

NEOGENOMICS INC
Form SC 13G/A
February 14, 2012

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

SCHEDULE
13G*
(Rule 13d-102)

INFORMATION
TO BE
INCLUDED IN
STATEMENTS
FILED
PURSUANT
TO RULES
13d-1(b), (c),
AND (d) AND
AMENDMENTS
THERE TO
FILED
PURSUANT TO
RULE 13d-2
(Amendment No.
2)*

Neogenomics,
Inc.
(Name of Issuer)

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

64049M209
(CUSIP Number)

December 31,
2011
(Date of Event
Which Requires
Filing of the
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 on 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*).

Page 1 of 9

NAME OF REPORTING PERSONS

1
Kinderhook Partners, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)

(a)
2
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

NUMBER OF 5

SHARES 0
SHARED VOTING POWER

BENEFICIALLY 6

OWNED BY 4,091,936
EACH SOLE DISPOSITIVE POWER

REPORTING 7

PERSON 0
SHARED DISPOSITIVE POWER

WITH 8

4,091,936

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,091,936

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

10

..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

9.5%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12

PN

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NAME OF REPORTING PERSONS

1
Kinderhook GP, LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)

(a)
2
(b)

SEC USE ONLY

3
CITIZENSHIP OR PLACE OF ORGANIZATION

4
Delaware

SOLE VOTING POWER

NUMBER OF 5

SHARES 0
SHARED VOTING POWER

BENEFICIALLY 6

OWNED BY 4,091,936
EACH SOLE DISPOSITIVE POWER

REPORTING 7

PERSON 0
SHARED DISPOSITIVE POWER

WITH 8
4,091,936

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

4,091,936

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

10

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

9.5%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12

OO

CUSIP No. 64049M209 13G Page 4 of 9 Pages

NAME OF REPORTING PERSONS

1
Stephen J. Clearman

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)

(a)
2
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

NUMBER OF 5

SHARES 0
SHARED VOTING POWER

BENEFICIALLY 6

OWNED BY 4,091,936
EACH SOLE DISPOSITIVE POWER

REPORTING 7

PERSON 0
SHARED DISPOSITIVE POWER

WITH 8

4,091,936

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,091,936

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

10

..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

9.5%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12

IN

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NAME OF REPORTING PERSONS

1
Tushar Shah

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)

(a)
2
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

NUMBER OF 5

SHARES 0
SHARED VOTING POWER

BENEFICIALLY 6

OWNED BY 4,091,936
EACH SOLE DISPOSITIVE POWER

REPORTING 7

PERSON 0
SHARED DISPOSITIVE POWER

WITH 8

4,091,936

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

4,091,936

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

10

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

9.5%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12

IN

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Item 1(a). **Name of Issuer:** Neogenomics, Inc. (the "Issuer")

Item 1(b). **Address of Issuer's Principal Executive Offices:**

12701 Commonwealth Drive, Suite 5

Fort Myers, Florida 33913

Item 2(a). **Name of Person Filing:**

Kinderhook Partners, LP

Kinderhook GP, LLC

Stephen J. Clearman

Tushar Shah

Item 2(b). **Address of Principal Business Office or, if none, Residence:**

1 Executive Drive, Suite 160

Fort Lee, New Jersey 07024

Item 2(c). **Citizenship:**

Kinderhook Partners, LP – Delaware

Kinderhook GP, LLC – Delaware

Stephen J. Clearman – United States of America

Tushar Shah – United States of America

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

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

Item 3. **If this statement is filed pursuant to Rules 13d-1(b), or 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);
- (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 Rule 13d-1(b)(1)(ii)(E);
- (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)(1)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);

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(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) A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J);

(k) Group, in accordance with § 240.13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution:

This statement is filed pursuant to Rule 13d-1(c).

Item 4.

Ownership:

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

(a) Amount beneficially owned:

(b) Percent of Class:

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

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

(ii) shared power to vote or to direct the vote:

(iii) sole power to dispose or to direct the disposition of:

(iv) shared power to dispose or to direct the disposition of:

Ownership as of December 31, 2011 is incorporated herein by reference from items (5) – (9) and (11) of the cover page of this Schedule 13G.

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 5 percent of the class of securities, check the following [].

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

Kinderhook Partners, L.P. specifically disclaims beneficial ownership in the shares of Common Stock reported herein except to the extent of its pecuniary interest therein, if any.

Kinderhook GP, LLC specifically disclaims beneficial ownership in the shares of Common Stock reported herein except to the extent of its pecuniary interest therein, if any.

Mr. Stephen J. Clearman and Mr. Tushar Shah are co-managing members of Kinderhook GP, LLC, the General Partner of Kinderhook Partners, L.P., and as a result, Mr. Clearman and Mr. Shah may be deemed to control such entities. In addition, Mr. Clearman and Mr. Shah are co-managing members of Kinderhook Capital Management, LLC, the Investment Adviser of Kinderhook Partners, L.P., responsible for making investment decisions with respect to the Partnership. Accordingly, Mr. Clearman and Mr. Shah may be deemed to have a beneficial interest in the shares of Common Stock by virtue of their indirect control of the Partnership's, General Partner's, and Investment Adviser's power to vote and/or dispose of the shares of Common Stock. Mr. Clearman and Mr. Shah disclaim beneficial ownership of the shares of Common Stock except to the extent of their pecuniary interest, if any, therein.

**Item Identification and Classification of the Subsidiary which Acquired the Security Being Reported on by the
7. 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. Certifications:

SIGNATURE

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

2/13/2011
(Date)

/s/ Tushar Shah
(Signature)

Tushar Shah
Name and Title

2/13/2011
(Date)

/s/ Stephen J. Clearman
(Signature)

Stephen J. Clearman
Name and Title

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2/13/2011

(Date)

/s/ Tushar Shah

(Signature)

Tushar Shah – Managing Member of Kinderhook GP, LLC

Name and Title

2/13/2011

(Date)

/s/ Tushar Shah

(Signature)

Tushar Shah – Managing Member of Kinderhook Partners, LP

Name and Title