

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)
January 10, 2011

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))
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Item 1.01. Entry into a Material Definitive Agreement.

Between January 10, 2011 and January 12, 2011, NeoGenomics, Inc., a Nevada corporation (the “Company”), entered into subscription agreements (the “Subscription Agreements”) with certain investors (the “Investors”) pursuant to which the Company has sold to the Investors an aggregate of 2,001,667 shares (the “Shares”) of the Company’s common stock, par value \$0.001 per share (the “Common Stock”), at a price of \$1.50 per share (the “Common Stock Financing”). In connection with the Common Stock Financing, the Company also entered into registration rights agreements with the Investors.

The Investors include, among others, (i) the Douglas M. VanOort Living Trust (of which Douglas VanOort, Chief Executive Officer and Chairman of the Company’s Board of Directors, is affiliated), (ii) the Steven and Carisa Jones Defined Benefit Pension Plan & Trust (of which Steven Jones, Executive Vice President – Finance and a director of the Company, is affiliated), (iii) The George A. Cardoza Family Trust (of which George Cardoza, the Company’s Chief Financial Officer, is affiliated), (iv) Mark W. Smits (who is the Company’s Vice President of Sales and Marketing), and (v) Kevin C. Johnson (who is a director of the Company).

Item 3.02. Unregistered Sales of Equity Securities.

The information set forth in Item 1.01 above regarding the Shares is hereby incorporated by reference in this Item 3.02. Exemption from registration under the Securities Act of 1933, as amended (the “Securities Act”), for the sale of the Shares to the Investors was based on Section 4(2) of the Securities Act.

Item 9.01. Financial Statements and Exhibits.

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

99.1 Press Released issued by NeoGenomics, Inc. on January 12, 2011

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: January 13, 2011

Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Released issued by NeoGenomics, Inc. on January 12, 2011



Exhibit 99.1

**NEOGENOMICS, INC
PRESS RELEASE**

**NeoGenomics Announces Equity Raise from
Insiders and Existing Shareholders at \$1.50/Share**

Proceeds to Strengthen Financial Position and Fund Growth Initiatives

Ft. Myers, Florida – January 12, 2011 – NeoGenomics, Inc. (NASD OTC BB: NGNM) announced today that it has completed a \$3.0 million equity financing transaction. Five members of the Company's Board of Directors and senior management team and two existing institutional investors of the Company participated in the transaction. The transaction was priced at \$1.50 per share and resulted in 2.0 million shares of new common stock being issued by the Company. No warrants were issued and no placement agent was used in the transaction. The Company plans to use the proceeds to strengthen its financial position and fund growth initiatives.

Doug VanOort, the Company's Chairman and CEO, said the following, "We are very pleased to announce this transaction. The fact that insiders and existing institutional shareholders are willing to purchase shares of restricted stock at a premium to the recent trading price shows our faith in the future prospects of the Company. All of us feel that even at a premium, NeoGenomics is an excellent investment opportunity."

About NeoGenomics, Inc.

NeoGenomics, Inc. is a high-complexity CLIA-certified clinical laboratory that specializes in cancer genetics diagnostic testing, the fastest growing segment of the laboratory industry. The company's testing services include cytogenetics, fluorescence in-situ hybridization (FISH), flow cytometry, morphology studies, anatomic pathology and molecular genetic testing. Headquartered in Fort Myers, FL, NeoGenomics has labs in Nashville, TN, Irvine, CA and Fort Myers and services the needs of pathologists, oncologists, urologists, and hospitals throughout the United States. For additional information about NeoGenomics, visit <http://www.neogenomics.org>.

For more news and information on NeoGenomics, please visit www.IRGnews.com/coi/NGNM where you can find a fact sheet on the company, investor presentations, and more. Interested parties can also access additional investor relations material, including an investment profile and an equity research report, from Hawk Associates at <http://www.hawkassociates.com> or from the American Microcap Institute at <http://www.americanmicrocapinstitute.com/ngnm/>.

For further information, please contact:

NeoGenomics, Inc.

Steven C. Jones
Director of Investor Relations
(239) 325-2001
sjones@neogenomics.com

Hawk Associates, Inc.

Ms. Julie Marshall
(305)-451-1888
neogenomics@hawkassociates.com

The Investor Relations Group

Investor Relations:
Dillon Heins
(212) 825-3210
dheins@investorrelationsgroup.com

or

Media Relations:
Janet Vasquez
(212) 825-3210
jvasquez@investorrelationsgroup.com
