

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

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Alphabet, Inc., Class C⁽¹⁾⁽²⁾

15,153 \$18,084,651

\$18,084,651

Internet & Direct Marketing Retail 3.6%

Amazon.com, Inc.⁽¹⁾⁽²⁾

11,432 \$22,898,296

\$22,898,296

IT Services 5.9%

Akamai Technologies, Inc.⁽¹⁾⁽²⁾

122,305 \$8,946,611

GoDaddy, Inc., Class A⁽¹⁾⁽²⁾

123,752 10,319,679

Visa, Inc., Class A⁽¹⁾

122,958 18,454,766

\$37,721,056

Machinery 4.4%

Caterpillar, Inc.⁽¹⁾

94,168 \$14,359,678

Fortive Corp.⁽¹⁾

164,288 13,833,050

\$28,192,728

Multi-Utilities 1.2%

Sempra Energy⁽¹⁾

69,970 \$7,959,088

\$7,959,088

Security	Shares	Value
Oil, Gas & Consumable Fuels 6.3%		
ConocoPhillips ⁽¹⁾	124,793	\$ 9,658,978
EOG Resources, Inc. ⁽¹⁾	69,471	8,862,416
Exxon Mobil Corp. ⁽¹⁾	183,346	15,588,077
Phillips 66 ⁽¹⁾	54,200	6,109,424
		\$ 40,218,895
Pharmaceuticals 4.9%		
Johnson & Johnson ⁽¹⁾	150,450	\$ 20,787,677
Zoetis, Inc. ⁽¹⁾	115,852	10,607,409
		\$ 31,395,086
Road & Rail 2.0%		
CSX Corp. ⁽¹⁾	176,151	\$ 13,043,982
		\$ 13,043,982
Semiconductors & Semiconductor Equipment 2.6%		
QUALCOMM, Inc. ⁽¹⁾	185,386	\$ 13,353,353
Skyworks Solutions, Inc.	39,246	3,560,005
		\$ 16,913,358
Software 5.6%		
Microsoft Corp. ⁽¹⁾	315,195	\$ 36,048,852
		\$ 36,048,852
Specialty Retail 2.5%		
Home Depot, Inc. (The) ⁽¹⁾	77,742	\$ 16,104,255
		\$ 16,104,255
Technology Hardware, Storage & Peripherals 6.0%		
Apple, Inc. ⁽¹⁾	117,142	\$ 26,443,635
Xerox Corp. ⁽¹⁾	439,560	11,859,329
		\$ 38,302,964
Textiles, Apparel & Luxury Goods 1.5%		
NIKE, Inc., Class B ⁽¹⁾	112,781	\$ 9,554,806
		\$ 9,554,806
		\$ 634,402,688

Total Common Stocks
(identified cost \$481,702,426)

Short-Term Investments 0.9%

Description	Units	Value
Eaton Vance Cash Reserves Fund, LLC, 2.19% ⁽³⁾	5,756,476	\$ 5,756,476

Total Short-Term Investments
(identified cost \$5,756,476)

\$ 5,756,476

Total Purchased Put Options 0.2%
(identified cost \$2,372,770)

\$ 1,160,148

Total Investments 100.3%
(identified cost \$489,831,672)

\$ 641,319,312

Total Written Call Options (0.3)%
(premiums received \$2,619,677)

\$ (1,958,789)

	Value
Other Assets, Less Liabilities (0.0)% ⁽⁴⁾	\$ (293,522)
Net Assets 100.0%	\$ 639,067,001

The percentage shown for each investment category in the Portfolio of Investments is based on net assets.

- (1) Security (or a portion thereof) has been pledged as collateral for written options.
- (2) Non-income producing security.
- (3) Affiliated investment company, available to Eaton Vance portfolios and funds, which invests in high quality, U.S. dollar denominated money market instruments. The rate shown is the annualized seven-day yield as of September 30, 2018. Net income from the investment in Eaton Vance Cash Reserves Fund, LLC for the fiscal year to date ended September 30, 2018 was \$102,638.
- (4) Amount is less than (0.05)%.

**Purchased Put
Options 0.2%**

**Exchange-Traded
Options 0.2%**

Description	Number of Contracts	Notional Amount	Exercise Price	Expiration Date	Value
S&P 500 Index	173	\$ 50,411,854	\$ 2,800	10/1/18	\$ 4,325
S&P 500 Index	175	50,994,650	2,800	10/3/18	13,562
S&P 500 Index	174	50,703,252	2,785	10/5/18	22,185
S&P 500 Index	174	50,703,252	2,775	10/8/18	27,840
S&P 500 Index	176	51,286,048	2,810	10/10/18	54,560
S&P 500 Index	175	50,994,650	2,830	10/12/18	85,750
S&P 500 Index	176	51,286,048	2,815	10/15/18	83,600
S&P 500 Index	175	50,994,650	2,830	10/17/18	115,500
S&P 500 Index	173	50,411,854	2,870	10/19/18	210,195
S&P 500 Index	173	50,411,854	2,845	10/22/18	166,945
S&P 500 Index	174	50,703,252	2,840	10/24/18	176,610
S&P 500 Index	174	50,703,252	2,825	10/26/18	199,076
Total					\$ 1,160,148

Written Call Options
(0.3)%

**Exchange-Traded
Options (0.3)%**

Description	Number of Contracts	Notional Amount	Exercise Price	Expiration Date	Value
S&P 500 Index	173	\$ 50,411,854	\$ 2,925	10/1/18	\$ (28,113)
S&P 500 Index	175	50,994,650	2,925	10/3/18	(91,000)
S&P 500 Index	174	50,703,252	2,920	10/5/18	(181,830)
S&P 500 Index	174	50,703,252	2,915	10/8/18	(260,130)
S&P 500 Index	176	51,286,048	2,925	10/10/18	(201,520)
S&P 500 Index	175	50,994,650	2,930	10/12/18	(196,875)
S&P 500 Index	176	51,286,048	2,920	10/15/18	(309,760)
S&P 500 Index	175	50,994,650	2,940	10/17/18	(175,875)
S&P 500 Index	173	50,411,854	2,975	10/19/18	(58,820)
S&P 500 Index	173	50,411,854	2,955	10/22/18	(129,750)
S&P 500 Index	174	50,703,252	2,960	10/24/18	(124,410)
S&P 500 Index	174	50,703,252	2,950	10/26/18	(200,706)
Total					\$ (1,958,789)

At September 30, 2018, the Fund had sufficient cash and/or securities to cover commitments under open derivative contracts.

The Fund is subject to equity price risk in the normal course of pursuing its investment objectives. The Fund pursues a collared options strategy which consists of buying S&P 500 index put options below the current value of the index and writing S&P 500 index call options above the current value of the index with the same expiration. The strategy uses the premium income from the written call options to buy an equal number of put options. In buying put options on an index, the Fund in effect, acquires protection against decline in the value of the applicable index below the exercise price in exchange for the option premium paid. In writing index call options, the Fund in effect, sells potential appreciation in the value of the applicable index above the exercise price. The Fund retains the risk of lost appreciation, minus the premium received, should the price of the underlying index rise above the exercise price. Under normal market conditions, the Fund's use of option collars is expected to provide a more consistent level of market exposure and market protection.

The fair value of open derivative instruments (not considered to be hedging instruments for accounting disclosure purposes) and whose primary underlying risk exposure is equity price risk at September 30, 2018 was as follows:

Derivative	Fair Value	
	Asset Derivative	Liability Derivative
Purchased options	\$ 1,160,148	\$
Written options		(1,958,789)
Total	\$ 1,160,148	\$ (1,958,789)

Under generally accepted accounting principles for fair value measurements, a three-tier hierarchy to prioritize the assumptions, referred to as inputs, is used in valuation techniques to measure fair value. The three-tier hierarchy of inputs is summarized in the three broad levels listed below.

Level 1 quoted prices in active markets for identical investments

Level 2 other significant observable inputs (including quoted prices for similar investments, interest rates, prepayment speeds, credit risk, etc.)

Level 3 significant unobservable inputs (including a fund's own assumptions in determining the fair value of investments)

In cases where the inputs used to measure fair value fall in different levels of the fair value hierarchy, the level disclosed is determined based on the lowest level input that is significant to the fair value measurement in its entirety. The inputs or methodology used for valuing securities are not necessarily an indication of the risk associated with investing in those securities.

At September 30, 2018, the hierarchy of inputs used in valuing the Fund's investments and open derivative instruments, which are carried at value, were as follows:

Asset Description	Level 1	Level 2	Level 3	Total
Common Stocks	\$ 634,402,688*	\$	\$	\$ 634,402,688
Short-Term Investments	\$	\$ 5,756,476	\$	\$ 5,756,476
Purchased Put Options	1,160,148			1,160,148
Total Investments	\$ 635,562,836	\$ 5,756,476	\$	\$ 641,319,312
Liability Description				
Written Call Options	\$ (1,958,789)	\$	\$	\$ (1,958,789)
Total	\$ (1,958,789)	\$	\$	\$ (1,958,789)

* The level classification by major category of investments is the same as the category presentation in the Portfolio of Investments.

For information on the Fund's policy regarding the valuation of investments and other significant accounting policies, please refer to the Fund's most recent financial statements included in its semiannual or annual report to shareholders.

Item 2. Controls and Procedures

(a) It is the conclusion of the registrant's principal executive officer and principal financial officer that the effectiveness of the registrant's current disclosure controls and procedures (such disclosure controls and procedures having been evaluated within 90 days of the date of this filing) provide reasonable assurance that the information required to be disclosed by the registrant on this Form N-Q has been recorded, processed, summarized and reported within the time period specified in the Commission's rules and forms and that the information required to be disclosed by the registrant on this Form N-Q has been accumulated and communicated to the registrant's principal executive officer and principal financial officer in order to allow timely decisions regarding required disclosure.

(b) There have been no changes in the registrant's internal controls over financial reporting during the fiscal quarter for which the report is being filed that have materially affected, or are reasonably likely to materially affect the registrant's internal control over financial reporting.

Item 3. Exhibits

A separate certification for each principal executive officer and principal financial officer of the registrant as required by Rule 30a-2(a) under the 1940 Act is attached hereto.

Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Eaton Vance Risk-Managed Diversified Equity Income Fund

By: /s/ Edward J. Perkin
Edward J. Perkin
President

Date: November 26, 2018

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

By: /s/ Edward J. Perkin
Edward J. Perkin
President

Date: November 26, 2018

By: /s/ James F. Kirchner
James F. Kirchner
Treasurer

Date: November 26, 2018