

KINDERHOOK GP LLC
 Form 4
 May 21, 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 *
KINDERHOOK PARTNERS, LP

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

2 EXECUTIVE DRIVE, SUITE 585

3. Date of Earliest Transaction (Month/Day/Year)
 05/15/2012

____ Director
 ____ Officer (give title below)
 10% Owner
 ____ Other (specify below)

(Street)

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

FORT LEE, NJ 07024

(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)		
			Code	V	Amount				
Common Stock, par value \$0.001	05/15/2012		P		175,000	A	\$ 1.7	4,664,297	D (1) (2)
Common Stock, par value \$0.001	05/17/2012		P		100,000	A	\$ 1.6998	4,764,297	D (1) (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

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displays a currently valid OMB control number.

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KINDERHOOK PARTNERS, LP 2 EXECUTIVE DRIVE, SUITE 585 FORT LEE, NJ 07024		X		
KINDERHOOK GP LLC 2 EXECUTIVE DRIVE, SUITE 585 FORT LEE, NJ 07024		X		
KINDERHOOK CAPITAL MANAGEMENT, LLC 2 EXECUTIVE DRIVE, SUITE 585 FORT LEE, NJ 07024		X		
Shah Tushar 2 EXECUTIVE DRIVE, SUITE 585 FORT LEE, NJ 07024		X		
CLEARMAN STEPHEN J 2 EXECUTIVE DRIVE, SUITE 585 FORT LEE, NJ 07024		X		

Signatures

By: /s/ Tushar Shah, Managing Member of Kinderhook GP, LLC, the General Partner of Kinderhook Partners, LP

05/21/2012

__Signature of Reporting Person

Date

By: /s/ Tushar Shah, Managing Member of Kinderhook GP, LLC

05/21/2012

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By: /s/ Tushar Shah, Managing Member of Kinderhook Capital Management, LLC	05/21/2012
By: /s/ Tushar Shah	05/21/2012
By: /s/ Stephen J. Clearman	05/21/2012

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).
- Mr. Tushar Shah and Mr. Stephen J. Clearman are the co-managing members of Kinderhook GP, LLC (the "General Partner"), which is responsible for making investment decisions with respect to Kinderhook Partners, LP (the "Partnership") as its general partner. In addition, Mr. Shah and Mr. Clearman are the co-managing members of Kinderhook Capital Management, LLC (the "Investment Adviser"), which serves as the Partnership's investment adviser, and they are responsible for making investment recommendations on behalf of the Investment Adviser. As a result, Mr. Shah and Mr. Clearman may be deemed to control the Partnership, the General Partner, and the Investment Adviser, and may be deemed to have a beneficial interest in the shares of Common Stock by virtue of their indirect control of the Partnership's, the General Partner's, and the Investment Adviser's power to vote and/or dispose of the shares of Common Stock.
- Mr. Shah and Mr. Clearman disclaim beneficial ownership of the shares of Common Stock except to the extent of his respective pecuniary interest, if any, therein. Kinderhook Capital Management, LLC and Kinderhook GP, LLC specifically disclaim beneficial ownership in the shares of Common Stock reported herein except to the extent of its pecuniary interest therein, if any.

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.