

# FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## STATEMENT OF CHANGES IN 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, LP		2. Issuer Name and Ticker or Trading Symbol NEOGENOMICS INC [NGNM]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ Officer (give title below) _____ X Other (specify below) _____	
(Last) (First) (Middle) TWO EXECUTIVE DRIVE, SUITE 585		3. Date of Earliest Transaction (Month/Day/Year) 05/13/2013		See Remarks	
(Street) FORT LEE, NJ 07024		4. If Amendment, Date Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person _____ X Form filed by More than One Reporting Person _____	
(City) (State) (Zip)		<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>			

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

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

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. SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KINDERHOOK, LP TWO EXECUTIVE DRIVE SUITE 585 FORT LEE, NJ 07024				See Remarks
KINDERHOOK GP LLC TWO EXECUTIVE DRIVE SUITE 585 FORT LEE, NJ 07024				See Remarks
KINDERHOOK PARTNERS, LLC TWO EXECUTIVE DRIVE SUITE 585 FORT LEE, NJ 07024				See Remarks
Shah Tushar TWO EXECUTIVE DRIVE SUITE 585 FORT LEE, NJ 07024				See Remarks
CLEARMAN STEPHEN J TWO EXECUTIVE DRIVE SUITE 585 FORT LEE, NJ 07024				See Remarks

## Signatures

/s/ Tushar Shah, Managing Member of Kinderhook, LP's General Partner		07/19/2013
<small>Signature of Reporting Person</small>		<small>Date</small>
/s/ Tushar Shah, Managing Member of Kinderhook GP, LLC		07/19/2013
<small>Signature of Reporting Person</small>		<small>Date</small>
/s/ Tushar Shah, Managing Member of Kinderhook Partners, LLC		07/19/2013
<small>Signature of Reporting Person</small>		<small>Date</small>
/s/ Tushar Shah		07/19/2013
<small>Signature of Reporting Person</small>		<small>Date</small>
/s/ Stephen J. Clearman		07/19/2013
<small>Signature of Reporting Person</small>		<small>Date</small>

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(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).

### Remarks:

On May 13, 2013, Neogenomics, Inc. filed Form 10-Q for the quarter ending March 31, 2013, which reported that as of May 6, 2013, Neogenomics had 48,704,038 shares of Common Stock with a par value \$0.001 per share outstanding. Based on Nec

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

