

FORM 4

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

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

| | | | | | | | |
|---|---|--|-----------------------------------|--|--|---|--|
| 1. Name and Address of Reporting Person * BRODIE STEVEN G. | | 2. Issuer Name and Ticker or Trading Symbol NEOGENOMICS INC [NEO] | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ President, Pharma Services | | | |
| (Last) (First) (Middle) 12701 COMMONWEALTH DRIVE SUITE 9 | | 3. Date of Earliest Transaction (Month/Day/Year) 03/13/2017 | | | | | |
| (Street) FORT MYERS, FL 33913 | | 4. If Amendment, Date Original Filed (Month/Day/Year) | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | | | |
| (City) (State) (Zip) | | 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) |
| Common Stock | 03/13/2017 | | S | 16,550 | D (1) \$ 8 | 49,403 | D |
| Common Stock | 03/20/2017 | | S | 33,450 | D \$ 7.9 | 15,953 | D |

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

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | | | | |
|---|--|---|---|-----------------------------------|--|---|--|---|---|---|---|--|---------|---|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Stock Option (Right to Buy) | \$ 3.76 | | | | | | | 04/16/2014(2) | 04/16/2018 | Common Stock | 10,000 | | 10,000 | D | |
| Stock Option (Right to Buy) | \$ 3.45 | | | | | | | 03/05/2015(3) | 03/05/2019 | Common Stock | 20,000 | | 20,000 | D | |
| Stock Option (Right to Buy) | \$ 4.78 | | | | | | | 05/04/2016(4) | 05/04/2020 | Common Stock | 120,000 | | 120,000 | D | |
| Stock Option (Right to Buy) | \$ 7.15 | | | | | | | 04/20/2017(5) | 04/20/2021 | Common Stock | 100,000 | | 100,000 | D | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BRODIE STEVEN G. 12701 COMMONWEALTH DRIVE SUITE 9 FORT MYERS, FL 33913 | | | President, Pharma Services | |

Signatures

| | |
|-------------------------------|------------|
| /s/ Steven G. Brodie | 03/22/2017 |
| 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) This line is included for purposes of amending the filing on 3/17/2017 which inadvertently showed the transaction as securities acquired rather than securities disposed of.

(2) On April 16, 2013 Dr. Brodie was granted 10,000 stock options. These options will vest ratably over the next three anniversary dates of the grant dates.

(3) On March 5, 2014 Dr. Brodie was granted 20,000 stock options. The options will vest ratably over the next three anniversary dates of the grant date.

(4) On May 4, 2015 Dr. Brodie was granted 120,000 stock options. These options vest ratably over the next three anniversary dates of the grant date.

(5) On April 20, 2016, Mr. Brodie was granted 100,000 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.

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