

NEOGENOMICS INC
Form 4
July 19, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
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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, 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 *
KINDERHOOK, LP

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
TWO EXECUTIVE DRIVE, SUITE 585

3. Date of Earliest Transaction (Month/Day/Year)
05/13/2013

____ Director
____ Officer (give title below) Other (specify below)
See Remarks

(Street)
FORT LEE, NJ 07024

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

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 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 Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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)

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying	8. Price of Derivative Security	9. Nu Deriv Secur
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Securities (Instr. 3 and 4)	(Instr. 5)	Bene Own Follo Repo Trans (Instr			
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KINDERHOOK, LP TWO EXECUTIVE DRIVE SUITE 585 FORT LEE, NJ 07024				See Remarks
KINDERHOOK GP LLC TWO EXECUTIVE DRIVE SUITE 585 FORT LEE, NJ 07024				See Remarks
KINDERHOOK PARTNERS, LLC TWO EXECUTIVE DRIVE SUITE 585 FORT LEE, NJ 07024				See Remarks
Shah Tushar TWO EXECUTIVE DRIVE SUITE 585 FORT LEE, NJ 07024				See Remarks
CLEARMAN STEPHEN J TWO EXECUTIVE DRIVE SUITE 585 FORT LEE, NJ 07024				See Remarks

Signatures

/s/ Tushar Shah, Managing Member of Kinderhook, LP's General Partner
 Date: 07/19/2013
 **Signature of Reporting Person

/s/ Tushar Shah, Managing Member of Kinderhook GP, LLC
 Date: 07/19/2013
 **Signature of Reporting Person

/s/ Tushar Shah, Managing Member of Kinderhook Partners, LLC

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07/19/2013

__Signature of Reporting Person

Date

/s/ Tushar Shah

07/19/2013

__Signature of Reporting Person

Date

/s/ Stephen J. Clearman

07/19/2013

__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).

Remarks:

On May 13, 2013, Neogenomics, Inc. filed Form 10-Q for the quarter ending March 31, 2013, which reported that as of May 6

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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