
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, DC 20549

**FORM S-8
REGISTRATION STATEMENT**
*UNDER
THE SECURITIES ACT OF 1933*

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

Nevada
(State or other jurisdiction of
incorporation or organization)

74-2897368
(I.R.S. Employer
Identification No.)

12701 Commonwealth Drive, Suite 9
Fort Myers, Florida 33913
(Address of Principal Executive Offices)

NEOGENOMICS, INC. AMENDED AND RESTATED EQUITY INCENTIVE PLAN
(Full Title of the Plan)

Douglas M. VanOort
12701 Commonwealth Drive, Suite 9
Fort Myers, Florida 33913
239.768.0600
(Name, address, and telephone number of agent for service)

With copies to:

Clayton E. Parker, Esq.
John Owens, Esq.
K&L Gates LLP
200 South Biscayne Boulevard, Suite 3900
Miami, Florida 33131
Telephone: 305.539.3300
Facsimile: 305.358.7095

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). (Check one):

Large accelerated filer ☐

Non-accelerated filer ☐ (Do not check if a smaller reporting company)

Accelerated filer ☒

Smaller reporting company ☐

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount To be Registered(1)	Proposed maximum offering price per share (2)	Proposed maximum aggregate offering price	Amount of registration fee (2)
Common Stock, \$0.001 par value	2,500,000	\$6.49	\$16,225,000	\$1,885.35
Total	2,500,000	\$6.49	\$16,225,000	\$1,885.35

- (1) The NeoGenomics, Inc. Amended and Restated Equity Incentive Plan (the “Incentive Plan”) authorizes the issuance of a maximum of 9,500,000 shares of Common Stock. This Registration Statement registers 2,500,000 shares of Common Stock authorized for issuance under the Incentive Plan pursuant to the First Amendment of the Incentive Plan, in addition to (a) the 500,000 shares registered under the Incentive Plan on a registration statement on Form S-8 (File No. 333-189391) filed with the United States Securities and Exchange Commission (the “SEC”) on June 17, 2013, (b) the 2,656,110 shares registered under the Incentive Plan on a registration statement on Form S-8 (File No. 333-159749) filed with the SEC on June 4, 2009, (c) the 1,594,065 shares registered under the Incentive Plan on a registration statement on Form S-8 (File No. 333-139484) filed with the SEC on December 19, 2006 and (d) the 2,249,825 shares registered under the Incentive Plan on a registration statement on Form S-8 (File No. 333-125994) filed with the SEC on June 21, 2005. This Registration Statement also registers additional securities to be offered or issued upon adjustments or changes made to registered securities by reason of any stock splits, stock dividends or similar transactions as permitted by Rule 416(a) and Rule 416(b) under the Securities Act of 1933, as amended (the “Securities Act”).
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(h) of the Securities Act. The proposed maximum offering price per share, proposed maximum aggregate offering price and amount of registration fee were computed based upon the average of the high and low prices of shares of Common Stock as reported on the NASDAQ Capital Market on July 21, 2015.

PART I

Item 1. Plan Information.

Not required to be filed with this Registration Statement.

Item 2. Registrant Information and Employee Plan Annual Information.

Not required to be filed with this Registration Statement.

PART II

Item 3. Incorporation of Documents by Reference.

The following documents have been previously filed by NeoGenomics, Inc. (the “Company”) with the SEC and are hereby incorporated by reference into this Registration Statement and shall be deemed a part hereof:

- (a) The Annual Report of the Company on Form 10-K for the fiscal year ended December 31, 2014 filed with the SEC on March 3, 2015, and its amendment on Form 10-K/A filed with the SEC on April 30, 2015;
- (b) The Quarterly Report of the Company on Form 10-Q filed with the SEC on May 11, 2015;
- (c) The Definitive Proxy Statement of the Company on Schedule 14A filed with the SEC on May 19, 2015;
- (d) The Current Report of the Company on Form 8-K filed with the SEC on January 23, 2015;
- (e) The Current Report of the Company on Form 8-K filed with the SEC on February 24, 2015;
- (f) The Current Report of the Company on Form 8-K filed with the SEC on April 21, 2015;
- (g) The Current Report of the Company on Form 8-K filed with the SEC on April 28, 2015;
- (h) The Current Report of the Company on Form 8-K filed with the SEC on June 15, 2015;
- (i) The Current Report of the Company on Form 8-K filed with the SEC on June 17, 2015;
- (j) All other reports filed pursuant to Section 13(a) or 15(d) of the Exchange Act, since December 31, 2014;
- (k) The description of the Common Stock contained in the registration statement on Form 8-A (Registration No. 000-54384), filed with the SEC under Section 12(g) of the Exchange Act on May 2, 2011, as updated by the description of the Common Stock set forth in the Prospectus Supplement to the Company’s Registration Statement No. 333-186067 filed with the SEC pursuant to Rule 424(b)(5) on February 28, 2013; and
- (l) The contents of (i) the Company’s registration statement on Form S-8 (File No. 333-189391) filed with the SEC on June 17, 2013, (ii) the Company’s registration statement on Form S-8 (File No. 333-180095) filed with the SEC on March 14, 2012, (iii) the Company’s registration statement on Form S-8 (File No. 333-173494) filed with the SEC on April 14, 2011 and (iv) the Company’s registration statement on Form S-8 (File No. 333-139484) filed with the SEC on December 19, 2006.

All documents filed by the Company pursuant to Section 13(a), 13(c), 14 and 15(d) of the Exchange Act after the date of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be part hereof from the date of filing of such documents.

Any statement contained in a document incorporated or deemed to be incorporated by reference in this Registration Statement shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein, or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein, modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement. Any Current Report on Form 8-K that is furnished to the SEC but not filed with the SEC is not deemed incorporated by reference into this Registration Statement.

Item 4. Description of Securities.

Not required to be filed with this Registration Statement.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

Not required to be filed with this Registration Statement.

Item 7. Exemption from Registration Claimed.

Not Applicable.

Item 8. Exhibits.

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
4.1	First Amendment of the NeoGenomics, Inc. Amended and Restated Equity Incentive Plan (incorporated by reference to the Company's Definitive Proxy Statement on Schedule 14A filed with the SEC on May 19, 2015)
5.1	Opinion of Snell & Wilmer L.L.P.
23.1	Consent of Crowe Horwath, LLP
23.2	Consent of Kingery & Crouse P.A.
23.3	Consent of Snell & Wilmer L.L.P. (contained in opinion filed as Exhibit 5.1)
24.1	Power of Attorney (included on signature page hereto)

Item 9. Undertakings.

Not required to be filed with this Registration Statement.

SIGNATURES

Pursuant to the requirements of the Securities Act, the Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Fort Myers, Florida, on July 28, 2015.

NeoGenomics, Inc.

Date: July 28, 2015

By: /s/ Douglas M. VanOort

Douglas M. VanOort

Chief Executive Officer and Chairman of the Board

We, the undersigned directors and officers of the Company, do hereby constitute and appoint Douglas M. VanOort and Steven C. Jones, and each and any of them, our true and lawful attorneys-in-fact and agents to do any and all acts and things in our names and our behalf in our capacities as directors and officers and to execute any and all instruments for us and in our name in the capacities indicated below, which said attorneys and agents, or any of them, may deem necessary or advisable to enable the Company to comply with the Securities Act, and any rules, regulations and requirements of the SEC in connection with this Registration Statement, including specifically, but without limitation, any and all amendments (including post-effective amendments) hereto, and we hereby ratify and confirm all that said attorneys and agents, or any of them, shall do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated below:

<u>Signatures</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Douglas M. VanOort</u> Douglas M. VanOort	Chief Executive Officer and Chairman of the Board (Principal Executive Officer)	July 28, 2015
<u>/s/ Steven C. Jones</u> Steven C. Jones	Executive Vice President, Finance and Director	July 28, 2015
<u>/s/ George A. Cardoza</u> George A. Cardoza	Chief Financial Officer (Principal Financial Officer)	July 28, 2015
<u>/s/ Edwin F. Weidig III</u> Edwin F. Weidig III	Director of Finance (Principal Accounting Officer)	July 28, 2015
<u>/s/ Bruce K. Crowther</u> Bruce K. Crowther	Director	July 28, 2015
<u>/s/ Kevin C. Johnson</u> Kevin C. Johnson	Director	July 28, 2015
<u>/s/ William J. Robison</u> William J. Robison	Director	July 28, 2015
<u>/s/ Raymond R. Hipp</u> Raymond R. Hipp	Director	July 28, 2015
<u>/s/ Lynn A. Tetrault</u> Lynn A. Tetrault	Director	July 28, 2015
<u>/s/ Alison L. Hannah</u> Alison L. Hannah	Director	July 28, 2015

EXHIBIT INDEX

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July 28, 2015

NeoGenomics, Inc.
12701 Commonwealth Drive, Suite 9
Fort Myers, Florida 33913

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as your counsel in connection with the registration statement on Form S-8 (the "Registration Statement") filed by NeoGenomics, Inc., a Nevada corporation (the "Company") with the Securities and Exchange Commission under the Securities Act of 1933 (the "Securities Act") for the registration of up to 2,500,000 shares (the "Shares") of the Company's common stock, par value \$0.001 per share, pursuant to the Company's Amended and Restated Equity Incentive Plan (the "Plan").

You have requested our opinion as to the matters set forth below in connection with the Registration Statement. For purposes of rendering this opinion, we have examined the Registration Statement, the Company's articles of incorporation, as amended, and bylaws, as amended, the Plan, and the corporate action of the Company that provides for the issuance of the Shares, and we have made such other investigation as we have deemed appropriate. We have examined and relied upon certificates of public officials and, as to certain matters of fact that are material to our opinion, we have also relied on certificates made by officers of the Company. In rendering our opinion, in addition to the assumptions that are customary in opinion letters of this kind, we have assumed the genuineness of signatures on the documents we have examined, the conformity to authentic original documents of all documents submitted to us as copies, and that the Company will have sufficient authorized and unissued shares of common stock available with respect to any Shares issued after the date of this letter. We have not verified any of these assumptions.

This opinion is rendered as of the date of this letter and is limited to matters of Nevada corporate law, including applicable provisions of the Nevada Constitution and reported judicial decisions interpreting those laws. We express no opinion as to the laws of any other state, the federal law of the United States, or the effect of any applicable federal or state securities laws.

Based upon and subject to the foregoing, it is our opinion that the Shares are duly authorized for issuance by the Company and, when issued and paid for as described in the Registration Statement and in accordance with the Plan, will be validly issued, fully paid, and nonassessable.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving our consent we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations under such act.

Very truly yours,

/s/ Snell & Wilmer L.L.P.
Snell & Wilmer L.L.P.

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of NeoGenomics, Inc. of our report dated March 3, 2015 on the consolidated balance sheet of NeoGenomics, Inc. as of December 31, 2014 and the consolidated statements of operations, stockholders' equity and cash flows for the year then ended and on the effectiveness of internal control over financial reporting at December 31, 2014.

/s/ Crowe Horwath LLP

Tampa, Florida
July 28, 2015

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement under the Securities Act of 1933 on Form S-8, of our report dated February 24, 2014 relating to the consolidated financial statements NeoGenomics, Inc. (the "Company") as of December 31, 2013 and for the years ended December 31, 2013 and 2012 which appear in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2014.

/s/ Kingery & Crouse, P.A.
Kingery & Crouse, P.A.
Tampa, Florida
July 28, 2015