

**FORM 3****UNITED STATES SECURITIES AND EXCHANGE  
COMMISSION****Washington, D.C. 20549****INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF  
SECURITIES****OMB APPROVAL**OMB 3235-  
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or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

|  |  |  |  |
|--|--|--|--|
| 1. Name and Address of Reporting Person *<br>CARDOZA GEORGE                              | 2. Date of Event Requiring Statement<br>(Month/Day/Year)<br>05/02/2011 | 3. Issuer Name <b>and</b> Ticker or Trading Symbol<br>NEOGENOMICS INC [NGNM.OB]  |  |
| (Last) (First) (Middle)<br>C/O NEOGENOMICS,<br>INC., 12701 COMMONWEALTH<br>DRIVE SUITE 9 |  | 4. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)<br>Chief Financial Officer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street)<br>FORT MYERS, FL US 33913  |  | 6. Individual or Joint/Group Filing(Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person  |  |
| (City) (State) (Zip)   | <b>Table I - Non-Derivative Securities Beneficially Owned</b>          |  |  |

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock                       | 32,136   | D   |  |
| Common Stock                       | 20,000   | I   | Trust by Self  |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)


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| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) |                 | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) |                            | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)<br>(Instr. 5) | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|-----------------|--|----------------------------|--|--|--|
|   | Date Exercisable  | Expiration Date | Title  | Amount or Number of Shares |  |  |  |
| Stock Option (right to buy)                   | 11/30/2010(1)   | 11/30/2014      | Common Stock   | 150,000                    | \$ 1.55  | D  |  |
| Stock Option (right to buy)                   | 04/14/2012(2)   | 04/14/2016      | Common Stock   | 100,000                    | \$ 1.46  | D  |  |

**Reporting Owners**

| Reporting Owner Name / Address   | Relationships |           |                         |       |
|--|---------------|-----------|-------------------------|-------|
|  | Director      | 10% Owner | Officer                 | Other |
| CARDOZA GEORGE<br>C/O NEOGENOMICS, INC.<br>12701 COMMONWEALTH DRIVE SUITE 9<br>FORT MYERS, FL US 33913 |               |           | Chief Financial Officer |       |

# Signatures

|   |  |            |
|---|--|------------|
| /s/ George Cardoza  |  | 05/02/2011 |
|  Signature of Reporting Person |  | Date       |

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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).

- (1) On November 30, 2009 Mr. Cardoza was granted an option to purchase 150,000 shares. The options were all time based and vest ratably over each of Mr. Cardoza's first four anniversaries with the Company.
- (2) On April 14, 2011 Mr. Cardoza was granted an option to purchase 100,000 shares. 75% of these options vest ratably at the first three anniversary dates of the grant and 25% of the options are performance based.

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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