

NEOGENOMICS INC  
Form 8-A12G  
May 02, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

**FORM 8-A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**

**PURSUANT TO SECTION 12(b) OR (g) OF**  
**THE SECURITIES EXCHANGE ACT OF 1934**

**NEOGENOMICS, INC.**

(Exact name of registrant as specified in its charter)

**Nevada**  
(State of incorporation or organization)

12701 Commonwealth Drive, Suite 9,

Fort Myers, Florida

**74-2897368**  
(I.R.S. Employer

Identification No.)

33913

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(Address of principal executive offices)

(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

**Title of each class**

**Name of each exchange on which**

**to be so registered**

**each class is to be registered**

None

None

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box. "

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities Act registration statement file number to which this form relates: Not applicable

Securities to be registered pursuant to Section 12(g) of the Act:

**Common Stock, par value \$0.001 per share**

(Title of class)

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**INFORMATION REQUIRED IN REGISTRATION STATEMENT**
**Item 1. Description of Registrant's Securities to be Registered.**

The description of the securities of NeoGenomics, Inc., a Nevada corporation (the "Company"), set forth in the Company's Post Effective Amendment No. 1 to Registration Statement on Form S-1 (File No. 333-166526) filed with the Securities and Exchange Commission on March 31, 2011, is incorporated by reference into this Item 1.

**Item 2. Exhibits.**

<b>Exhibit No.</b>	<b>Description of Exhibit</b>	<b>Location</b>
3.1	Articles of Incorporation, as amended	Incorporated by reference to the Company's Registration Statement on Form SB-2 as filed with the SEC on February 10, 1999
3.2	Amendment to Articles of Incorporation filed with the Nevada Secretary of State on January 3, 2002	Incorporated by reference to the Company's Annual Report on Form 10-KSB as filed with the SEC on May 20, 2003
3.3	Amendment to Articles of Incorporation filed with the Nevada Secretary of State on April 11, 2003	Incorporated by reference to the Company's Annual Report on Form 10-KSB as filed with the SEC on May 20, 2003
3.4	Amended and Restated Bylaws	Incorporated by reference to the Company's Quarterly Report on Form 10-Q as filed with the SEC on May 14, 2009
10.1	Amended and Restated Registration Rights Agreement between NeoGenomics, Inc. and Aspen Select Healthcare, L.P. and individuals dated March 23, 2005	Incorporated by reference to the Company's Current Report on Form 8-K as filed with the SEC on March 30, 2005
10.2	Amended and Restated Shareholders' Agreement dated March 23, 2005 among Neogenomics, Inc., a Nevada corporation, Michael Dent, Aspen Select Healthcare, LP, John Elliot, Steven Jones and Larry Kuhnert	Incorporated by reference to the Company's Registration Statement on Form S-1 as filed with the SEC on November 28, 2008
10.3	Amendment to Amended and Restated Shareholders' Agreement dated March 13, 2009 among the Company, Aspen, Steven Jones and Larry Kuhnert	Incorporated by reference to the Company's Current Report on Form 8-K as filed with the SEC on March 20, 2009

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Exhibit No.	Description of Exhibit	Location
10.4	Registration Rights Agreement between NeoGenomics, Inc. and Aspen Select Healthcare, L.P., dated March 30, 2006	Incorporated by reference to the Company's Annual Report on Form 10-KSB as filed with the SEC on April 1, 2006
10.5	Subscription Documents	Incorporated by reference to the Company's Registration Statement on Form SB-2 as filed with the SEC on July 6, 2007
10.6	Investor Registration Right Agreement	Incorporated by reference to the Company's Registration Statement on Form SB-2 as filed with the SEC on July 6, 2007
10.7	Common Stock Purchase Agreement, dated November 5, 2008, between Neogenomics, Inc., a Nevada corporation, and Fusion Capital Fund II, LLC	Incorporated by reference to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2008, filed November 7, 2008
10.8	Registration Rights Agreement, dated November 5, 2008, between Neogenomics, Inc., a Nevada corporation, and Fusion Capital Fund II, LLC	Incorporated by reference to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2008, filed November 7, 2008
10.9	Subscription Agreement dated March 16, 2009 between the Douglas M. VanOort Living Trust and NeoGenomics, Inc.	Incorporated by reference to the Company's Current Report on Form 8-K as filed with the SEC on March 20, 2009
10.10	Registration Rights Agreement dated July 24, 2009 between NeoGenomics, Inc. and Abbott Laboratories	Incorporated by reference to the Company's Current Report on Form 8-K as filed with the SEC on July 30, 2009
10.11	Warrant Agreement dated May 3, 2010 between NeoGenomics, Inc. and Steven C. Jones.	Incorporated by reference to the Company's Quarterly Report on Form 10-Q as filed with the SEC on May 4, 2010
10.12	Form of Registration Rights Agreement used with Affiliates of the Company in the January 2011 Private Placement	Provided herewith
10.13	Form of Registration Rights Agreement used with Non-Affiliates in the January 2011 Private Placement	Provided Herewith

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Dated: May 2, 2011

NEOGENOMICS, INC.

By: /s/ George Cardoza  
George Cardoza  
Chief Financial Officer

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**EXHIBIT INDEX**

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