

# FORM 3

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
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### INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person * KINDERHOOK PARTNERS, LP		2. Date of Event Requiring Statement (Month/Day/Year) 05/14/2012	3. Issuer Name <b>and</b> Ticker or Trading Symbol NEOGENOMICS INC [NGNM]		
(Last)	(First)		(Middle)	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
2 EXECUTIVE DRIVE, SUITE 585			5. If Amendment, Date Original Filed(Month/Day/Year)		
(Street) FORT LEE, NJ 07024			6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" 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 (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, par value \$0.001	4,489,297	D (1) (2)	

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

SEC 1473 (7-02)

	<b>Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.</b>	
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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KINDERHOOK PARTNERS, LP 2 EXECUTIVE DRIVE, SUITE 585 FORT LEE, NJ 07024		X		
KINDERHOOK GP LLC 2 EXECUTIVE DRIVE, SUITE 585 FORT LEE, NJ 07024		X		
KINDERHOOK CAPITAL MANAGEMENT, LLC 2 EXECUTIVE DRIVE, SUITE 585 FORT LEE, NJ 07024		X		

Shah Tushar 2 EXECUTIVE DRIVE, SUITE 585 FORT LEE, NJ 07024		X		
CLEARMAN STEPHEN J 2 EXECUTIVE DRIVE, SUITE 585 FORT LEE, NJ 07024		X		

## Signatures

By: /s/ Tushar Shah, Managing Member of Kinderhook GP, LLC, the General Partner of Kinderhook Partners, LP		05/21/2012
<small>**Signature of Reporting Person</small>		Date
By: /s/ Tushar Shah, Managing Member of Kinderhook GP, LLC		05/21/2012
<small>**Signature of Reporting Person</small>		Date
By: /s/ Tushar Shah, Managing Member of Kinderhook Capital Management, LLC		05/21/2012
<small>**Signature of Reporting Person</small>		Date
By: /s/ Tushar Shah		05/21/2012
<small>**Signature of Reporting Person</small>		Date
By: /s/ Stephen J. Clearman		05/21/2012
<small>**Signature of Reporting Person</small>		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).

Mr. Tushar Shah and Mr. Stephen J. Clearman are the co-managing members of Kinderhook GP, LLC (the "General Partner"), which is responsible for making investment decisions with respect to Kinderhook Partners, LP (the "Partnership") as its general partner. In addition, Mr. Shah and Mr. Clearman are the co-managing members of Kinderhook Capital Management, LLC (the "Investment Adviser"), which serves as the Partnership's investment adviser, and they are responsible for making investment recommendations on behalf of the Investment Adviser. As a result, Mr. Shah and Mr. Clearman may be deemed to control the Partnership, the General Partner, and the Investment Adviser, and may be deemed to have a beneficial interest in the shares of Common Stock by virtue of their indirect control of the Partnership's, the General Partner's, and the Investment Adviser's power to vote and/or dispose of the shares of Common Stock.

Mr. Shah and Mr. Clearman disclaim beneficial ownership of the shares of Common Stock except to the extent of his respective pecuniary interest, if any, therein. Kinderhook Capital Management, LLC and Kinderhook GP, LLC specifically disclaim beneficial ownership in the shares of Common Stock reported herein except to the extent of its pecuniary interest therein, if any.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.