

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

OMB Number:	3235-0287
Estimated average burden hours per response...	0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
ALBITAR MAHER	NEOGENOMICS INC [NEO]	<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year)	<input type="checkbox"/> Chief Medical Officer
12701 COMMONWEALTH DRIVE SUITE 9	08/19/2016	
(Street)	4. If Amendment, Date Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)
FORT MYERS, FL 33913		<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock								63,492	I	Shares owned by Albitar Oncology Defined Benefit Plan
Common Stock	08/19/2016		M		200,000	A	\$ 1.43	263,492	D	
Common Stock	08/19/2016		M		20,000	A	\$ 3.45	283,492	D	
Common Stock	08/19/2016		M		100,000	A	\$ 4.78	383,492	D	
Common Stock	08/19/2016		M		250,000	A	\$ 1.43	633,492	D	
Common Stock	08/19/2016		S		370,000	D	\$ 8.23	263,492	D	
Common Stock	08/19/2016		F		34,625 (1)	D	\$ 8.26 (2)	228,867	D	

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 1474 (9-02)

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


[illegible]

Option (Right to Buy)	\$ 7.15							04/20/2017	[7]	04/20/2021	Common Stock	200,000		200,000	D	
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ALBITAR MAHER 12701 COMMONWEALTH DRIVE SUITE 9 FORT MYERS, FL 33913			Chief Medical Officer	

Signatures

/s/ Maher Albitar		08/23/2016
 Signature of Reporting Person		Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Shares withheld by NeoGenomics, Inc. to satisfy the cost of shares in connection with the August 19, 2016 warrant exercise.
- (2) Closing stock price on date of exercise, August 19, 2016.
- (3) These warrants were issued to Dr. Albitar upon the start of his service to the Company and vest upon the achievement of certain milestones.
- (4) On March 5, 2014 Dr. Albitar was granted 30,000 stock options. The options vest ratably over the first three anniversary dates of the grant date.
- (5) On May 5, 2015 Dr. Albitar was granted 300,000 stock options. The options vest ratably over the first three anniversary dates of the grant date.
- (6) These stock options were granted upon the start of Dr. Albitar's service to the Company and vest ratably over each of his first four anniversaries with the Company.
- (7) On April 20, 2016, Dr. Albitar was granted 200,000 stock options. These options vest ratably over the first three anniversary dates of the grant date.

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

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