

NEOGENOMICS INC
Form 3
January 04, 2016

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â GENERAL ELECTRIC CO | | (Month/Day/Year) | NEOGENOMICS INC [NEO] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 3135 EASTON TURNPIKE | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director | <input checked="" type="checkbox"/> 10% Owner |
| FAIRFIELD,Â CTÂ 06828-0001 | | | <input type="checkbox"/> Officer | <input type="checkbox"/> Other |
| (City) | (State) | (Zip) | (give title below) | (specify below) |
| | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input checked="" type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 15,000,000 | I <u>(1)</u> <u>(2)</u> | See footnotes <u>(1)</u> <u>(2)</u> |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of | |

| | | | | | | | |
|--------------------------------------|----------|----------|--------------|-------------|------------|----------------|-----------------------|
| Series A Convertible Preferred Stock | Â (3)(4) | Â (3)(4) | Common Stock | (3) (4) (5) | \$ (3) (4) | I (1) (2) | See footnotes (1) (2) |
| | | | | | | (I) (Instr. 5) | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GENERAL ELECTRIC CO 3135 EASTON TURNPIKE FAIRFIELD,Â CTÂ 06828-0001 | Â | Â X | Â | Â |
| GE Medical Systems Information Technologies, Inc. 8200 WEST TOWER AVENUE MILWAUKEE,Â WIÂ 53223 | Â | Â X | Â | Â |

Signatures

/s/ Raul Grable, Attorney-in-Fact for General Electric Company

01/04/2016

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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).

On December 30, 2015, GE Medical Holding AB, a private limited company (privat aktiebolag) organized under the laws of the Kingdom of Sweden (Reg. No. 556648-9315), completed the sale to NeoGenomics, Inc., a Nevada corporation ("NeoGenomics"), of all of the issued and outstanding shares of common stock, par value \$0.01 per share, of Clariant, Inc. in exchange for cash consideration and 15,000,000 shares of common stock, par value \$0.001 per share ("Common Stock") of NeoGenomics, and (iii) 14,666,667 shares of Series A convertible preferred stock, par value \$0.001 per share ("Preferred Stock") of NeoGenomics (collectively, the "Transaction"). The Common Stock and Preferred Stock acquired pursuant to the Transaction were issued to GE Medical Systems Information Technologies, Inc., a Wisconsin corporation ("GE InfoTech"), the parent company of GE Medical Holding AB and a wholly owned subsidiary of General Electric Company, a New York corporation ("General Electric").

(1) (Continued from Footnote 1) General Electric disclaims beneficial ownership of the Common Stock and the Preferred Stock held by GE InfoTech except to the extent of its pecuniary interest, and the filing of this Form shall not be deemed an admission that General Electric is the beneficial owner of any equity securities of NeoGenomics, Inc. for purposes of Section 16 or any other purpose.

(2) At any time after December 30, 2018, to the extent that the volume weighted average price of the Common Stock equals or exceeds \$8.00 per share, as adjusted for standard anti-dilution adjustments, for 30 consecutive trading days, GE InfoTech will be entitled to convert all or any of its Preferred Stock into Common Stock in accordance with the terms of the Preferred Stock. In addition, if any Preferred Stock remains issued and outstanding on December 30, 2025, such Preferred Stock will automatically convert into Common Stock pursuant to the terms of the Preferred Stock. Based on the conversion price and the liquidation preference of the Preferred Stock in effect on the date of this filing, 14,666,667 shares of Common Stock could have been issued had the Preferred Stock been convertible, and converted in full, on the date of this filing.

(3) (Continued from Footnote 3) Based on the initial conversion price and assuming that all paid-in-kind dividends ("PIK Dividends") are paid pursuant to the terms of the Preferred Stock, it is expected that 10,775,454 additional shares of Common Stock will be issued if all of the shares of Preferred Stock remain outstanding through December 30, 2025 and are converted in full on such date.

(4) Commencing on December 31, 2016 and ending on the date all of the Preferred Stock has converted into Common Stock, PIK Dividends on each share of Preferred Stock will accrue quarterly in arrears on the last day of each March, June, September and December, and in kind in an amount of shares of Preferred Stock equal to (i) the product of a specified PIK Dividend rate, multiplied by the then-effective liquidation preference (\$7.50 per share, plus all declared and unpaid dividends thereon, including all accrued and unpaid PIK Dividends,

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in each case, as adjusted for standard anti-dilution adjustments, with respect to such shares), divided by (ii) four. As of the date of this filing, the aggregate liquidation preference of the Preferred Stock is \$7.50 per share multiplied by 14,666,667 shares of Preferred Stock, or \$110.0 million.

Â

Remarks:

ExhibitÂ List

ExhibitÂ 24.1Â -Â PowerÂ ofÂ AttorneyÂ (GeneralÂ ElectricÂ Company)

ExhibitÂ 24.2Â -Â PowerÂ ofÂ AttorneyÂ (GEÂ MedicalÂ SystemsÂ InformationÂ Technologies,Â Inc.)

ExhibitÂ 99.1Â -Â JointÂ FilerÂ Information,Â isÂ incorporatedÂ hereinÂ byÂ reference.

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.