

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)

March 31, 2009

NEOGENOMICS, INC.

(Exact name of registrant as specified in its charter)

Nevada

(State or other jurisdiction of
incorporation)

333-72097

(Commission File Number)

74-2897368

(I.R.S. Employer
Identification No.)

12701 Commonwealth Drive, Suite 9, Fort Myers, Florida

(Address of principal executive offices)

33913

(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:

- 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))
-

Item 2.02. Results of Operations and Financial Condition.

The unaudited consolidated balance sheet of NeoGenomics, Inc. (the "Company") as of December 31, 2008 and December 31, 2007, the unaudited consolidated statements of operations of the Company for the three and twelve months ended December 31, 2008 and December 31, 2007 and the unaudited consolidated statements of cash flows of the Company for the twelve months ended December 31, 2008 and December 31, 2007 are furnished with this Current Report on Form 8-K as Exhibit 99.1.

This information 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 9.01. Financial Statements and Exhibits.

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

99.1 The unaudited consolidated balance sheet of the Company as of December 31, 2008 and December 31, 2007, the unaudited consolidated statements of operations of the Company for the three and twelve months ended December 31, 2008 and December 31, 2007 and the unaudited consolidated statements of cash flows of the Company for the twelve months ended December 31, 2008 and December 31, 2007

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.

By: /s/Jerome J. Dvonch
Jerome J. Dvonch
Principal Accounting Officer

Date: March 31, 2009

Exhibit Index

Exhibit No.	Description
99.1	The unaudited consolidated balance sheet of the Company as of December 31, 2008 and December 31, 2007, the unaudited consolidated statements of operations of the Company for the three and twelve months ended December 31, 2008 and December 31, 2007 and the unaudited consolidated statements of cash flows of the Company for the twelve months ended December 31, 2008 and December 31, 2007

NeoGenomics, Inc.

CONSOLIDATED BALANCE SHEET AS OF
December 31, 2008 and December 31, 2007
(unaudited)

<u>ASSETS</u>	December 31, 2008	December 31, 2007
Cash and cash equivalents	\$ 468,171	\$ 210,573
Accounts Receivable (net of allowance for doubtful accounts of \$358,642 and \$414,548, respectively)	2,913,531	3,236,751
Other Current Assets	973,867	704,918
TOTAL CURRENT ASSETS	4,355,569	4,152,242
PROPERTY AND EQUIPMENT (net of accumulated depreciation of \$1,602,594 and \$862,030, respectively)	2,875,297	2,108,083
OTHER ASSETS	64,509	260,575
TOTAL	<u>\$ 7,295,375</u>	<u>\$ 6,520,900</u>
<u>LIABILITIES AND STOCKHOLDERS' EQUITY</u>		
CURRENT LIABILITIES	\$ 4,390,994	\$ 3,361,705
LONG TERM LIABILITIES	1,403,271	837,081
TOTAL LIABILITIES	5,794,265	4,198,786
STOCKHOLDERS' EQUITY	1,501,110	2,322,114
TOTAL	<u>\$ 7,295,375</u>	<u>\$ 6,520,900</u>

NeoGenomics, Inc.

CONSOLIDATED STATEMENTS OF OPERATIONS
(unaudited)

	For the Twelve- Months Ended December 31, 2008	For the Twelve- Months Ended December 31, 2007	For the Three- Months Ended December 31, 2008	For the Three- Months Ended December 31, 2007
REVENUE	\$ 20,015,319	\$ 11,504,725	\$ 5,920,360	\$ 3,795,316
COST OF REVENUE	<u>9,353,852</u>	<u>5,522,775</u>	<u>2,776,302</u>	<u>1,898,914</u>
GROSS PROFIT	10,661,467	5,981,950	<u>3,144,058</u>	<u>1,896,402</u>
OPERATING EXPENSES:				
Selling, general and administrative	<u>11,545,456</u>	<u>9,122,922</u>	<u>3,839,172</u>	<u>3,458,869</u>
Total operating expenses	<u>11,545,456</u>	<u>9,122,922</u>	<u>3,839,172</u>	<u>3,458,869</u>
Income (loss) from operations	(883,989)	(3,140,972)	(695,114)	(1,562,467)
Other income (loss)				
Interest income/(expense), net	(298,597)	(239,200)	(99,261)	(33,395)
Loss on investments	<u>(200,000)</u>	<u>-</u>	<u>(200,000)</u>	<u>-</u>
Other Income (loss)	<u>(498,597)</u>	<u>(239,200)</u>	<u>(299,261)</u>	<u>(33,395)</u>
NET INCOME (LOSS)	<u>\$ (1,382,586)</u>	<u>\$ (3,380,172)</u>	<u>\$ (994,375)</u>	<u>\$ (1,595,862)</u>
NET INCOME (LOSS) PER SHARE - Basic and Diluted	<u>\$ (0.04)</u>	<u>\$ (0.11)</u>	<u>\$ (0.03)</u>	<u>\$ (0.05)</u>
WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING –				
Basic and Diluted	<u>31,506,824</u>	<u>29,764,289</u>	<u>31,870,605</u>	<u>31,374,096</u>

NeoGenomics, Inc.

CONSOLIDATED STATEMENTS OF CASH FLOWS
(unaudited)

	For the Twelve-Months Ended December 31, 2008	For the Twelve-Months Ended December 31, 2007
NET CASH USED IN OPERATING ACTIVITIES	\$ (138,306)	\$ (2,642,591)
NET CASH USED IN INVESTING ACTIVITIES	(501,781)	(716,144)
NET CASH PROVIDED BY FINANCING ACTIVITIES	897,685	3,443,042
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	257,598	84,307
CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD	210,573	126,266
CASH AND CASH EQUIVALENTS, END OF PERIOD	<u>\$ 468,171</u>	<u>\$ 210,573</u>
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:		
Interest paid	<u>\$ 256,323</u>	<u>\$ 204,670</u>
Income taxes paid	<u>\$ -</u>	<u>\$ -</u>
SUPPLEMENTAL DISCLOSURE OF NON-CASH INVESTING AND FINANCING ACTIVITIES:		
Equipment leased under capital lease	<u>\$ 1,207,863</u>	<u>\$ 703,145</u>