

McKenzie Kathryn B
 Form 4
 March 05, 2019

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 McKenzie Kathryn B

(Last) (First) (Middle)
 12701 COMMONWEALTH
 DRIVE, SUITE 9
 (Street)

FORT MYERS, FL 33913

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 NEOGENOMICS INC [NEO]

3. Date of Earliest Transaction
 (Month/Day/Year)
 03/01/2019

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Principal Accounting Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ____ 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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock	03/01/2019		A		2,273	A	\$ 0
					2,273	D	

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

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SEC 1474 (9-02)

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

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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)	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 19.6	03/01/2019		A	13,894	03/01/2020 ⁽¹⁾ 03/01/2024	Common Stock	13,894
Stock Option (Right to Buy)	\$ 8.03					02/26/2019 ⁽²⁾ 02/26/2023	Common Stock	48,000
Stock Option (Right to Buy)	\$ 9.07					10/18/2018 ⁽³⁾ 10/18/2022	Common Stock	25,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McKenzie Kathryn B 12701 COMMONWEALTH DRIVE SUITE 9 FORT MYERS, FL 33913			Principal Accounting Officer	

Signatures

/s/ Kathryn McKenzie 03/05/2019

**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) On March 1, 2019, Ms. McKenzie was granted an option to purchase 13,894 shares of NeoGenomics, Inc. common stock. The options vest ratably over the first four anniversary dates of the grant date.
- (2) On February 26, 2018, Ms. McKenzie was granted an option to purchase 48,000 shares of NeoGenomics, Inc. common stock. The options vest ratably over the first three anniversary dates of the grant date.
- (3)

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On October 18, 2017, Ms. McKenzie was granted an option to purchase 25,000 shares of NeoGenomics, Inc. common stock. The 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.