

JONES STEVEN C
Form 4
December 20, 2012

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, 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 *
JONES STEVEN C

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

3. Date of Earliest Transaction (Month/Day/Year)
12/18/2012

Director 10% Owner
 Officer (give title below) Other (specify below)
Executive VP of Finance

FORT MYERS, FL US 33913

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 Indirect Beneficial Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|-----------------------------------------------|
| | | | | (A) or (D) | Price | | | |
| Common Stock | 12/18/2012 | | S | 632,114 | D | \$ 2.75 7,376,009 | I | By Aspen Select Healthcare, LP ⁽¹⁾ |
| Common Stock | 12/19/2012 | | S | 8,225 | D | \$ 2.75 7,367,784 | I | By Aspen Select Healthcare, LP ⁽¹⁾ |
| Common Stock | 12/20/2012 | | S | 1,100 | D | \$ 2.75 7,366,684 | I | By Aspen Select Healthcare, LP ⁽¹⁾ |

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| | | | | | | | | | |
|--------------|------------|--|------------------|-----------|---|------------|-----------|---|-------------------------------------------------------------------------------------|
| Common Stock | 12/20/2012 | | J ⁽⁴⁾ | 3,653,715 | D | \$ 2.75 | 3,712,969 | I | By Aspen Select Healthcare, LP ⁽¹⁾ |
| Common Stock | 12/20/2012 | | G | 22,640 | D | \$ 2.75 | 346,615 | D | |
| Common Stock | | | | | | | 50,476 | I | By Jones Network, LP |
| Common Stock | | | | | | | 34,857 | I | Shares owned in IRA and custodian accounts for the immediate family of Steven Jones |
| Common Stock | | | | | | | 190,000 | I | By Self as Trustee for Steven and Carisa Jones Defined Benefit Plan and Trust |
| Common Stock | | | | | | | 129,412 | I | By Aspen Opportunity Fund ⁽²⁾ |

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.

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(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 (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. Date Exercisable and Expiration Date (Month/Day/Year) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|----------------------------------------------------------|
| | | | | Code V | (A) (D) | Date Exercisable | Title | |

| | | Expiration Date | | Amount or Number of Shares | |
|-------------------------|---------|---------------------------|------------|----------------------------|---|
| Warrants (Right to Buy) | \$ 1.5 | 05/03/2010 ⁽³⁾ | 05/03/2017 | Common Stock | 0 |
| Warrants (Right to Buy) | \$ 0.75 | 02/09/2009 | 02/09/2014 | Common Stock | 0 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|----------------------------------------------------------------------------------|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| JONES STEVEN C 12701 COMMONWEALTH DRIVE SUITE 9 FORT MYERS, FL US 33913 | X | X | Executive VP of Finance | |
| ASPEN SELECT HEALTHCARE LP 1740 PERSIMMON DRIVE NAPLES, FL US 33913 | X | X | Executive VP of Finance | |

Signatures

/s/ Steven C. Jones 12/20/2012

**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) Aspen Select Healthcare, LP is a private investment fund. Medical Venture Partners, LLC is the sole general partner of Aspen Select Healthcare, LP, and Mr. Jones is a Managing Member of Medical Venture Partners, LLC. Mr. Jones disclaims beneficial ownership of such shares except to the extent of his respective pecuniary interests therein.
 - (2) An investment partnership entity controlled by Steven Jones. Mr. Jones disclaims beneficial ownership of such shares except to the extent of his respective pecuniary interests therein.
 - (3) Such warrants were issued in connection with a consulting agreement, dated 5/3/2010.
 - (4) This was a distribution of shares to certain limited partners of Aspen Select Healthcare, LP in conjunction with the final distribution of their limited partnership interests.

Remarks:

This was a distribution of shares to certain limited partners of Aspen Select Healthcare, LP in conjunction with the final distribution of shares.

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.