. Stone’s appointment as Chief Executive Officer, on September 30, 2026, the Company and Mr. Stone entered into an Amended and Restated Employment Agreement, effective as of January 4, 2027 (the “**Stone Employment Agreement**”), which provides that Mr. Stone’s base salary will be \$850,000 per year, subject to adjustment by the Board or the Culture and Compensation Committee of the Board (the “**Compensation Committee**”), and a target annual incentive bonus of 100% of base salary based on Mr. Stone’s performance and/or the Company’s performance against goals established by the Board or the Compensation Committee. In addition, Mr. Stone will be eligible to receive annual equity incentive awards beginning in FY 2027 with an aggregate target value of approximately \$8,000,000, to be granted at the discretion of the Compensation Committee both in form and amount.

Mr. Stone is eligible to participate in the benefit plans and programs generally available to the Company’s employees, except to the extent such plans are duplicative of other benefits otherwise provided to executive officers. Mr. Stone will also be entitled to reimbursement of all reasonable business expenses incurred or paid by him in the performance of his duties and responsibilities for the Company, subject to any maximum annual limit and other restrictions set by the Company from time to time and to such reasonable substantiation and documentation as may be specified by the Company from time to time. If Mr. Stone’s employment is terminated by the Company without cause or if Mr. Stone terminates his employment for good reason, the Company has agreed to provide to Mr. Stone as severance: (i) an amount equal to one times his base salary, (ii) an amount equal to one times his target bonus, (iii) if Mr. Stone timely elects to continue health plan coverage under COBRA, reimbursement of premiums to continue health care benefits coverage under COBRA for the twelve months following the date of Mr. Stone’s termination and (iv) accelerated vesting for time-based equity awards that would have vested within twelve months of the termination date.

If Mr. Stone’s employment is terminated by the Company without cause or if Mr. Stone terminates his employment for good reason during the twenty-four month period that follows, or the three-month period that precedes, a change in control (as defined in the Stone Employment Agreement), in lieu of the severance described above, the Company agreed to provide to Mr. Stone as severance: (i) an amount equal to two times his base salary, (ii) an amount equal to one times his target bonus, (iii) if Mr. Stone timely elects to continue health plan coverage under COBRA, reimbursement of premiums to continue health care benefits coverage under COBRA for the twelve months following the date of Mr. Stone’s termination and (iv) accelerated vesting of all time-based equity awards, with all outstanding options to purchase common stock of the Company remaining exercisable for one year following termination (or, if earlier, the expiration date of the option). All severance payments are subject to Mr. Stone’s execution of a release agreement in favor of the Company. In addition, if, prior to January 4, 2026, Mr.

Stone's employment is terminated by the Company without cause or if Mr. Stone terminates his employment for good reason (as such terms are defined in his existing employment agreement), he will be entitled to the severance payments and benefits under the Stone Employment Agreement, as described above, calculated based on a base salary of \$850,000 and a target bonus of 100%, in lieu of any severance under his existing employment agreement.

The summary of the Stone Employment Agreement set forth above does not purport to be a complete statement of the terms of such document. The summary is qualified in its entirety by reference to the full text of the Stone Employment Agreement, a copy of which will be filed as an exhibit to the Company's Quarterly Report on Form 10-Q for the quarter ending September 30, 2026 and is incorporated by reference into this Item 5.02.

In connection with Mr. Zook's appointment as Executive Chair, on September 30, 2026, the Company and Mr. Zook entered into an Amended and Restated Employment Agreement, effective as of January 4, 2027 (the "**Zook Employment Agreement**"), which provides that Mr. Zook's base salary will be \$400,000 per year, subject to adjustment by the Board or the Compensation Committee, and a target annual incentive bonus of 50% of annual salary based on Mr. Zook's performance and/or the Company's performance against goals established by the Board or the Compensation Committee. In addition, Mr. Zook will be eligible to receive annual restricted stock unit awards with an aggregate target value of approximately \$3,000,000, to be granted at the discretion of the Compensation Committee.

Mr. Zook is eligible to participate in the benefit plans and programs generally available to the Company's employees, except to the extent such plans are duplicative of other benefits otherwise provided to executive officers. Mr. Zook will also be entitled to reimbursement of all reasonable business expenses incurred or paid by him in the performance of his duties and responsibilities for the Company, subject to any maximum annual limit and other restrictions set by the Company from time to time and to such reasonable substantiation and documentation as may be specified by the Company from time to time. If Mr. Zook's employment is terminated by the Company without cause or if Mr. Zook terminates his employment for good reason, the Company agreed to provide to Mr. Zook as severance: (i) an amount equal to one times his base salary, (ii) an amount equal to one times his target bonus, (iii) if Mr. Zook timely elects to continue health plan coverage under COBRA, reimbursement of premiums to continue health care benefits coverage under COBRA for the twelve months following the date of Mr. Zook's termination and (iv) accelerated vesting for time-based equity awards that would have vested within twelve months of the termination date.

If Mr. Zook's employment is terminated by the Company without cause or if Mr. Zook terminates his employment for good reason during the twenty-four month period that follows, or the three-month period that precedes, a change in control (as defined in the Zook Employment Agreement), in lieu of the severance described above, the Company agreed to provide to Mr. Zook as severance: (i) an amount equal to two times his base salary, (ii) an amount equal to one times his target bonus, (iii) if Mr. Zook timely elects to continue health plan coverage under COBRA, reimbursement of premiums to continue health care benefits coverage under COBRA for the twelve months following the date of Mr. Zook's termination and (iv) accelerated vesting of all time-based equity awards, with all outstanding options to purchase common stock of the Company remaining exercisable for one year following termination (or, if earlier, the expiration date of the option). All severance payments are subject to Mr. Zook's execution of a release agreement in favor of the Company.

The summary of the Zook Employment Agreement set forth above does not purport to be a complete statement of the terms of such document. The summary is qualified in its entirety by reference to the full text of the Zook Employment Agreement, a copy of which will be filed as an exhibit to the Company's Quarterly Report on Form 10-Q for the quarter ending September 30, 2026 and is incorporated by reference into this Item 5.02.

Board Changes

In connection with the executive transitions described above, Lynn Tetrault, the current Chair of the Board, will step down as Chair, effective as of January 4, 2027. Ms. Tetrault will continue to serve as an independent director until the next annual meeting of stockholders of the Company (the "**2027 Annual Meeting of Stockholders**"). On September 30, 2026, Ms. Tetrault also informed the Board that she does not intend to stand for reelection at the Company's 2027 Annual Meeting of Stockholders. Additionally, the Board appointed Michael Kelly, a current independent Board member, as Lead Independent Director, effective as of January 4, 2027.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On September 30, 2026, the Board approved an amendment (the "**Amendment**") to the Company's Amended and Restated Bylaws, as amended, effective as of such date. The Amendment increases the maximum size of the Board from ten (10) to eleven (11) directors.

The foregoing summary of the Amendment is qualified in its entirety by reference to the text of the Amendment, which is attached as Exhibit 3.1 to this Current Report and is incorporated by reference into this Item 5.03.

Forward-Looking Statements

This Current Report 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,” “intend,” “project,” “guidance,” “enable,” “position,” “potential” and other words of similar meaning, although not all forward-looking statements include these words. These forward-looking statements include statements regarding the planned executive leadership transitions and anticipated changes in the composition and leadership of the Board; Ms. Tetrault’s stated intention not to stand for reelection at the 2027 Annual Meeting of Stockholders; and the Company’s strategy, planned future operations and related expectations with respect to timing and performance. Each forward-looking statement contained in this Current Report 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 successfully complete the executive leadership and Board transitions described in this Current Report on the anticipated timeline and without disruption to its business, to assemble and maintain an effective executive team, the effectiveness of the Company’s Board leadership structure following the changes described in this Current Report, the Company’s ability to identify and implement appropriate financial and operational initiatives to execute on its strategic priorities, and the risks identified under the heading “Risk Factors” contained in the Company’s Annual Report on Form 10-K for the year ended December 31, 2025 and filed with the SEC on February 17, 2026, as well as subsequently filed Quarterly Reports on Form 10-Q and the Company's other filings with the SEC.

The forward-looking statements in this Current Report speak only as of the date of this Current Report (unless another date is indicated), and the Company undertakes no obligation to update or revise any of these statements. The Company’s 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.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

3.1	Amendment to the Amended and Restated Bylaws of NeoGenomics, Inc.
99.1	Press Release of NeoGenomics, Inc. dated October 5, 2026.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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: October 5, 2026

By: /s/ Anthony Zook

Name: Anthony Zook

Title: Chief Executive Officer

**AMENDMENT TO AMENDED AND RESTATED BYLAWS OF
NEOGENOMICS, INC.,
a Nevada corporation**

Effective: September 30, 2026

The Amended and Restated Bylaws, as amended, of NeoGenomics, Inc. (the “Bylaws”) are hereby amended as follows:

Section 2.2 is hereby amended to read, in its entirety, as follows:

Section 2.2 Number and Qualification; Change in Number

(a) Subject to Section 2.2(b), the authorized number of directors of this Corporation shall be not less than two nor more than eleven (11), with the exact number to be established from time to time by resolution of the Board. All directors of this Corporation shall be at least twenty-one (21) years of age.

(b) The Board or the stockholders may increase the number of directors at any time and from time to time; provided, however, that neither the Board nor the stockholders may ever increase the number of directors by more than one during any twelve (12) month period, except upon the affirmative vote of two-thirds (2/3) of the directors, or the affirmative vote of the holders of two-thirds (2/3) of all outstanding shares voting together and not by class. This provision may not be amended except by a like vote.

Except as herein amended, the provisions of the Bylaws shall remain in full force and effect.



NeoGenomics Announces Executive Leadership and Board of Directors Succession Plan

- *Warren Stone, current President and COO, to become CEO and a member of the Board effective January 4, 2027*
- *Tony Zook to remain CEO through January 3, 2027 and become Executive Chairman effective January 4, 2027*
- *Lynn Tetrault, current Chair and Board member since 2015, to step down as Chair effective January 4, 2027, continue to serve as an independent director until the 2027 Annual Meeting of Stockholders, and not stand for reelection at that meeting*
- *Michael Kelly to serve as Lead Independent Director effective January 4, 2027*
- *Preliminary unaudited third quarter revenue is expected to be approximately \$209 million, with NGS revenue growth of approximately 28%. Full year total revenue guidance expected to increase at midpoint resulting from third quarter performance*

FORT MYERS, Fla.—NeoGenomics, Inc. (“NeoGenomics” or the “Company”) (NASDAQ: NEO), a leading provider of oncology diagnostic solutions that enable precision medicine, today announced that as part of a planned succession its Board of Directors has appointed Warren Stone, current President and Chief Operating Officer (COO), as Chief Executive Officer (CEO) and a member of the Board, effective January 4, 2027. Tony Zook, the Company’s current CEO and a member of the Board, will assume the role of Executive Chair at that time and will continue to work in close alignment with Mr. Stone and the Board.

In conjunction with Mr. Zook being named Executive Chair, long-time Chair of the Board, Lynn Tetrault, will continue to serve as an independent director until the 2027 Annual Meeting of Stockholders, at which point she does not intend to stand for reelection. The Board appointed Michael Kelly, a current independent Board member since 2020, as the new Lead Independent Director effective January 4, 2027.

“This leadership transition reflects years of deliberate succession planning by the Board and cements the continuity of our executive team and a consistent strategy for durable, profitable growth at NeoGenomics,” said Mr. Zook, CEO. “Over the past several years, I have witnessed firsthand Warren’s ability to lead enterprise-wide functions and projects, which have advanced many of our key priorities, such as commercial expansion and customer impact, new product introductions, and our Lab of the Future initiatives. With our aligned long-term strategy in place and delivering results, this transition emphasizes strategic continuity. Warren and I will continue to work hand-in-hand to ensure his smooth transition to CEO, and collaborate seamlessly thereafter as I assume the role of Executive Chair to ensure stability and execution against our objectives.”

Mr. Stone, 54, has more than three decades of Life Sciences and Diagnostics leadership experience, including senior leadership roles at Ortho Clinical Diagnostics and MilliporeSigma/Merck KGaA. Since joining NeoGenomics in 2022, he has held roles of increasing responsibility including as the President of Clinical Services, Chief Commercial Officer, and most recently as President & Chief Operating Officer, giving him a deep understanding of both the Company and its sector.

Mr. Stone commented, “Leading NeoGenomics is both a privilege and a responsibility that I have prepared for and I am grateful for the Board’s and Tony’s confidence. We are in the business of ensuring that every treatment decision is as personal as the patient, and that mission is exactly why the opportunity ahead of us is so compelling. Tony, the leadership team, and I have worked in close partnership to establish the strategy, the capabilities, and the foundation for our next chapter. I believe that NeoGenomics is exceptionally well positioned to lead the evolution of the oncology diagnostics market in delivering the outcomes that matter most to patients

and the physicians who care for them, and I am excited to partner with the remarkable NeoGenomics team to deliver our full potential."

As Ms. Tetrault prepares to step down from her Board Chair role, she said "I am proud of what this organization has achieved since I joined the Board. Now, the Company is even better positioned for the future and today's announcements underscore the Board's commitment to position NeoGenomics for long-term success. I speak for the entire Board when I say Tony and Warren are best suited for these positions, with each bringing diverse and complementary skills and experiences."

Preliminary Third Quarter Revenue and Financial Outlook

Although NeoGenomics has not finalized its financial results as of and for the quarter ended September 30, 2026, NeoGenomics expects to report third quarter total revenue of approximately \$209 million, including year-over-year next-generation sequencing (NGS) revenue growth of approximately 28%. The Company is also reiterating its full year total revenue and adjusted EBITDA guidance as provided on July 28, 2026. Further details, including an expected increase to full year total revenue guidance resulting from third quarter performance, will be provided on the Company's third quarter earnings call.

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, providing oncologists, pathologists, hospital systems, academic medical centers, and pharmaceutical firms with innovative diagnostic and predictive testing to deliver timely, actionable insights that guide personalized care decisions. 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, England.

Preliminary Third Quarter 2026 Results

The estimated financial results set forth in this press release are preliminary, unaudited and subject to completion, and are based on management's initial analysis of results of operations for the third quarter of 2026. The Company's consolidated financial statements for the third quarter of 2026 are not yet available and remain subject to the completion of the Company's quarter-end closing procedures and potential final adjustments. The Company's independent registered public accounting firm has not audited, reviewed, compiled or performed any procedures with respect to these preliminary results and expresses no opinion or any other form of assurance with respect thereto. These preliminary results have been prepared by, and are the responsibility of, management. Actual results may differ materially from these preliminary results as a result of the completion of the Company's quarter-end closing procedures, final adjustments and other developments that may arise between the date of this press release and the time the Company's financial results for the third quarter of 2026 are finalized. These preliminary results are not a comprehensive statement of the Company's results of operations for the third quarter of 2026, should not be viewed as a substitute for financial statements prepared in accordance with GAAP, and are not necessarily indicative of future results. Investors should not place undue reliance on these preliminary results.

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," "intend," "project," "guidance," "enable," "position," "potential" and other words of similar meaning, although not all forward-looking statements include these words. These forward-looking statements include statements regarding the executive leadership transitions described in this press release, including the anticipated timing of the transitions; the anticipated changes in the composition and leadership of

the Board of Directors; Ms. Tetrault's stated intention not to stand for reelection at the 2027 Annual Meeting of Stockholders; the expected benefits of the leadership transitions, including continuity of the Company's executive team; the Company's strategy, planned future operations and related expectations with respect to timing and performance; the Company's market position; the Company's expectations regarding its future financial position, future operating and financial performance, growth potential and expected growth drivers, projected costs and capital expenditures, and prospects and plans, as well as statements regarding the objectives of management. This press release also includes forward-looking statements regarding the Company's preliminary, unaudited expectations for its third quarter 2026 revenue and NGS revenue growth, and the Company's expectations that it will provide further details, including an expected increase to full-year total revenue guidance resulting from third quarter performance, on the Company's third-quarter earnings call. 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 successfully complete the executive leadership and Board transitions described in this press release on the anticipated timeline and without disruption to its business, to assemble and maintain an effective executive team, to attract, retain and motivate key executives and other personnel during and following the transition, the effectiveness of the Company's Board leadership structure following the changes described in this press release, the Company's ability to achieve its preliminary expectations for the third quarter of 2026 and its full year 2026 guidance, including any expected increase to full-year total revenue guidance resulting from third quarter performance, changes to the Company's preliminary estimates upon completion of its quarter-end closing procedures and any resulting changes to its full year 2026 guidance, the assumptions underlying the Company's guidance, the Company's ability to identify and implement appropriate financial and operational initiatives to execute on its strategic priorities, to enter new markets and increase market share in both current and new markets, to continue gaining new customers, develop and commercialize new types of tests, manage the effects of seasonality, execute on its long-range strategic priorities and otherwise implement its business plans, as well as the potential impact of evolving regulatory requirements related to laboratory developed tests, the impact of tariffs and trade policy uncertainty on the Company's supply chain and costs, any potential reimbursement changes by the government and commercial payors, and the risks identified under the heading "Risk Factors" contained in the Company's Annual Report on Form 10-K for the year ended December 31, 2025 and filed with the SEC on February 17, 2026, as well as subsequently filed Quarterly Reports on Form 10-Q and the Company's other filings with the SEC.

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, 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 press release (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.

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