UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 8-K/A
(Amendment No. 1)

CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): July 8, 2014

NEOGENOMICS, INC.
(Exact name of registrant as specified in its charter)

Nevada	001-35756	74-2897368
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

12701 Commonwealth Drive, Suite 9, Fort Myers, Florida	33913
(Address of principal executive offices)	(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))

EXPLANATORY NOTE

This Amendment No. 1 to the Current Report on Form 8-K (this "Amendment") is being filed by NeoGenomics, Inc., a Nevada Corporation ("NeoGenomics") for the purpose of amending Item 2.01 Completion of Acquisition or Disposition of Assets and Item 9.01 Financial Statements and Exhibits of that certain Current Report on Form 8-K originally filed by NeoGenomics with the U.S. Securities and Exchange Commission ("SEC") on July 11, 2014 (the "Original Form 8-K") in connection with the completion of the acquisition of Path Labs, LLC, d/b/a Path Logic, a Delaware limited liability company ("Path Logic"). As indicated in the Original Form 8-K, this Amendment is being filed to provide the financial statements and pro forma financial information required by Items 9.01(a) and (b) of Form 8-K, which were not previously filed with the Original Form 8-K as permitted by the rules of the SEC. We are also amending Item 2.01 with respect to the purchase price amount as estimates have changed since the Original Form 8-K was filed.

FORWARD-LOOKING STATEMENTS

This Amendment, including the Exhibits attached hereto, contains "forward-looking statements" and information within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Securities Act"), and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), which are subject to the "safe harbor" created by those sections. These forward-looking statements include, but are not limited to, statements concerning our strategy, future operations, future financial position, future revenues, projected costs, prospects and plans and objectives of management. The words "anticipates," "believes," "estimates," "expects," "intends," "may," "plans," "projects," "will," "would" and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words. We may not actually achieve the plans, intentions or expectations disclosed in our forward-looking statements and you should not place undue reliance on our forward-looking statements. These forward-looking statements involve known and unknown risks and uncertainties that could cause our actual results, performance or achievements to differ materially from those expressed or implied by the forward-looking statements, including, without limitation, the risks set forth from time to time in the Company's filings with the SEC. Readers of this release are cautioned not to place undue reliance on forward-looking statements contained herein, which speak only as of the date stated, or if no date is stated, as of the date of this Current Report. The Company undertakes no obligation to publicly update or revise the forward-looking statements contained herein to reflect changes events or circumstances after the date of this release, unless required by law.

Item 2.01. Completion of Acquisition or Disposition of Assets.

On July 8, 2014, NeoGenomics Laboratories, Inc., a Florida corporation ("Neo Labs"), a wholly owned subsidiary of NeoGenomics, entered into a membership interest purchase agreement (the "Agreement") with Path Logic, and Path Labs Holdings, LLC, a Delaware limited liability company ("PL Holdings"), whereby Neo Labs acquired all of the outstanding equity ownership interests in Path Logic from PL Holdings for a purchase price of $5.9 Million (the "Acquisition"). Neo Labs paid the purchase price using cash on hand and borrowings on its revolving credit facility.

The summary of the Agreement set forth above does not purport to be a complete statement of the terms of such document. The summary is qualified in its entirety by reference to the full text of the document, a copy of which has been filed with the Original Form 8-K as Exhibit 2.1, and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(a) Financial statements of business acquired.

The following financial statements of Path Labs, LLC are being filed as exhibits hereto and are incorporated by reference herein:

Exhibit 99.1 — Path Labs, LLC audited financial statements, including the independent auditor's report as of and for the years ended December 31, 2013 and 2012.

Exhibit 99.2 — Path Labs, LLC condensed financial statements as of June 30, 2014 (unaudited) and December 31, 2013 and for the six months ended June 30, 2014 and 2013 (unaudited).

(b) Pro forma financial information.

The following pro forma financial information is being filed as an exhibit hereto and is incorporated by reference herein:

Exhibit 99.3 — Unaudited pro forma condensed combined financial statements and explanatory notes for NeoGenomics as of June 30, 2014, for the six months ended June 30, 2014 and for the year ended December 31, 2013.

(c) Not Applicable.

(d) Exhibits.

2.1*	Membership Interest Purchase Agreement by and among NeoGenomics Laboratories, Inc., Path Labs, LLC, and Path Labs Holdings, LLC, dated July 8, 2014
23.1	Consent of Crowe Horwath LLP, Independent Auditor of Path Labs, LLC
99.1	Audited financial statements of Path Labs, LLC. as of and for the years ended December 31, 2013 and 2012 and Independent Auditor's Report thereon
99.2	Condensed financial statements of Path Labs, LLC. as of June 30, 2014 (unaudited) and December 31, 2013 and for the six months ended June 30, 2014 and 2013 (unaudited)
99.3	Unaudited pro forma condensed combined financial statements and explanatory notes for NeoGenomics, Inc. as of June 30, 2014, for the six months ended June 30, 2014 and for the year ended December 31, 2013
99.4*	Press Release of NeoGenomics, Inc. dated July 8, 2014

* Previously Filed with the Original Form 8-K

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/ George A. Cardoza
George A. Cardoza
Chief Financial Officer

Date: August 7, 2014

Exhibit 23.1

CONSENT OF INDEPENDENT AUDITORS

We consent to the incorporation by reference in the Registration Statements of NeoGenomics, Inc. on Form S-8 (File Nos. 333-125994, 333-139484, 333-159749, 333-173494, 333-180095 and 333-189391) and Form S-3 (File Nos. 333-186067 and 333-193105) of our report dated July 8, 2014 relating to the financial statements of Path Labs, LLC (which report expresses an unqualified opinion and includes an explanatory paragraph regarding matters that raise substantial doubt about Path Labs, LLC's ability to continue as a going concern), appearing in this Form 8-K/A.

/s/ Crowe Horwath LLP

Sacramento, California
August 6, 2014

Path Labs, LLC
West Sacramento, California

FINANCIAL STATEMENTS
December 31, 2013

Contents

INDEPENDENT AUDITOR'S REPORT

To the Member of
Path Labs, LLC
West Sacramento, California

Report on the Financial Statements

We have audited the accompanying financial statements of Path Labs, LLC (a wholly-owned subsidiary of Path Labs Holding, LLC), which comprise the balance sheets as of December 31, 2013 and 2012, and the related statements of operations and member's deficit and cash flows for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Path Labs, LLC as of December 31, 2013 and 2012 and the results of its operations and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Emphasis of a Matter Regarding Going Concern

The accompanying financial statements have been prepared assuming that Path Labs, LLC will continue as a going concern. As discussed in Note 1 to the financial statements, Path Labs, LLC has suffered recurring losses from operations and has a working capital deficit that raise substantial doubt about its ability to continue as a going concern. Management's plans in regard to these matters are also described in Note 1. The financial statements do not include any adjustments that might result from the outcome of this uncertainty. Our opinion is not modified with respect to this matter.

/s/ Crowe Horwath LLP

Sacramento, California
July 8, 2014

PATH LABS, LLC
BALANCE SHEETS
December 31, 2013 and 2012

	2013	2012
ASSETS		
Current assets:		
Cash and cash equivalents	$ 247,237	$ 204,955
Patient accounts receivable, less allowance for doubtful accounts of $554,889 and $287,850 in 2013 and 2012, respectively (Note 2)	1,564,870	1,583,191
Medical supplies inventory	87,303	100,204
Prepaid expenses	76,700	47,010
Total current assets	1,976,110	1,935,360
Deposits and other assets	29,042	29,042
Property and equipment, net (Note 4)	771,048	1,123,287
Goodwill (Note 5)	2,277,705	4,877,705
Intangible assets, net (Note 6)	5,503,522	5,884,093
Total assets	$ 10,557,427	$ 13,849,487
LIABILITIES AND MEMBER'S DEFICIT		
Current liabilities:		
Accounts payable	$ 580,472	$ 763,294
Accrued compensation	314,408	274,043
Accrued expenses	288,288	190,139
Acquisition liability, current portion (Note 3)	240,999	222,755
Due to related parties (Note 14)	173,935	167,883
Capital lease obligation, current portion (Note 10)	205,737	257,216
Line of credit (Note 7)	3,800,000	2,500,000
Notes payable, related parties, current portion (Note 8)	—	2,691,370
Notes payable, current portion (Note 8)	37,627	42,808
Due to Path Labs Holding, LLC (Note 14)	15,045,685	13,045,685
Total current liabilities	20,687,151	20,155,193
Acquisition liability, net of current portion (Note 3)	—	192,493
Capital lease obligation, net of current portion (Note 10)	—	183,004
Notes payable, related parties (Note 8)	3,287,071	100,000
Notes payable, net of current portion (Note 8)	31,911	75,185
Total liabilities	24,006,133	20,705,875
Commitments and contingencies (Note 13)		
Member's deficit:		
Common units, 300 issued and outstanding at December 31, 2013 and 2012	3,405,992	3,405,992
Accumulated deficit	(16,854,698)	(10,262,380)
Total member's deficit	(13,448,706)	(6,856,388)
Total liabilities and member's deficit	$ 10,557,427	$ 13,849,487

See accompanying notes to financial statements.

PATH LABS, LLC
STATEMENTS OF OPERATIONS AND MEMBER'S DEFICIT
For the Years Ended December 31, 2013 and 2012

	2013	2012
Laboratory service revenue, net	$ 9,837,461	$12,727,284
Cost of revenue	7,700,647	10,270,309
Gross margin	2,136,814	2,456,975
Operating Expenses		
Sales and marketing	1,033,339	1,465,024
General and administrative	3,848,860	4,670,462
Depreciation and amortization (Notes 4 and 6)	601,779	607,729
Impairment expense (Notes 5 and 6)	2,600,000	461,316
Total operating expenses	8,083,978	7,204,531
Operating loss	(5,947,164)	(4,747,556)
Other (expense) income		
Interest expense (Notes 7, 8 and 10)	(664,632)	(755,635)
Other income	19,478	—
Total other (expense) income	(645,154)	(755,635)
Net loss	(6,592,318)	(5,503,191)
Member's deficit, beginning of year	(6,856,388)	(1,353,197)
Member's deficit, end of year	$(13,448,706)	$ (6,856,388)

See accompanying notes to financial statements.

PATH LABS, LLC
STATEMENTS OF CASH FLOWS
For the Years Ended December 31, 2013 and 2012

	2013	2012
Cash flows from operating activities		
Net loss	$(6,592,318)	$(5,503,191)
Adjustments to reconcile net loss to net cash used in operating activities		
Depreciation and amortization	797,207	837,084
(Gain) loss on disposal of property and equipment	(8,136)	101,398
Impairment on intangible assets	2,600,000	461,316
Capitalized interest expense on long term borrowings	397,039	111,370
Interest accretion	82,163	169,728
Decrease in acquisition liability	(3,287)	(252,571)
Changes in operating assets and liabilities		
Patients accounts receivable	18,321	663,931
Medical supplies inventory	12,901	144,273
Other current assets	(29,690)	20,024
Deposits and other assets	—	26,847
Accounts payable	(182,822)	(248,647)
Accrued expenses	138,514	(413,004)
Due from affiliates	3,152	6,443
Net cash used in operating activities	(2,766,956)	(3,874,999)
Cash flows from investing activities		
Purchase of property and equipment	(68,277)	(228,955)
Proceeds from sale of property and equipment	12,016	27,515
Payments on acquisition liability	(253,125)	(290,625)
Net cash used in investing activities	(309,386)	(492,065)
Cash flows from financing activities		
Issuance of notes payable to related parties	101,562	2,680,000
Payments on notes payable	(48,456)	(2,631,351)
Borrowing on line of credit	1,300,000	1,830,324
Principal payment on capital lease	(234,482)	(238,263)
Advances from Path Labs Holdings, LLC	2,000,000	2,686,000
Net cash provided by financing activities	3,118,624	4,326,710
Net increase (decrease) in cash and cash equivalents	42,282	(40,354)
Cash and cash equivalents, beginning of year	204,955	245,309
Cash and cash equivalents, end of year	$ 247,237	$ 204,955
Supplemental disclosures of cash flow information		
Cash paid for interest	$ 235,919	$ 323,206
Income taxes paid	13,390	13,390

See accompanying notes to financial statements.

NOTE 1 – ORGANIZATION

Path Labs, LLC (the "Company") dba Path Logic is wholly-owned by Path Labs Holdings, LLC and is engaged in the business of providing full-service pathology laboratory, anatomic pathology services and clinical diagnostic services. Path Logic provides a comprehensive array of inpatient and outpatient services to physicians, pathologists, surgery centers, hospitals, and other healthcare providers seeking consistent, reliable, and rapid diagnostics using advanced technology and specialized expertise. Their labs have the capability to serve customers throughout California and the western United States. The Company's operations currently represent one reportable business segment.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. The Company has suffered recurring losses from operations, has an accumulated deficit of $16,854,698 and a working capital deficit. As described in Note 7, the line of credit outstanding of $3,800,000 is fully guaranteed by Mainsail (the majority member of Path Labs Holding, LLC) and as disclosed in Note 16, additional funding up to $1,500,000 will be available in 2014 from Mainsail to fund operations. Mainsail has provided $1,100,000 of this funding through July 8, 2014, however the Company anticipates that additional funding will be needed for which there is no commitment. These factors raise substantial doubt regarding the Company's ability to continue as a going concern. The Company's parent, Path Labs Holding, LLC has entered into an agreement to sell all of its interest in the Company to an unrelated party. See Note 16.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation: The financial statements of the Company have been prepared in conformity with accounting principles generally accepted in the United States of America.

Use of Estimates: The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the dates of the financial statements and the reported amounts of revenues and expenses during the reporting periods. Significant estimates, judgments and assumptions used in these financial statements include, but are not limited to, those related to reserves, accounts receivable and related allowances, contingencies, useful lives and the recovery of long-term assets. Actual results could differ from those estimates.

Advertising Costs: Advertising costs are expensed at the time they are incurred and were not material for the years ended December 31, 2013, and 2012.

Charity Care: The Company provides care to patients who meet certain criteria under its charity care policy without charge or at amounts less than its established rates. Because the Company does not pursue collection of amounts determined to qualify as charity care, they are not reported as revenue. Charity care provided in 2013 and 2012 was not material.

Cash and Cash Equivalents: The Company classifies highly liquid investments with original maturities of three months or less as cash and cash equivalents. The Company's cash is deposited with a financial institution insured by the Federal Deposit Insurance Corporation (FDIC), which insures all account balances up to $250,000. At December 31, 2013, the Company had deposits with carrying amounts of $247,237 and bank balances of $271,940. All balances were fully insured.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Common Units: Common units are eligible for allocation of all income, gain, loss, deduction and credit of the Company and distributions in respect of the ownership interests in the Company.

Laboratory Services Revenue Net: The Company recognizes laboratory services revenues when (a) the price is fixed or determinable, (b) persuasive evidence of an arrangement exists, (c) the service is performed and (d) collectability of the resulting receivable is reasonably assured.

Laboratory services are performed based on a written test requisition form or electronic equivalent and revenues are recognized once the diagnostic services have been performed. These laboratory services are billed to various payers, including Medicare, commercial insurance companies, and individuals. The Company reports revenues from contracted payers, including Medicare and certain insurance companies based on the contractual rate, or in the case of Medicare, published fee schedules. The Company reports revenues from non-contracted payers, including individuals, based on the amount expected to be collected. The difference between the amount billed and the amount estimated to be collected from non-contracted payers is recorded as an allowance to arrive at the reported net revenues. The expected revenues from non-contracted payers are based on the historical collection experience of each payer or payer group, as appropriate. The Company regularly reviews its historical collection experience and adjusts its expected revenues for current and subsequent periods accordingly.

Revenues from the Medicare and Medicaid programs accounted for approximately 18% and 5%, and 27% and 8%, respectively, of the Company's laboratory services revenue for the years ending December 31, 2013 and 2012. Laws and regulations governing the Medicare and Medicaid programs are complex and subject to interpretation. As a result, there is at least a reasonable possibility that recorded estimates will change by a material amount in the near term.

Cost of Revenue: Cost of revenue includes payroll and payroll related costs for performing tests, supplies, and courier costs to transport the specimens.

Patient Accounts Receivable: Patient accounts receivable represent amounts due primarily from third-party payors and patients under contracted reimbursement formulas. Accounts receivable are carried at the original billed amount less contractual adjustments and allowance for doubtful accounts. Management estimates uncollectible accounts receivable considering contractual arrangements, current aging statistics and historical collection trends. Patient accounts receivable are written-off when all third-party payor options have been exhausted.

The activity in the allowance account, including contractual allowance and an allowance for uncollectible accounts, for the years ended December 31, 2013 and 2012 is as follows:

	2013	2012
Beginning balance	$ 287,850	$ 258,075
Expense for bad debt	907,576	861,017
Write off of accounts receivable	(640,537)	(831,242)
Ending balance	$ 554,889	$ 287,850

Medical Supplies Inventory: Medical supplies inventory is stated at the lower of cost (first-in, first-out basis) or market.

Property and Equipment: Property and equipment are recorded at cost, net of accumulated depreciation. Depreciation is provided using the straight-line method over the following estimated useful lives:

Laboratory equipment	3 – 5 years
Other furniture and fixtures	3 years
Vehicles	3 – 5 years
Computer equipment and software	3 years

Amortization of leasehold improvements is provided using the straight-line method over the lesser of the term of the lease or the useful life of the improvement.

Expenditures for renewals or betterments are capitalized while maintenance and repair costs are expensed as incurred. Upon sale or retirement, the related cost and accumulated depreciation are removed from the accounts and the resulting gain or loss is included in current operating results. The Company evaluates property and equipment for financial impairment as events or changes in circumstances indicate that the carrying amount of such assets may not be fully recoverable.

Certain laboratory equipment and software held under capital leases are classified as property and equipment and are depreciated using the straight-line method over the shorter of the lease term or estimated economic life of the asset. The related obligations are recorded as liabilities.

Goodwill and Indefinite Lived Intangibles: Goodwill represents the excess of cost over fair value of assets of businesses acquired. The Company assesses goodwill and indefinite lived intangibles for impairment at least annually, and more frequently if triggering events occur. The timing of the Company's annual impairment test is the end of the fiscal year. In accordance with the authoritative guidance regarding goodwill and indefinite lived intangible asset impairment testing, an entity is allowed to first assess qualitative factors as a basis for determining whether it is necessary to perform quantitative impairment testing. If an entity determines that it is not more likely than not that the estimated fair value of an asset is less than its carrying value, then no further testing is required. Otherwise, impairment testing must be performed in accordance with the original accounting standards. If it is concluded that it is more likely than not that the asset is impaired, an impairment loss is recognized to the extent that the carrying amount of the reporting unit exceeds its fair value. The Company has determined that the business is comprised of one reporting unit.

The determination of goodwill impairment consists of two steps. First, the Company determines the fair value of the Company and compares it to its carrying amount. Second, if the carrying amount exceeds its fair value, an impairment loss is recognized for any excess. The implied fair value of goodwill is determined by allocating the fair value of the Company to its assets and liabilities in a manner similar to a purchase price allocation in accordance with accounting guidance for business combinations. The residual fair value after this allocation is the implied fair value of the Company's goodwill. No impairment of goodwill was identified during the year ended December 31, 2012.

The goodwill impairment test completed for the year ended December 31, 2013 resulted in an impairment of $2,600,000. During the year ended December 31, 2013, the Company experienced an approximate 23% reduction in net laboratory services revenue as compared to the year ended December 31, 2012. The Company continued to report recurring losses from operations through December 31, 2013. These factors led to the recognition of impairment at December 31, 2013. Fair value of the Company was calculated utilizing an average of calculated values based on comparable recent merger and acquisition activity of similar companies, comparable public company valuations using multiples of revenue, and a discounted cash flow analysis based on the Company's own budget projections.

The Company has indefinite lived intangibles consisting of a Medi-Cal Provider Number purchased in August 2011. The Medi-Cal Provider Number enables them to participate as a provider in the California Medical Assistance Program in Southern California. This intangible asset has been determined to have an indefinite life. Prior to December 31, 2012 the decision was made to sell the Medi-Cal Provider Number and an impairment loss of $73,716 was recognized during the year ended December 31, 2012. Fair value was determined based on two quoted sales prices and estimated costs to complete the sales transaction. See Note 6.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Finite Lived Intangible Assets: Intangible assets represent customer relationships consisting primarily of hospitals and physician groups. These intangible assets will be amortized over the expected relationship period of the hospitals and groups of approximately 17 years. Intangible assets are measured for impairment annually through the use of an undiscounted cash flow analysis. During the year ended December 31, 2012, impairment of $387,600 was recognized on the customer list intangible asset due to the loss of one key customer relationship. See Note 6. During the year ended December 31, 2013, no impairment was recognized.

Long-lived Assets: The Company reviews the carrying value of equipment for impairment whenever events and circumstances indicate that the carrying value of an asset may not be recoverable from the estimated future cash flows expected to result from its use and eventual disposition. In cases where the expected future cash flows are less than the carrying value, an impairment loss is recognized equal to an amount by which the carrying value exceeds the fair value of the assets. There were no impairment losses on equipment recognized during 2013 and 2012.

Income Taxes: The Company is a limited liability company and accordingly its results are allocated to its owners for inclusion in their respective tax returns. The Company pays state franchise taxes related to its operations throughout the United States.

The Company accounts for uncertainty in income tax positions under Accounting Standards Codification (ASC) 740-10 and evaluates its tax positions taken or expected to be taken in the course of preparing tax returns to determine whether the tax positions are “more-likely-than-not” of being sustained by the applicable tax authority. Tax positions not deemed to meet the “more-likely-than-not” threshold are recorded as an expense in the applicable year. The Company has evaluated its current tax positions and has concluded that as of December 31, 2013 and 2012, they do not have any significant uncertain tax positions for which a reserve or disclosure would be necessary. The Company does not expect the total amount of unrecognized tax benefits to change in the next 12 months.

Interest expense and penalties associated with unrecognized tax benefits are classified as additional income taxes in the statement of operations. For the years ended December 31, 2013 and 2012, there were no interest or penalties recognized.

Fair Value Measurements: The Company applies fair value accounting for all financial assets and liabilities, and nonfinancial assets and liabilities that are recognized or disclosed at fair value in the financial statements on a recurring basis. The Company defines fair value as the price that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. When determining the fair value measurements for assets and liabilities, which are required to be recorded at fair value, the Company considers the principal or most advantageous market, in which the Company would transact, and the market-based risk measurements or assumptions that market participants would use in pricing the asset or liability, such as inherent risk, transfer restrictions, and credit risk.

The Company applies the following fair value hierarchy, which prioritizes the inputs used to measure fair value into three levels and bases the categorization within the hierarchy upon the lowest level of input that is available and significant to the fair value measurement:

Level 1 – Observable inputs that reflect quoted prices (unadjusted) in active markets for identical assets or liabilities that the Company has the ability to access at the measurement date.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Level 2 – Inputs reflect quoted prices for identical assets or liabilities in markets that are not active, quoted prices for similar assets or liabilities in active markets, inputs other-than-quoted prices that are observable for the assets or liabilities, or inputs that are derived principally from or corroborated by observable data by correlation or other means.

Level 3 – Unobservable inputs reflecting the Company's own assumptions incorporated in valuation techniques used to determine fair value. These assumptions are required to be consistent with market participant assumptions that are reasonably available.

Assets and Liabilities Measured at Fair Value on a Nonrecurring Basis: The Company measures certain nonfinancial assets and liabilities, including goodwill, intangible, and other long-lived assets at fair value on a nonrecurring basis using Level 3 inputs. Except for contingent earn-out consideration, the Company did not have any nonfinancial assets or liabilities recorded at fair value at December 31, 2013 or 2012. The fair value of the Company's contingent earn-out consideration was $240,999 and $222,755 at December 31, 2013 and 2012, respectively (see Note 3).

Healthcare Legislation: In March 2010, the United States (U.S.) enacted major healthcare legislation which contains reforms to the insurance markets and makes dramatic changes to the Medicare and Medicaid programs. This legislation made significant changes to the U.S. Healthcare system by requiring most individuals to have health insurance coverage and mandating material changes to the delivery of healthcare services and the reimbursement paid for such services in order to generate savings in the Medicare program. Healthcare reform could increase operating costs and have a negative impact on third-party payors and insurance companies. Due to the uncertainty of the resulting regulatory changes that will be needed to implement these reforms, management cannot predict the effects these reforms may have, however they may have a material adverse effect on the financial condition, results of operations and cash flows of future periods.

NOTE 3 – ACQUISITIONS LIABILITY

On December 1, 2011, the Company acquired Hadden Pathology & Cytology, a California sole proprietorship, for a total purchase price of $3,640,394. The total purchase price was comprised of a payment of $2,875,000 and additional future payments to the seller, with an estimated net present value of $765,394 as of December 1, 2011.

The asset purchase agreement calls for three additional payments to be made to the seller that are dependent on the collection of revenues during defined measurement periods. The first payment of $290,625 was made on September 29, 2012, which was within 30 days after the expiration of the following collection period. The second payment of $253,125 was made in three installments, which was completed September 30, 2013. The agreement for the additional payment was amended during 2013, and the associated liability was re-assessed to $240,999. Key assumptions used in estimating the liability include probability of attaining certain revenue targets and collection percentages over the three year period. As fair value is calculated using the Company's assumptions and valuation techniques, this is considered a Level 3 measurement. The third payment remains outstanding as of the issuance of the accompanying financial statements.

Income of $3,288 and $337,477, resulting from earn-out liability re-measurements, have been recorded as a reduction of general and administrative expenses on the statement of operations for the years ended December 31, 2013 and 2012, respectively. The adjusted accretion of interest, associated with the liability of $240,999 for the year ended December 31, 2013, amounted to $78,875. The adjusted accretion of interest, associated with the liability for the period December 1, 2011 through December 31, 2012, amounted to $169,728, for a liability of $415,248 as of December 31, 2012.

NOTE 4 – PROPERTY AND EQUIPMENT

Property and equipment consist of the following at December 31:

	2013	2012
Owned laboratory equipment	$ 159,758	$ 1,230,859
Leased laboratory equipment	1,115,854	1,150,854
Computer equipment and software	512,918	1,069,440
Vehicles	211,674	247,370
Leasehold improvements	193,358	209,069
Office furniture and fixtures	6,300	92,075
	2,199,862	3,999,667
Less accumulated depreciation and amortization	(1,428,814)	(2,876,380)
	$ 771,048	$ 1,123,287

Depreciation and amortization expense related to property and equipment amounted to $416,636 and $432,903 for the years ended December 31, 2013 and 2012, respectively. Property and equipment held under capital leases at December 31, 2013 and 2012 included cost of $1,115,854 and $1,150,854 and accumulated depreciation of $737,150 and $634,166, respectively.

NOTE 5 – GOODWILL

Goodwill resulted from acquisitions for amounts paid in excess of the fair value of the tangible and intangible assets acquired. Goodwill consists of the following at December 31:

	2013	2012
Path Labs Holdings, LLC acquisition of Path Labs, LLC	$ 3,486,128	$3,486,128
Acquisition of Hadden Pathology & Cytology	1,391,577	1,391,577
Less goodwill impairment	(2,600,000)	—
	$ 2,277,705	$4,877,705

NOTE 6 – INTANGIBLE ASSETS

Intangible assets consist of the following at December 31:

	2013	2012
Customer Lists	$ 6,932,812	$6,932,812
Medi-Cal Provider Number	341,716	341,716
	7,274,528	7,274,528
Less accumulated impairment	(461,316)	(461,316)
	6,813,212	6,813,212
Less accumulated amortization	(1,309,690)	(929,119)
	$ 5,503,522	$5,884,093

Amortization expense was $380,571 and $404,181 for the years ended 2013 and 2012, respectively.

NOTE 6 – INTANGIBLE ASSETS (continued)

Expected future amortization expense of customer lists is as follows:

2014	$ 380,571
2015	380,571
2016	380,571
2017	380,571
2018	380,571
Thereafter	3,332,667
	$5,235,522

During 2012 management determined that the Medi-Cal Provider Number would be offered for sale. The Medi-Cal Provider Number has been recorded at its net realizable value through sale of $268,000. Net realizable value was determined based on two quoted sales prices and estimated costs to complete the sales transaction. The expense of impairment of $73,716 has been recorded as an operating expense on the statement of operations for the year ended December 31, 2012. As of December 31, 2013, management has reevaluated the status Medi-Cal Provider Number and has chosen to no longer hold it available for sale.

The customer lists are evaluated for impairment annually at December 31 using an undiscounted cash flow model. Due to declines in realized and anticipated revenue sourced from one of the two lists held after the loss of one key customer relationship, impairment of $387,600 was recognized as an expense for the year ended December 31, 2012. The customer lists were evaluated for impairment at December 31, 2013 and no impairment was recognized.

NOTE 7 – LINE OF CREDIT

The Company maintains a revolving line of credit with Silicon Valley Bank that allows for a maximum borrowing limit of $3,800,000 with an expiration date of May 7, 2014 (See Note 16). The line of credit bears interest at the prime rate plus 1.75% at December 31, 2013 and 2012, respectively (5% at December 31, 2013 and 2012, respectively). The line of credit outstanding amounted to $3,800,000 and $2,500,000 at December 31, 2013 and 2012, respectively. Interest expense on the line of credit totaled $132,064 and $83,301 for the years ended December 31, 2013 and 2012, respectively. The line of credit is unsecured and is guaranteed by the majority shareholder of the Company's parent, Path Labs Holdings, LLC

NOTE 8 – NOTES PAYABLE

The Company has entered into multiple agreements with two financial institutions to purchase vehicles. The loans have interest rates ranging from 1.9% to 6.94% and have monthly fixed principal and interest payments ranging from $268 to $429. The notes mature at various dates through October 2015. The outstanding balance of vehicle notes payable amounted to $69,538 and $117,993 at December 31, 2013 and 2012, respectively.

In March 2010, the Company entered into a loan agreement funded by various investors for short term loan financing in the amount of $2,500,000. The loan has an interest rate of 14% and interest was paid quarterly. The maturity date of these notes was extended to September 2012. At this time, the Company entered into a loan agreement funded by the majority shareholder in the amount of $2,580,000 which provided funding to pay the outstanding investor notes. The note was due December 31, 2013. In January 2014, the loan agreement was amended to extend the maturity date to January 2, 2015. Interest of 12% per annum is payable quarterly or, at the sole discretion of the Company, it may be added to the outstanding principal balance. During the year ended December 31, 2013, $508,409 in interest was capitalized and the outstanding balance as of December 31, 2013 was $3,088,409. The loan is subordinated to the line of credit with Silicon Valley Bank described in Note 7.

NOTE 8 – NOTES PAYABLE (continued)

During 2012 and 2013, the Company executed a note payable to a member of senior management in satisfaction of certain compensation amounts due under the employment agreement. The notes bear an interest rate of 14%. The balance of the notes was $198,662 and $100,000 at December 31, 2013 and 2012, respectively plus accrued interest of $10,916. The note payable does not include a set maturity date but is due to be paid when the cash flows of the Company allow. Amounts due at December 31, 2013 are included in the future minimum payment schedule below as maturing in 2015, the year the Company anticipates payment to occur.

Future minimum payments on notes payable as of December 31, 2013 are as follows:

2014	$ 37,627
2015	3,318,982
	$3,356,609

NOTE 9 – CONCENTRATION OF CREDIT RISK

Patient Accounts Receivable: The Company grants credit without collateral to its patients, most of whom are insured under third-party payor agreements.

Significant concentrations of net patient accounts receivable are as follows:

	2013	2012
Medicare	7%	6%
Medi-Cal / Medicaid	6%	11%
Blue Cross Blue Shield	9%	8%

NOTE 10 – CAPITAL LEASES

The Company leases certain laboratory equipment under various capital leases. The lease agreements require monthly installments of $23,935 and expire through December 2014. Future minimum lease payments due under the capital leases are as follows at December 31:

Year Ending December 31,	
2014	$212,485
Less amount representing interest	(6,748)
Present value of net minimum lease payments	$205,737

Interest expense on the capital leases amounted to $22,891 and $38,955 for the years ended December 31, 2013 and 2012, respectively.

NOTE 11 – OPERATING LEASES

The Company leases various facility locations under non-cancelable operating leases. The lease agreements require monthly installments ranging from $2,385 to $16,057 expiring at various dates through November 2017.

Minimum future rental payments under non-cancelable operating leases as of December 31, 2013, are as follows:

2014	$ 491,022
2015	232,386
2016	219,703
2017	167,958
	$1,111,069

Rental expense on the operating leases amounted to $503,429 and $565,469 for the years ended December 31, 2013 and 2012, respectively.

NOTE 12 – EMPLOYEE RETIREMENT PLAN

The Company has a 401(k) plan that covers substantially all permanent employees who have completed three months of service and have attained age twenty-one. The Company matches employee contributions at 100% for the first 3% of the employee's salary, and at 50% for the next 2% of employee salary, subject to federal limitations. Benefits are payable upon the normal retirement date of the participant. The Company made matching contributions to the plan of $33,828 and $39,443 for 2013 and 2012, respectively.

NOTE 13 – COMMITMENT AND CONTINGENCIES

Laws and Regulations: The healthcare industry is subject to numerous laws and regulations of federal, state and local governments. These laws and regulations include, but are not necessarily limited to, matters such as licensure, accreditation, government healthcare program participation requirements, reimbursements, reimbursement for patient services and Medicare and Medicaid fraud and abuse. Recently, government activity has increased with respect to investigations and allegations concerning possible violations of fraud and abuse statutes and regulations by healthcare providers.

Violations of these laws and regulations could result in expulsion from government healthcare programs, together with the imposition of significant fines and penalties, as well as significant repayments for patient services previously billed. Management believes that the Company is in compliance with the fraud and abuse regulations as well as other applicable government laws and regulations. Compliance with such laws and regulations can be subject to future government review and interpretation as well as regulatory actions unknown or unasserted at this time.

Risk Management: The Company is insured under a claims-made insurance policy for professional liability claims whereby insurance premiums only cover those claims actually reported during the policy term. The policy is in effect through February 2015 and has a $1,000,000 limit of liability and a self-insured retention per claim of $5,000. Management is not aware of any asserted or unasserted professional liability claims whose settlement, if any, would be in excess of amounts covered by insurance or would otherwise have a material adverse effect on the Company's financial position, and therefore no amounts are accrued as of December 31, 2013 or 2012.

The Company is insured for workers' compensation, employee health benefits, directors and officers coverage, property, earthquake and auto insurance through third-party insurers.

NOTE 13 – COMMITMENT AND CONTINGENCIES (continued)

Litigation: The Company is involved in various legal actions in the normal course of business. It is management's opinion that the resolution of such matters relating to litigation is either covered by insurance or will not have a material adverse impact on the financial position or results of operations of the Company.

NOTE 14 – RELATED PARTY TRANSACTIONS

The Path Labs Holdings, LLC and the Company entered into an agreement with a Mainsail Management Company, LLC to provide management and oversight services. A quarterly management fee equal to 1% of the revenue of the Company for each fiscal quarter is payable in arrears on a monthly basis. The Company incurred management fees totaling $99,855 and $134,197 for the years ended December 31, 2013 and 2012, respectively. Amounts of $77,250 and $26,133 are included in related party payable at December 31, 2013 and 2012, respectively.

The Company entered into an agreement with Kolbeck, Bauer and Stanton Medical Corporation to provide pathology services on a contract basis. Kolbeck, Bauer and Stanton are the principals of KBS Holding, Inc. The Company incurred contract pathology fees totaling $2,237,081 and $2,521,507 for the years ended December 31, 2013 and 2012, respectively. Amounts of $96,685 and $141,750 are included in related party payable at December 31, 2013 and 2012, respectively.

The Company owes Path Labs Holdings, LLC $15,045,685 and $13,045,685 as of December 31, 2013 and 2012, respectively. Advances of $5,084,685 related to the original acquisition of the business and $9,961,000 and $7,961,000 related to advances to fund operations as of December 31, 2013 and 2012, respectively. The note does not bear interest. Repayment terms of the debt are not defined and therefore, the debt is considered due on demand and has been classified as a current liability.

NOTE 15 – EMPLOYEE STOCK ISSUANCES

Path Labs Holdings, LLC has issued Class M units for issuance to Company employees, consultants, directors and managers as an equity incentive. During 2013, there were 828,187 Class M units issued to members of senior management and no units were forfeited. During 2012, there were 1,345,000 Class M units issued to members of senior management and to board members and 384,943 units were forfeited. The Company has determined that the value of Class M units is not significant.

Class M units issued by Path Labs Holdings, LLC vest at varying rates as defined in each Unit Restriction Agreement. Total Class M units outstanding at December 31, 2013 and 2012 were 2,515,855 and 1,687,668, respectively. At December 31, 2013 and 2012, 884,384 and 314,057 Class M units were vested, respectively, and 1,631,471 and 1,373,611 Class M units were remaining to vest monthly between January 2014 and September 2017.

NOTE 16 – SUBSEQUENT EVENTS

The Company has evaluated subsequent events through July 8, 2014 the date the financial statements were available to be issued.

On January 2, 2014, Mainsail Partner II L.P. committed to an additional advancing of funds of $1,500,000 through 2014. Through the date of these financial statements, the Company has received $1,100,000 of the amount committed for advancement.

On April 29, 2014, the maturity date for line of credit with Silicon Valley Bank was extended to November 7, 2014.

On May 19, 2014, Path Labs Holdings, LLC, executed an agreement with NeoGeonomics, Inc. to sell its units in Path Labs, LLC. The transaction is expected to close on July 8, 2014.

Exhibit 99.2

Path Labs, LLC
West Sacramento, California

Contents

PATH LABS, LLC
CONDENSED BALANCE SHEETS
June 30, 2014 (Unaudited) and December 31, 2013

	June 30, 2014 (Unaudited)	December 31, 2013
ASSETS		
Current assets:		
Cash and cash equivalents	$ 288,217	$ 247,237
Patient accounts receivable	1,684,609	1,564,870
Medical supplies inventory	86,745	87,303
Prepaid expenses	66,039	76,700
Total current assets	2,125,610	1,976,110
Deposits and other assets	28,042	29,042
Property and equipment, net	602,396	771,048
Goodwill	2,277,705	2,277,705
Intangible assets, net	5,313,236	5,503,522
Total assets	$ 10,346,989	$ 10,557,427
LIABILITIES AND MEMBER'S DEFICIT		
Current liabilities:		
Accounts payable	$ 609,513	$ 580,472
Accrued compensation	289,312	314,408
Accrued expenses	352,618	288,288
Acquisition liability	253,125	240,999
Due to related parties	220,029	173,935
Capital lease obligation	50,816	205,737
Line of credit	3,800,000	3,800,000
Note payable, related party	4,415,926	—
Notes payable	37,806	37,627
Due to Path Labs Holdings, LLC	15,045,685	15,045,685
Total current liabilities	25,074,830	20,687,151
Notes payable, related party, net of current portion	201,561	3,287,071
Notes payable, net of current portion	13,007	31,911
Total liabilities	25,289,398	24,006,133
Commitments and contingencies		
Member's deficit:		
Common units, 300 issued and outstanding	3,405,992	3,405,992
Accumulated deficit	(18,348,401)	(16,854,698)
Total member's deficit	(14,942,409)	(13,448,706)
Total liabilities and member's deficit	$ 10,346,989	$ 10,557,427

See accompanying notes to condensed financial statements.

PATH LABS, LLC
CONDENSED STATEMENTS OF OPERATIONS
For the Six Months Ended June 30, 2014 and 2013 (Unaudited)

	Six Months Ended June 30, 2014	Six Months Ended June 30, 2013
Laboratory service revenue, net	$ 4,769,589	$ 4,966,632
Cost of revenue	3,491,986	3,934,554
Gross margin	1,277,603	1,032,078
Operating Expenses		
Sales and marketing	310,964	555,014
General and administrative	1,845,906	1,963,653
Depreciation and amortization	270,746	301,594
Total operating expenses	2,427,616	2,820,261
Operating loss	(1,150,013)	(1,788,183)
Other (expense) income		
Interest expense	(349,124)	(320,948)
Other income	5,434	8,831
Total other expense, net	(343,690)	(312,117)
Net Loss	$(1,493,703)	$(2,100,300)

See accompanying notes to condensed financial statements.

PATH LABS, LLC
CONDENSED STATEMENTS OF CASH FLOWS
For the Six Months Ended June 30, 2014 and 2013 (Unaudited)

	Six Months Ended June 30,	
	2014	2013
Cash flows from operating activities		
Net loss	$(1,493,703)	$(2,100,297)
Adjustments to reconcile net loss to net cash from operating activities		
Depreciation and amortization	358,938	403,647
Gain on disposal of property and equipment	—	(7,538)
Capitalized interest expense on long term borrowings	227,516	191,693
Interest accretion	12,126	50,284
Changes in operating assets and liabilities		
Patient accounts receivable	(119,739)	(496,301)
Medical supplies inventory	558	9,629
Other current assets	10,661	(24,167)
Deposits and other assets	1,000	—
Accounts payable	29,041	(53,126)
Accrued expenses	39,234	244,247
Due to related parties	46,094	(14,341)
Net cash from operating activities	(888,274)	(1,796,270)
Cash flows from investing activities		
Purchase of property and equipment	—	(42,869)
Proceeds from sale of property and equipment	—	11,416
Net cash from investing activities	—	(31,453)
Cash flows from financing activities		
Issuance of notes payable to related parties	1,102,900	—
Payments on notes payable	(18,725)	(29,907)
Payments on notes payable to related parties	—	(2,900)
Principal payment on capital lease	(154,921)	(118,240)
Advances from Path Labs Holdings, LLC	—	2,000,000
Net cash from financing activities	929,254	1,848,953
Net increase in cash and cash equivalents	40,980	21,230
Cash and cash equivalents, beginning of period	247,237	204,955
Cash and cash equivalents, end of period	$ 288,217	$ 226,185
Cash paid during the period for:		
Interest	$ 82,230	$ 64,665
Income taxes	$ 13,390	$ 13,390

See accompanying notes to condensed financial statements.

NOTE 1 – ORGANIZATION

Path Labs, LLC (the "Company") dba Path Logic is wholly-owned by Path Labs Holdings, LLC and is engaged in the business of providing full-service pathology laboratory, anatomic pathology services and clinical diagnostic services. Path Logic provides a comprehensive array of inpatient and outpatient services to physicians, pathologists, surgery centers, hospitals, and other healthcare providers seeking consistent, reliable, and rapid diagnostics using advanced technology and specialized expertise. Their labs have the capability to serve customers throughout California and the western United States. The Company's operations currently represent one reportable business segment.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. The Company has suffered recurring losses from operations, has an accumulated deficit of $ 18,348,401 and a working capital deficit. As described in Note 4, the line of credit outstanding of $3,800,000 is fully guaranteed by Mainsail Partners II, L.P. (the majority member of Path Labs Holdings, LLC). On January 2, 2014, the majority member committed to advance the Company additional funds of $1,500,000 through 2014 to fund operations. Through the date of these financial statements, the Company received $1,100,000 of the amount committed by the majority member, however the Company anticipates that additional funding will be needed for which there is no commitment. These factors raise substantial doubt regarding the Company's ability to continue as a going concern. On July 8, 2014, Path Labs, LLC was acquired by NeoGenomics, Inc.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation: The accompanying condensed financial statements are unaudited. These unaudited condensed financial statements reflect all normal recurring adjustments which are, in the opinion of management, necessary to present fairly the Company's financial position and its results of operations and cash flows for the periods presented herein. The unaudited condensed balance sheets do not include all disclosures, including notes required by accounting principles generally accepted in the United States of America ("U.S. GAAP"). The results of operations for the periods presented are not necessarily indicative of the operating results to be expected for other interim periods or for the full fiscal year.

The condensed balance sheet as of December 31, 2013 was derived from audited financial statements. The unaudited condensed financial statements were prepared for the purpose of complying with Rule 3-05 of Regulation S-X of the Securities and Exchange Commission. Certain information and footnote disclosures normally included in financial statements prepared in accordance with U.S. GAAP have been condensed or omitted pursuant to such rules and regulations. These unaudited condensed financial statements should be read in conjunction with the audited condensed financial statements and notes thereto included in Exhibit 99.1.

Use of Estimates: The preparation of these unaudited condensed financial statements requires management to make estimates and assumptions that affect the amounts reported in these unaudited condensed financial statements and accompanying notes. Significant estimates in these unaudited condensed financial statements include those related to reserves, accounts receivable and related allowances, contingencies, useful lives and the recovery of long-term assets. Actual results could differ from those estimates.

Patient Accounts Receivable: Patient accounts receivable represent amounts due primarily from third-party payors and patients under contracted reimbursement formulas. Accounts receivable are carried at the original billed amount less contractual adjustments and allowance for doubtful accounts. Management estimates uncollectible accounts receivable considering contractual arrangements, current aging statistics and historical collection trends. Patient accounts receivable are written-off when all third-party payor options have been exhausted.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

The activity in the allowance account, including contractual allowance and an allowance for uncollectible accounts for the six months ended June 30, 2014 is as follows:

	June 30, 2014
Beginning balance	$ 554,889
Expense for bad debt	261,771
Write off of accounts receivable	(225,642)
Ending balance	$ 591,018

NOTE 3 – GOODWILL

Goodwill resulted from acquisitions for amounts paid in excess of the fair value of the tangible and intangible assets acquired. Goodwill consists of the following at June 30, 2014:

	June 30, 2014
Path Labs Holdings, LLC acquisition of Path Labs, LLC	$ 3,486,128
Acquisition of Hadden Pathology & Cytology	1,391,577
Less goodwill impairment	(2,600,000)
	$ 2,277,705

NOTE 4 – LINE OF CREDIT

The Company maintains a revolving line of credit with Silicon Valley Bank that allows for a maximum borrowing limit of $3,800,000. On April 29, 2014, the maturity date for line of credit with Silicon Valley Bank was extended to November 7, 2014. The line of credit bears interest at the prime rate plus 1.75% at June 30, 2014 and December 31, 2013 (5% at June 30, 2014 and December 31, 2013). The line of credit outstanding amounted to $3,800,000 at June 30, 2014 and December 31, 2013. Interest expense on the line of credit totaled $89,722 and $49,717 for the six months ended June 30, 2014 and 2013, respectively. The line of credit is unsecured and is guaranteed by the majority member of the Company's parent, Path Labs Holdings, LLC.

NOTE 5 – NOTES PAYABLE, RELATED PARTIES

In September 2012, the Company entered into a loan agreement with the majority member in the amount of $2,580,000. The note was due on December 31, 2013. In January 2014, the loan agreement was amended to extend the maturity date to January 2, 2015. Interest of 12% per annum is payable quarterly or, at the sole discretion of the Company, it may be added to the outstanding principal balance. The loan is subordinated to the line of credit with Silicon Valley Bank described in Note 4. During the six months ended June 30, 2014 and 2013, $227,516 and $191,693, respectively, in interest was capitalized to this note.

On January 2, 2014, the majority member committed to advance the Company additional funds of $1,500,000 through 2014 to fund operations. Through the date of these financial statements, the Company received $1,100,000 of the amount committed by the majority member. This secured promissory note matures on January 2, 2015 and interest of 12% per annum is payable quarterly. The total outstanding balance on the notes to the majority member was $4,415,926 and $3,088,409 at June 30, 2014 and December 31, 2013, respectively.

During 2012 and 2013, the Company executed notes payable to a member of senior management in satisfaction of certain compensation amounts due under the employment agreement. The notes bear an interest rate of 14%. The balance of the notes payable was $201,651 and $198,662 at June 30, 2014 and December 31, 2013, respectively, plus accrued interest of $22,561 and $10,916 at June 30, 2014 and December 31, 2013, respectively. The notes payable do not include a set maturity date but are due to be paid when the cash flows of the Company allow.

NOTE 6 – COMMITMENT AND CONTINGENCIES

Laws and Regulations: The healthcare industry is subject to numerous laws and regulations of federal, state and local governments. These laws and regulations include, but are not necessarily limited to, matters such as licensure, accreditation, government healthcare program participation requirements, reimbursements, and reimbursement for patient services and Medicare and Medicaid fraud and abuse. Recently, government activity has increased with respect to investigations and allegations concerning possible violations of fraud and abuse statutes and regulations by healthcare providers.

Violations of these laws and regulations could result in expulsion from government healthcare programs, together with the imposition of significant fines and penalties, as well as significant repayments for patient services previously billed. Management believes that the Company is in compliance with the fraud and abuse regulations as well as other applicable government laws and regulations. Compliance with such laws and regulations can be subject to future government review and interpretation as well as regulatory actions unknown or unasserted at this time.

Risk Management: The Company is insured under a claims-made insurance policy for professional liability claims whereby insurance premiums only cover those claims actually reported during the policy term. The policy is in effect through February 2015 and has a $1,000,000 limit of liability and a self-insured retention per claim of $5,000. Management is not aware of any asserted or unasserted professional liability claims whose settlement, if any, would be in excess of amounts covered by insurance or would otherwise have a material adverse effect on the Company's financial position, and therefore no amounts are accrued as of June 30, 2014 or December 31, 2013.

The Company is insured for workers' compensation, employee health benefits, directors and officers coverage, property, earthquake and auto insurance through third-party insurers.

Litigation: The Company is involved in various legal actions in the normal course of business. It is management's opinion that the resolution of such matters relating to litigation is either covered by insurance or will not have a material adverse impact on the financial position or results of operations of the Company.

NOTE 7 – RELATED PARTY TRANSACTIONS

Path Labs Holdings, LLC and the Company entered into an agreement with the majority member to provide management and oversight services. A quarterly management fee equal to 1% of the revenue of the Company for each fiscal quarter is payable in arrears on a monthly basis. The Company incurred management fees totaling $47,696 and $51,147 for the six months ended June 30, 2014 and 2013, respectively. Amounts of $124,946 and $77,250 are included in due to related parties at June 30, 2014 and December 31, 2013, respectively.

The Company entered into an agreement with Kolbeck, Bauer and Stanton Medical Corporation to provide pathology services on a contract basis. Kolbeck, Bauer and Stanton are the principals of KBS Holding, Inc. The Company incurred contract pathology fees totaling $1,059,840 and $1,137,581 for the six months ended June 30, 2014 and 2013, respectively. Amounts of $95,083 and $96,685 are included in due to related parties at June 30, 2014 and December 31, 2013, respectively.

The Company owes Path Labs Holdings, LLC $15,045,685 as of June 30, 2014 and December 31, 2013. This amount relates to advances of $5,084,685 for the original acquisition of the business and $9,961,000 for advances to fund operations. The debt does not bear interest. Repayment terms of the debt are not defined and therefore, the debt is considered due on demand and has been classified as a current liability.

NOTE 8 – SUBSEQUENT EVENTS

On July 8, 2014, Path Labs, LLC was acquired by NeoGenomics, Inc.

Exhibit 99.3

UNAUDITED PRO FORMA CONDENSED CONSOLIDATED COMBINED FINANCIAL INFORMATION

Description of the transaction

On July 8, 2014, NeoGenomics Laboratories, Inc., ("NeoGenomics Laboratories") a wholly-owned subsidiary of the registrant NeoGenomics, Inc. (referred to individually as the "Parent Company" or collectively with its subsidiaries as "NeoGenomics" or the "Company") entered into a membership interest purchase agreement with Path Labs, LLC d/b/a Path Logic, a Delaware limited liability company ("Path Logic"), and Path Labs Holdings, LLC, a Delaware limited liability company ("PL Holdings"), whereby NeoGenomics Laboratories acquired all of the outstanding equity ownership interests in Path Logic from PL Holdings for a purchase price of $5.9 Million. NeoGenomics Laboratories paid the purchase price using cash on hand and borrowings on its revolving credit facility.

Basis of presentation

The Company accounted for the acquisition of the Path Logic as a business combination as prescribed in Accounting Standards Codification 805, "Business Combinations".

The accompanying unaudited condensed consolidated combined balance sheet as of June 30, 2014 has been presented as if the acquisition of the Path Logic Business had occurred on June 30, 2014.

The accompanying unaudited pro forma condensed consolidated combined statements of operations for the year ending December 31, 2013 and the six month period ending June 30, 2014 are presented as if the acquisition of the Path Logic Business had occurred on January 1, 2013.

These unaudited pro forma condensed consolidated combined statements should be read in connection with (1) the Company's audited consolidated financial statements for the year ended December 31, 2013 and notes thereto filed with the U.S. Securities and Exchange Commission, (2) the Company's unaudited condensed consolidated financial statements for the period ended June 30, 2014 and notes thereto filed with the U.S. Securities and Exchange Commission, (3) the audited financial statements for the Path Logic Business for the year ended December 31, 2013 and notes thereto included in Exhibit 99.1 to this Current Report on Form 8-K/A, and (4) the unaudited condensed financial statements for the Path Logic Business for the period ended June 30, 2014 and notes thereto included in Exhibit 99.2 to this Current Report on Form 8-K/A. In management's opinion, all adjustments necessary to reflect the significant effects of these transactions have been made. These statements are based on assumptions and estimates considered appropriate by our management; however, they are unaudited and are not necessarily, and should not be assumed to be, an indication of our financial position or results of operations that would have been achieved had the acquisitions been completed as of the dates indicated or that may be achieved in the future. The unaudited pro forma condensed consolidated combined statements of operations do not include the effects of any non-recurring costs or one-time transaction-related costs. The historical financial information has been adjusted in the accompanying unaudited pro forma condensed consolidated combined financial statements to give effect to pro forma events that are (1) directly attributable to the transactions, (2) factually supportable and (3) with respect to the unaudited pro forma condensed consolidated combined statements of operations, are expected to have a continuing impact on the combined results.

We prepared the unaudited pro forma condensed consolidated combined financial information pursuant to Regulation S-X Article 11 of the Securities Exchange Act of 1934. Accordingly, our cost to acquire Path Labs of approximately $5.9 million has been allocated to the assets acquired and liabilities assumed according to their estimated fair values at the date of acquisition. Any excess of the purchase price over the estimated fair value of the net assets acquired has been recorded as goodwill. The preliminary estimates of fair values are reflected in the accompanying unaudited pro forma condensed consolidated combined financial information. The final determination of these fair values will be completed as soon as possible but no later than one year from the acquisition date. Although the final determination may result in asset and liability fair values that are different than the preliminary estimates of these amounts included herein, it is not expected that those differences will be material to an understanding of the impact of this transaction to our financial results.

NeoGenomics, Inc.
Pro Forma Condensed Consolidated Combined Balance Sheet
June 30, 2014
(unaudited)

	NeoGenomics	Path Labs, LLC(1)	Pro Forma Adjustments		Pro Forma Combined
ASSETS					
CURRENT ASSETS					
Cash and cash equivalents	$ 5,023,275	$ 288,217	$ (2,932,976)	A	$ 2,378,516
Accounts receivable	18,799,501	1,684,609	—		20,484,110
Inventories	2,616,545	86,745	—		2,703,290
Deferred income tax asset, net	587,600	—	—		587,600
Other current assets	1,055,218	66,039	—		1,121,257
Total current assets	28,082,139	2,125,610	(2,932,976)		27,274,773
PROPERTY AND EQUIPMENT, net	12,973,826	602,396	201,744	B	13,777,966
INTANGIBLE ASSETS, net	2,465,233	5,313,236	(3,453,236)	C	4,325,233
GOODWILL	—	2,277,705	283,155	D	2,560,860
OTHER ASSETS	116,378	28,042	—		144,420
TOTAL ASSETS	$ 43,637,576	$ 10,346,989	$ (5,901,313)		$ 48,083,252
LIABILITIES AND STOCKHOLDERS' EQUITY					
CURRENT LIABILITIES					
Accounts payable	$ 6,081,003	$ 609,513	$ —		$ 6,690,516
Accrued compensation	3,410,672	289,312	—		3,699,984
Accrued expenses and other liabilities	650,510	825,772	(5,816)	E	1,470,466
Short-term portion of equipment leases	3,094,332	50,816	—		3,145,148
Note payable, related party	—	4,415,926	(4,415,926)	F	—
Note payable	—	37,806	—		37,806
Revolving credit line	1,989,099	3,800,000	(824,734)	G	4,964,365
Due to Path Labs Holdings, LLC	—	15,045,685	(15,045,685)	H	—
Total current liabilities	15,225,616	25,074,830	(20,292,161)		20,008,285
LONG TERM LIABILITIES					
Notes payable, related party	—	201,561	(201,561)	I	—
Notes payable, net of current portion	—	13,007	—		13,007
Long-term portion of equipment leases	4,691,460	—	—		4,691,460
Deferred income tax liability, net	587,600	—	—		587,600
Total long term liabilities	5,279,060	214,568	(201,561)		5,292,067
Commitments					
STOCKHOLDERS' EQUITY					
Common stock	49,867	—	—		49,867
Membership units	—	3,405,992	(3,405,992)	J	—
Additional paid-in capital	43,244,382	—	—		43,244,382
Accumulated deficit	(20,161,349)	(18,348,401)	17,998,401	K	(20,511,349)
Total stockholders' equity	23,132,900	(14,942,409)	14,592,409		22,782,900
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$ 43,637,576	$ 10,346,989	$ (5,901,313)		$ 48,083,252

(1) Certain reclassifications were made to conform to NeoGenomics' financial statement presentation

See accompanying notes to Pro Forma Condensed Consolidated Combined financial statements

NeoGenomics, Inc.
Pro Forma Condensed Consolidated Combined Statement of Operations
For the year ended December 31, 2013
(Unaudited)

	NeoGenomics	Path Labs, LLC	Pro Forma Adjustments		Pro Forma Combined
NET REVENUE	$66,467,099	$ 9,837,461	$ —		$76,304,560
COST OF REVENUE	34,729,931	7,700,647	(20,781)	A	42,409,797
GROSS PROFIT	31,737,168	2,136,814	20,781		33,894,763
OPERATING EXPENSES					
General and administrative	17,397,128	4,450,639	(853,659)	B	20,994,108
Research and development	2,439,878	—	—		2,439,878
Impairment expense	—	2,600,000	—		2,600,000
Sales and marketing	8,725,686	1,033,339	—		9,759,025
Total operating expenses	28,562,692	8,083,978	(853,659)		35,793,011
INCOME (LOSS) FROM OPERATIONS	3,174,476	(5,947,164)	874,440		(1,898,248)
INTEREST AND OTHER INCOME (EXPENSE) – NET	(989,399)	(645,154)	488,953	C	(1,145,600)
INCOME (LOSS) BEFORE TAXES	2,185,077	(6,592,318)	1,363,393		(3,043,848)
INCOME TAXES	151,492	—	(139,273)	D	12,219
NET INCOME (LOSS)	$ 2,033,585	$(6,592,318)	$1,502,666		$ (3,056,067)
NET INCOME PER SHARE					
- Basic	$ 0.04	$	$		$ (0.06)
- Diluted	$ 0.04	$	$		$ (0.06)
WEIGHTED AVG NUMBER OF SHARES OUTSTANDING					
- Basic	48,262,896				48,262,896
- Diluted	52,775,162				52,775,162

NeoGenomics, Inc.
Pro Forma Condensed Consolidated Combined Statement of Operations
For the six months ended June 30, 2014
(Unaudited)

	NeoGenomics	Path Labs, LLC	Pro Forma Adjustments		Pro Forma Combined
NET REVENUE	$38,852,580	$ 4,769,589	$ —		$43,622,169
COST OF REVENUE	19,903,158	3,491,986	(869)	A	23,394,275
GROSS PROFIT	18,949,422	1,277,603	869		20,227,894
OPERATING EXPENSES					
General and administrative	10,924,482	2,116,652	(343,724)	B	12,697,410
Research and development	1,261,347	—	—		1,261,347
Impairment expense	—	—	—		—
Sales and marketing	5,791,278	310,964	—		6,102,242
Total operating expenses	17,977,107	2,427,616	(343,724)		20,060,999
INCOME (LOSS) FROM OPERATIONS	972,315	(1,150,013)	344,593		166,895
INTEREST AND OTHER INCOME (EXPENSE) – NET	(518,179)	(343,690)	265,589	C	(596,280)
INCOME (LOSS) BEFORE TAXES	454,136	(1,493,703)	610,182		(429,385)
INCOME TAXES	77,936	—	(39,818)	D	38,118
NET INCOME (LOSS)	$ 376,200	$(1,493,703)	$ 650,000		$ (467,503)
NET INCOME PER SHARE					
- Basic	$ 0.01	$	$		$ (0.01)
- Diluted	$ 0.01	$	$		$ (0.01)
WEIGHTED AVG NUMBER OF SHARES OUTSTANDING					
- Basic	49,589,798				49,589,798
- Diluted	53,550,610				53,550,610

NOTES TO UNAUDITED PRO FORMA CONDENSED CONSOLIDATED COMBINED FINANCIAL STATEMENTS

Note 1- Description of Transaction

On July 8, 2014, NeoGenomics Laboratories, Inc., ("NeoGenomics Laboratories") a wholly-owned subsidiary of the registrant NeoGenomics, Inc. (referred to individually as the "Parent Company" or collectively with its subsidiaries as "NeoGenomics" or the "Company") entered into a membership interest purchase agreement with Path Labs, LLC d/b/a Path Logic, a Delaware limited liability company ("Path Logic"), and Path Labs Holdings, LLC, a Delaware limited liability company ("PL Holdings"), whereby NeoGenomics Laboratories acquired all of the outstanding equity ownership interests in Path Logic from PL Holdings for a purchase price of $5.9 Million. NeoGenomics Laboratories paid the purchase price using cash on hand and borrowings on its revolving credit facility.

Note 2- Basis of Presentation and Purchase Price Allocation

These pro forma financial statements were prepared using the purchase method of accounting in accordance with Financial Accounting Standards Board's Accounting Standards Codification ("ASC") 805, Business Combinations, and using the fair value concepts defined in ASC 820, Fair Value Measurements and Disclosures. Certain reclassifications have been made to the historical financial statements of Path Labs, LLC to conform with NeoGenomics presentation. Under the purchase method of accounting, the total consideration transferred will be allocated to Path Labs, LLC assets acquired and liabilities assumed based on the estimated fair value of Path Labs, LLC tangible and intangible assets and liabilities as of the beginning of business on July 8, 2014. The excess of the total consideration over the net tangible and intangible assets will be recorded as goodwill. NeoGenomics has made a preliminary allocation of the estimated total consideration based on the unaudited statement of financial position of Path Labs, LLC as of July 8, 2014 and using estimates as described in the introduction to these unaudited pro forma condensed consolidated combined financial statements as follows:

Estimated Preliminary Acquisition Consideration Allocation

Current assets, including cash and cash equivalents of $78,577	$ 1,881,231
Property, plant and equipment.	804,140
Identifiable intangible assets – customer relationships	1,860,000
Goodwill	2,560,860
Total assets acquired	7,106,231
Current liabilities	(1,184,982)
Long-term liabilities	(13,007)
Net assets acquired	$ 5,908,242

Consideration for the transaction used approximately $2,932,976 of cash on hand and approximately $2,975,266 of availability on our revolving credit facility with Capital Source Bank.

The Company incurred approximately $350,000 in transaction related expenses after the six months ended June 30, 2014. The transaction related expenses have been included in the pro forma adjustments on the June 30, 2014 Pro Forma Condensed Consolidated Combined Balance Sheet.

The amounts above are considered preliminary and are subject to change once NeoGenomics receives certain information it believes is necessary to finalize its determination of the fair value of assets acquired and liabilities assumed under the acquisition method. Thus these amounts are subject to refinement, and additional adjustments to record fair value of all assets acquired and liabilities assumed may be required.

Note 3- Unaudited Pro Forma Condensed Consolidated Combined Balance Sheet Adjustments

The pro forma adjustments are preliminary, based on estimates, and are subject to change as more information becomes available and after final analyses of the fair values of both tangible and intangible assets acquired and liabilities assumed are completed. Accordingly, the final fair value adjustments may be materially different from those presented herein.

Adjustments included in the column under the heading "Pro Forma Adjustments" primarily relate to the following:

A	To reflect the cash consideration paid in the transaction	$ (2,932,976)
B	To reverse the book value of property and equipment	$ (602,396)
	To record the fair value of property and equipment	804,140
	Total adjustment to property and equipment	$ 201,744
C	To reverse the existing net book value of Path Logic intangible assets	$ (5,313,236)
	To record the fair value of intangible assets acquired	1,860,000
	Total adjustment to intangible assets	$ (3,453,236)
D	To reverse the existing Path Logic Goodwill	$ (2,277,705)
	To record the fair value of goodwill	2,560,860
	Total adjustment to Goodwill	$ 283,155
E	To reverse amounts due to related parties	$ (102,691)
	To reverse amounts due related to previous acquisitions	(253,125)
	To record estimated acquisition costs related to the transaction	350,000
	Total adjustment to accrued expenses and other liabilities	$ (5,816)
F	To reverse notes payable, related party short-term portion	$ (4,415,926)
G	To reverse the existing Path Logic line of credit paid off at closing	$ (3,800,000)
	To record the amounts borrowed on the NeoGenomics revolving line of credit	2,975,266
	Total adjustment to line of credits	$ (824,734)
H	To reverse amounts due to Path Labs Holdings, LLC	$(15,045,685)
I	To reverse notes payable, related party long-term portion	$ (201,561)
J	To reverse Path Logic, LLC membership units	$ (3,405,992)
K	To reverse Path Logic, LLC accumulated deficit	$ 18,348,401
	To record estimated acquisition costs related to the transaction	(350,000)
	Total adjustment to Accumulated deficit	$ 17,998,401

Note 4- Unaudited Pro Forma Condensed Consolidated Combined Statement of Operations Adjustments for the Year Ended December 31, 2013

The pro forma adjustments are preliminary, based on estimates, and are subject to change as more information becomes available and after final analyses of the fair values of both tangible and intangible assets acquired and liabilities assumed are completed. Accordingly, the final fair value adjustments may be materially different from those presented herein.

Adjustments included in the column under the heading “Pro Forma Adjustments” primarily relate to the following:

A	To reverse depreciation expense of Path Logic in Cost of Revenue	$(195,428)
	To record depreciation expense for revaluation of property and equipment	174,647
	Total adjustment to depreciation expense in Cost of Revenue	$ (20,781)
B	To reverse amortization of Path Labs included in General and Administrative	$(380,571)
	To record amortization expense for newly identified intangible assets	143,077
	To reverse depreciation expense of Path Logic in General and Administrative	(221,208)
	To record depreciation expense for revaluation of property and equipment	58,167
	To reverse management agreement fees and former CEO salaries for Path Logic	(453,124)
	Total adjustment to General and Administrative	$(853,659)
	The identifiable intangible assets consist of customer relationships and are valued at $1,860,000. The customer relationships are being amortized over thirteen years. Amortization for the first five years follows: $143,077, $143,077, $143,077, $143,077, and $143,077	
C	To reverse previously recorded interest expense of Path Logic	$(645,154)
	To record interest expense on the consideration borrowed from the Company’s revolving line of credit, at a rate of 5.25% (which is the higher of Libor or 1% + 4.25%. If rates increased by 0.125% the interest expense would change by approximately $4,000)	156,201
	Total adjustment to interest expense	$(488,953)
D	To record the effect of pro forma adjustments on Income Taxes	$(139,273)
	Adjustments to Income Taxes reflect the reversal of taxes paid to the state of California, and for reduced AMT taxes paid on our Federal tax return. Due to net operating loss carry forwards we do not pay Federal income taxes	

Note 5- Unaudited Pro Forma Condensed Consolidated Combined Statement of Operations Adjustments for the Six Months Ended June 30, 2014

The pro forma adjustments are preliminary, based on estimates, and are subject to change as more information becomes available and after final analyses of the fair values of both tangible and intangible assets acquired and liabilities assumed are completed. Accordingly, the final fair value adjustments may be materially different from those presented herein.

Adjustments included in the column under the heading “Pro Forma Adjustments” primarily relate to the following:

A	To reverse depreciation expense of Path Logic in Cost of Revenue	$ (88,192)
	To record depreciation expense for revaluation of property and equipment	87,323
	Total adjustment to depreciation expense in Cost of Revenue	$ (869)
B	To reverse amortization of Path Labs included in General and Administrative	$(190,285)
	To record amortization expense for newly identified intangible assets	71,538
	To reverse depreciation expense of Path Logic in General and Administrative	(80,460)

	To record depreciation expense for revaluation of property and equipment	29,083
	To reverse management agreement fees and former CEO salaries for Path Logic	(173,600)
	Total adjustment to General and Administrative	$(343,724)
	The identifiable intangible assets consist of customer relationships and are valued at $1,860,000. The customer relationships are being amortized over thirteen years. Amortization for the first five years follows: $143,077, $143,077, $143,077, $143,077, and $143,077	
	To reverse previously recorded interest expense of Path Logic	$(343,690)
C	To record interest expense on the consideration borrowed from the Company's revolving line of credit, at a rate of 5.25% (which is the higher of Libor or 1% + 4.25%. If rates increased by 0.125% the interest expense would change by approximately $2,000)	78,101
	Total adjustment to interest expense	$(265,589)
D	To record the effect of pro forma adjustments on Income Taxes	$ (39,818)
	Adjustments to Income Taxes reflect the reversal of taxes paid to the state of California, and for reduced AMT taxes paid on our Federal tax return. Due to net operating loss carry forwards we do not pay Federal income taxes	