

NEOGENOMICS INC  
Form SC 13G  
February 15, 2017

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934\***

**NeoGenomics, Inc.**  
(Name of Issuer)

**Common Stock, \$0.001 par value**  
(Title of Class of Securities)

**64049M209**  
(CUSIP Number)

**December 31, 2016**  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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NAME OF REPORTING PERSONS

Mathew P. Arens

1

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (b)

3

SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION

4

United State of America

NUMBER OF SHARES

SOLE VOTING POWER 5 0

BENEFICIALLY OWNED BY EACH

SHARED VOTING POWER 6 2,573,891

REPORTING PERSON WITH:

SOLE DISPOSITIVE POWER 7 0 SHARED DISPOSITIVE POWER 8 2,573,891

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,573,891

10

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11

3.3%

12

TYPE OF REPORTING PERSON

IN



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NAME OF REPORTING PERSONS  
 First Light Asset Management, LLC

**1** I.R.S. IDENTIFICATION NO. OF  
 ABOVE PERSONS  
 (ENTITIES ONLY)

46-3521994

**2** CHECK THE APPROPRIATE BOX IF (a)  
 A MEMBER OF A GROUP (b)

**3** SEC USE ONLY  
**4** CITIZENSHIP OR PLACE OF  
 ORGANIZATION

Delaware limited liability company

NUMBER OF SOLE VOTING POWER  
 SHARES **5**  
 0

BENEFICIALLY SHARED VOTING POWER  
 OWNED BY **6**  
 2,573,891

EACH SOLE DISPOSITIVE POWER  
 REPORTING **7**  
 0

PERSON SHARED DISPOSITIVE POWER  
 WITH: **8**  
 2,573,891

**9** AGGREGATE AMOUNT  
 BENEFICIALLY OWNED BY EACH  
 REPORTING PERSON

2,573,891

**10** CHECK BOX IF THE AGGREGATE  
 AMOUNT IN ROW 9 EXCLUDES  
 CERTAIN SHARES  
**11** PERCENT OF CLASS REPRESENTED  
 BY AMOUNT IN ROW 9

3.3%

**12** TYPE OF REPORTING PERSON

IA

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**Item 1(a). Name of Issuer:**  
NeoGenomics, Inc.

**Item 1(b). Address of Issuer's Principal Executive Offices:**  
12701 Commonwealth Drive, Suite 9, Fort Myers, FL 33913

**Item 2(a). Name of Person Filing:**  
Mathew P. Arens  
First Light Asset Management, LLC ("First Light")

First Light is deemed to be the beneficial owner of the Issuer's shares reflected in Item 4 below by virtue of the fact that it acts as investment adviser to certain persons, each of whom has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, those shares. Mr. Arens is also deemed to be the beneficial owner of these shares because of his position as managing member and majority owner of First Light.

**Item 2(b). Address of Principal Business Office or, if None, Residence:**  
3300 Edinborough Way, Suite 201, Edina, MN 55435

**Item 2(c). Citizenship:**  
Mathew P. Arens – United States citizen  
First Light – Delaware limited liability company

**Item 2(d). Title of Class of Securities:**  
Common Stock, \$0.001 par value

**Item 2(e). CUSIP Number:**  
64049M209

**Item 3. If This Statement is Filed Pursuant to §§240.13d-1(b), or 240.13d-2(b) or (c), Check Whether the Person Filing is a:**

- (a) Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o).
- (b) Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c).

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- (c) Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);

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- (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with §240.13d-1(b)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act (15 U.S.C. 80a-3);
- (j) Group, in accordance with §240.13d-1(b)(1)(ii)(J).

**Item 4. Ownership.**

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

Mathew P. Arens – 2,573,891

First Light – 2,573,891

(b) Percent of class:

Mathew P. Arens – 3.3%

First Light – 3.3%

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote

Mathew P. Arens – 0

First Light – 0

(ii) Shared power to vote or to direct the vote

Mathew P. Arens – 2,573,891

First Light – 2,573,891

(iii) Sole power to dispose or to direct the disposition of

Mathew P. Arens – 0

First Light – 0

(iv) Shared power to dispose or to direct the disposition of

Mathew P. Arens – 2,573,891

First Light – 2,573,891



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**Item 5. Ownership of Five Percent or Less of a Class.**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following

**Item 6. Ownership of More than Five Percent on Behalf of Another Person.**

Not applicable

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.**

Not applicable

**Item 8. Identification and Classification of Members of the Group.**

Not applicable

**Item 9. Notice of Dissolution of Group.**

Not applicable

**Item 10. Certification.**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under § 240.14a-11.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 14, 2017

Signature: /s/ Mathew P. Arens

Name: Mathew P. Arens

FIRST LIGHT ASSET MANAGEMENT, LLC

Date: February 14, 2017

By: /s/ Brett T. Johnson

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Name: Brett T. Johnson  
Title: Member, Senior Research Analyst, & Chief Compliance Officer

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**Exhibit A**

**JOINT FILING AGREEMENT**

The Undersigned agree that the statement on Schedule 13G with respect to the common stock of NeoGenomics, Inc., dated as of February 14, 2017, is, and any amendment thereto signed by each of the undersigned shall be, filed on behalf of each of them pursuant to and in accordance with the provisions of Rule 13d-1(K) under the Securities Exchange Act of 1934, as amended.

Signature: /s/ Mathew P. Arens  
Name: Mathew P. Arens

**FIRST LIGHT ASSET MANAGEMENT, LLC**

By: /s/ Brett T. Johnson  
Name: Brett T. Johnson  
Title: Member, Senior Research Analyst, and Chief Compliance Officer