

NEOGENOMICS INC
Form 8-K
June 06, 2018

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934
Date of Report (Date of earliest event reported)
June 1, 2018

NEOGENOMICS, INC.
(Exact name of registrant as specified in its charter)

Nevada 001-35756 74-2897368
(State or other jurisdiction (Commission (I.R.S. Employer
of incorporation) File Number) Identification No.)

12701 Commonwealth Drive, Suite 9 33913
Fort Myers, Florida
(Address of principal executive offices) (Zip Code)
(239) 768-0600
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.07. Submission of Matters to a Vote of Security Holders.

On June 1, 2018, NeoGenomics, Inc., a Nevada corporation (the “Company”), held an annual meeting of its stockholders. At the annual meeting, 76,115,215 shares of the Company’s common stock, par value \$0.001 per share, and all 6,864,000 shares of the Company’s Series A redeemable convertible preferred stock, par value \$0.001 per share (together with the common stock, “Voting Stock”), were present or represented by proxy at the meeting, representing approximately 95% of the outstanding Voting Stock as of April 2, 2018, the record date for the annual meeting. At the annual meeting, three proposals were submitted for a vote of the Company’s stockholders and the related results are as follows:

(1) Proposal No. 1: The election of Douglas M. VanOort, Steven C. Jones, Kevin C. Johnson, Raymond R. Hipp, Bruce K. Crowther, Lynn A. Tetrault, Alison L. Hannah and Stephen M. Kanovsky to serve as members of the Board of Directors until the next succeeding annual meeting of stockholders or until his or her successor has been duly elected and qualified. The stockholders elected the eight directors by the following votes:

	Votes For	Votes Withheld	Votes Against	Broker Non-Votes
Douglas M. VanOort	66,773,180	1,374,648	—	14,831,387
Steven C. Jones	66,967,600	1,180,228	—	14,831,387
Kevin C. Johnson	64,354,178	3,793,650	—	14,831,387
Raymond R. Hipp	65,025,657	3,122,171	—	14,831,387
Bruce K. Crowther	66,828,757	1,319,071	—	14,831,387
Lynn A. Tetrault	63,679,484	4,468,344	—	14,831,387
Alison L. Hannah	66,736,945	1,410,833	—	14,831,387
Stephen M. Kanovsky	65,138,627	3,009,201	—	14,831,387

(2) Proposal No. 2: The approval of the amendment of the amended and restated employee stock purchase plan, as identified in the proxy statement for the annual meeting. The stockholders approved the proposal by the following vote:

	Votes For	Abstentions	Votes Against	Broker Non-Votes
Number of Votes	67,565,646	73,493	508,689	14,831,387
Outstanding %	77.27	% —	% 0.58	%
Voted %	99.25	% —	% 0.74	%

(3) Proposal No. 3: The ratification of the appointment of the independent registered public accountant. The stockholders approved the proposal by the following vote:

	Votes For	Abstentions	Votes Against	Broker Non-Votes
Number of Votes	82,609,877	291,081	78,257	—
Outstanding %	94.48	% —	% 0.08	%
Voted %	99.90	% —	% 0.09	%

Item 9.01. Financial Statements and Exhibits.

- (a) Not applicable
- (b) Not applicable
- (c) Not applicable
- (d) Not applicable

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

NEOGENOMICS, INC.

By: /s/ Sharon A. Virag
Sharon A. Virag
Chief Financial Officer
June 6, 2018