NEOGENOMICS INC
Form 10-Q
July 31, 2015
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**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

# FORM 10-Q

**(Mark One)**

x **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the quarterly period ended June 30, 2015.**

**or**

¨ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the transition period from _____ to _____**

**Commission File Number: 001-35756**

**NEOGENOMICS, INC.**

**(Exact name of registrant as specified in its charter)**

| **Nevada** | **74-2897368** |
|---|---|
| **(State or other jurisdiction of incorporation or organization)** | **(I.R.S. Employer Identification No.)** |

| **12701 Commonwealth Drive, Suite 9, Fort Myers, Florida** | **33913** |
|---|---|
| **(Address of principal executive offices)** | **(Zip Code)** |

**(239) 768-0600**

**(Registrant s telephone number, including area code)**

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes x No ¨

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes x No ¨

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act:

| | |
|---|---|
| Large accelerated filer ¨ | Accelerated filer x |
| Non-accelerated filer ¨ (Do not check if a smaller reporting company) | Smaller reporting company ¨ |

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ¨ No x

As of July 24, 2015, the registrant had 60,510,045 shares of Common Stock, par value $0.001 per share outstanding.

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**FORWARD-LOOKING STATEMENTS**

The information in this Quarterly Report on Form 10-Q contains forward-looking statements and information within the meaning of Section 27A of the Securities Act of 1933, as amended (the Securities Act ), and Section 21E of the Securities Exchange Act of 1934, as amended (the Exchange Act ) relating to NeoGenomics, Inc., a Nevada corporation (the Parent or the Parent Company ), and its subsidiaries, NeoGenomics Laboratories, Inc., a Florida corporation ( NEO , NeoGenomics Laboratories or the Subsidiary ) and Path Labs LLC, a Delaware Limited Liability Corporation ( Path Logic ) (collectively referred to as we , us , our , NeoGenomics , or the Company ), which are to the safe harbor created by those sections. These forward-looking statements include, but are not limited to, statements concerning our strategy, future operations, future financial position, future revenues, projected costs, prospects and plans and objectives of management. The words anticipates, believes, estimates, expects, intends, plans, projects, will, would and similar expressions are intended to identify forward-looking statements, although n all forward-looking statements contain these identifying words. We may not actually achieve the plans, intentions or expectations disclosed in our forward-looking statements and you should not place undue reliance on our forward-looking statements. These forward-looking statements involve known and unknown risks and uncertainties that could cause our actual results, performance or achievements to differ materially from those expressed or implied by the forward-looking statements, including, without limitation, the risks set forth in Part I, Item 1A, Risk Factors in our Annual Report on Form 10-K as filed with the Securities and Exchange Commission on March 3, 2015, and amended on April 30, 2015.

Forward-looking statements include, but are not limited to, statements about:

- Our ability to implement our business strategy;
- The expected reimbursement levels from governmental payers and private insurers and proposed changes to those levels;
- The application, to our business and the services we provide, of existing laws, rules and regulations, including without limitation, Medicare laws, anti-kickback laws, Health Insurance Portability and Accountability Act of 1996 ( HIPAA ) regulations, state medical privacy laws, federal and state false claims laws and corporate practice of medicine laws;
- Regulatory developments in the United States including increasing downward pressure on health care reimbursement;
- Our ability to maintain our license under the Clinical Laboratory Improvement Amendments of 1988 ( CLIA );
- Food and Drug Administration ( FDA ) proposed regulation of Laboratory Developed Tests;
- Failure to timely or accurately bill for our services;

The impact of adoption of the ICD-10-CM code set;

Our ability to expand our operations and increase our market share;

Our ability to expand our service offerings by adding new testing capabilities;

Our ability to meet our future capital requirements;

Our ability to integrate acquired businesses and costs related to such acquisitions;

The impact of internalization of testing by customers;

Our ability to compete with other diagnostic laboratories;

Our ability to hire and retain sufficient managerial, sales, clinical and other personnel to meet our needs;

Our ability to successfully scale our business, including expanding our facilities, our backup systems and infrastructure;

Our ability to generate sufficient cash flow from our license agreement with Health Discovery Corporation to support its fair value; and

The accuracy of our estimates regarding reimbursement, expenses, future revenues and capital requirements.

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Any forward-looking statement speaks only as of the date on which such statement is made, and the Company undertakes no obligation to update any forward-looking statement or statements to reflect events or circumstances after the date on which such statement is made or to reflect the occurrence of unanticipated events. New factors emerge from time to time and it is not possible for management to predict all of such factors, nor can it assess the impact of each such factor on the business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements.

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**PART I FINANCIAL INFORMATION**

**Item 1. Financial Statements**

**NEOGENOMICS, INC.**

**CONSOLIDATED BALANCE SHEETS**

**(in thousands, except share and per share amounts)**

**(unaudited)**

| | June 30, 2015 | December 31, 2014 |
|---|---|---|
| **ASSETS** | | |
| **CURRENT ASSETS** | | |
| Cash and cash equivalents | $ 32,952 | $ 33,689 |
| Accounts receivable (net of allowance for doubtful accounts of $4,194 and $4,180, respectively) | 21,130 | 20,475 |
| Inventories | 3,416 | 2,616 |
| Deferred income tax asset, net | 821 | 821 |
| Other current assets | 1,282 | 1,141 |
| Total current assets | 59,601 | 58,742 |
| **PROPERTY AND EQUIPMENT** (net of accumulated depreciation of $23,069 and $19,822, respectively) | 16,286 | 15,082 |
| **INTANGIBLE ASSETS, NET** | 4,022 | 4,212 |
| **GOODWILL** | 2,929 | 2,929 |
| **OTHER ASSETS** | 128 | 141 |
| **TOTAL ASSETS** | $ 82,966 | $ 81,106 |
| **LIABILITIES AND STOCKHOLDERS EQUITY** | | |
| **CURRENT LIABILITIES** | | |
| Accounts payable | $ 6,059 | $ 6,294 |
| Accrued compensation | 3,940 | 3,897 |
| Accrued expenses and other liabilities | 1,231 | 1,208 |
| Short-term portion of equipment capital lease obligations | 3,895 | 3,224 |
| Total current liabilities | 15,125 | 14,623 |
| **LONG-TERM LIABILITIES** | | |
| Long-term portion of equipment capital lease obligations | 6,153 | 5,257 |
| Deferred income tax liability, net | 821 | 821 |

| | | | | |
|---|---|---|---|---|
| Total long-term liabilities | | 6,974 | | 6,078 |
| **TOTAL LIABILITIES** | | 22,099 | | 20,701 |
| **COMMITMENTS AND CONTINGENCIES (SEE NOTE G)** | | | | |
| **STOCKHOLDERS EQUITY** | | | | |
| Common stock, $.001 par value, (100,000,000 shares authorized; 60,503,996 and 60,242,818 shares issued and outstanding, respectively) | | 61 | | 60 |
| Additional paid-in capital | | 81,148 | | 79,751 |
| Accumulated deficit | | (20,342) | | (19,406) |
| Total stockholders equity | | 60,867 | | 60,405 |
| **TOTAL LIABILITIES AND STOCKHOLDERS EQUITY** | $ | 82,966 | $ | 81,106 |

See notes to unaudited consolidated financial statements.

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**NEOGENOMICS, INC.**

**CONSOLIDATED STATEMENTS OF OPERATIONS**

**(in thousands, except per share amounts)**

**(unaudited)**

| | For the Three Months Ended June 30, | | For the Six Months Ended June 30, | |
|---|---|---|---|---|
| | 2015 | 2014 | 2015 | 2014 |
| **NET REVENUE** | $ 24,370 | $ 20,670 | $ 47,396 | $ 38,852 |
| **COST OF REVENUE** | 13,557 | 10,431 | 27,040 | 19,904 |
| **GROSS MARGIN** | 10,813 | 10,239 | 20,356 | 18,948 |
| **OPERATING EXPENSES** | | | | |
| General and administrative | 7,075 | 5,870 | 13,598 | 10,924 |
| Research and development | 803 | 633 | 1,471 | 1,261 |
| Sales and marketing | 2,907 | 3,158 | 5,821 | 5,791 |
| Total operating expenses | 10,785 | 9,661 | 20,890 | 17,976 |
| **INCOME (LOSS) FROM OPERATIONS** | 28 | 578 | (534) | 972 |
| **INTEREST AND OTHER EXPENSE NET** | (189) | (253) | (384) | (518) |
| **(LOSS) INCOME BEFORE INCOME TAXES** | (161) | 325 | (918) | 454 |
| **INCOME TAXES** | 15 | 51 | 19 | 78 |
| **NET (LOSS) INCOME** | $ (176) | $ 274 | $ (937) | $ 376 |
| **NET (LOSS) INCOME PER SHARE Basic** | $ (0.00) | $ 0.01 | $ (0.02) | $ 0.01 |
| **WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING Basic** | 60,425 | 49,890 | 60,352 | 49,590 |
| **NET (LOSS) INCOME PER SHARE Diluted** | $ (0.00) | $ 0.01 | $ (0.02) | $ 0.01 |
| **WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING Diluted** | 60,425 | 53,733 | 60,352 | 53,551 |

See notes to unaudited consolidated financial statements.

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**NEOGENOMICS, INC.**

**CONSOLIDATED STATEMENTS OF CASH FLOWS**

**(in thousands)**

**(unaudited)**

| | For the Six Months Ended June 30, | |
|---|---|---|
| | **2015** | **2014** |
| **CASH FLOWS FROM OPERATING ACTIVITIES** | | |
| Net (loss) income | $ (937) | $ 376 |
| Adjustments to reconcile net (loss) income to net cash provided by operating activities: | | |
| Bad debt expense | 1,303 | 1,814 |
| Amortization of intangibles | 190 | 111 |
| Depreciation and amortization of property and equipment | 3,249 | 2,400 |
| Amortization of debt issue costs | | 25 |
| Stock-based compensation options and restricted stock | 813 | 246 |
| Stock-based compensation warrants | 207 | 35 |
| Changes in assets and liabilities, net: | | |
| Accounts receivable, net of write-offs | (1,958) | (1,960) |
| Inventories | (800) | (315) |
| Other current assets | (141) | 34 |
| Other assets | 13 | 38 |
| Accounts payable and other liabilities | (41) | 2,494 |
| **NET CASH PROVIDED BY OPERATING ACTIVITIES** | 1,897 | 5,298 |
| **CASH FLOWS FROM INVESTING ACTIVITIES** | | |
| Purchases of property and equipment | (1,180) | (1,966) |
| **NET CASH USED IN INVESTING ACTIVITIES** | (1,180) | (1,966) |
| **CASH FLOWS FROM FINANCING ACTIVITIES** | | |
| Payments on credit facility, net | | (2,292) |
| Repayment of capital lease obligations | (1,833) | (1,615) |
| Issuance of common stock for the exercise of options, warrants and ESPP shares | 379 | 764 |
| **NET CASH USED IN FINANCING ACTIVITIES** | (1,454) | (3,143) |
| **NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS** | (737) | 189 |
| **CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD** | 33,689 | 4,834 |

| | | | | |
|---|---|---|---|---|
| **CASH AND CASH EQUIVALENTS, END OF PERIOD** | $ | 32,952 | $ | 5,023 |
| | | | | |
| **SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION** | | | | |
| Interest paid | $ | 417 | $ | 498 |
| | | | | |
| Income taxes paid | $ | 20 | $ | 170 |
| | | | | |
| **NON-CASH INVESTING AND FINANCING ACTIVITIES** | | | | |
| Equipment leased under capital lease obligations | $ | 3,400 | $ | 3,321 |

See notes to unaudited consolidated financial statements.

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**NEOGENOMICS, INC.**

**NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS**

**AS OF JUNE 30, 2015**

## NOTE A NATURE OF BUSINESS AND BASIS OF PRESENTATION

NeoGenomics, Inc., a Nevada corporation (the Parent or the Parent Company ), and its subsidiaries, NeoGenomics Laboratories, Inc., a Florida corporation ( NEO , NeoGenomics Laboratories ) and Path Labs LLC., a Delaware Limited Liability Corporation ( Path Logic ) (collectively referred to as we , us , our , NeoGenomics , or the Company ), o network of anatomic pathology and certified high complexity clinical laboratories in accordance with the federal government s Clinical Laboratory Improvement Act, as amended ( CLIA ), and is dedicated to the delivery of clinical diagnostic services to pathologists, oncologists, urologists, hospitals, and other laboratories throughout the United States.

The accompanying interim consolidated financial statements are unaudited and have been prepared in accordance with accounting principles generally accepted in the United States of America ( GAAP ) for interim financial information. These accompanying interim consolidated financial statements include the accounts of the Parent and its subsidiaries. All intercompany transactions and balances have been eliminated in the accompanying interim consolidated financial statements.

Certain information and footnote disclosures normally included in the Company s annual audited consolidated financial statements and accompanying notes have been condensed or omitted in these accompanying interim consolidated financial statements. Accordingly, the accompanying interim consolidated financial statements included herein should be read in conjunction with the audited consolidated financial statements and accompanying notes included in the Company s annual report on Form 10-K for the year ended December 31, 2014, filed with the Securities and Exchange Commission on March 3, 2015 and amended on April 30, 2015.

The results of operations presented in this quarterly report on Form 10-Q are not necessarily indicative of the results of operations that may be expected for any future periods. In the opinion of management, these unaudited consolidated financial statements include all adjustments and accruals, consisting only of normal recurring adjustments that are necessary for a fair statement of the results of all interim periods reported herein.

## NOTE B RECENTLY ISSUED ACCOUNTING GUIDANCE

Management has determined there has been no recently issued accounting guidance that will have a material impact on the consolidated financial statements.

## NOTE C ACQUISITIONS

On July 8, 2014, NeoGenomics, Laboratories entered into a membership interest purchase agreement with Path Labs, LLC d/b/a Path Logic, a Delaware limited liability company ( Path Logic ), and Path Labs Holdings, LLC, a Delaware limited liability company ( PL Holdings ), whereby the Company acquired all of the outstanding equity ownership interests in Path Logic from PL Holdings for a purchase price (in thousands) of $5,908 (the Acquisition ). NeoGenomics Laboratories paid the purchase price using cash on hand and borrowings on its revolving credit facility.

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The following table summarizes the final amounts for the fair values of the assets acquired and liabilities assumed at the acquisition date of July 8, 2014 (in thousands):

| | July 8, 2014 |
|---|---|
| Current assets, including cash and cash equivalents | $ 1,722 |
| Property, plant and equipment | 577 |
| Identifiable intangible assets customer relationships | 1,930 |
| Long term deposits | 28 |
| Goodwill | 2,929 |
| Total assets acquired | 7,186 |
| Current liabilities | (1,180) |
| Long-term liabilities | (98) |
| Net assets acquired | $ 5,908 |

The above estimated fair values of assets acquired and liabilities assumed are based on the information that was available as of the acquisition date to estimate the fair value of assets acquired and liabilities assumed. The measurement period adjustments were complete as of December 31, 2014.

Acquired intangible assets of $1.93 million consist of customer relationships which are being amortized over thirteen years. We recorded approximately $37,000 and $74,000 of amortization expense for the three and six months ended June 30, 2015, respectively.

The estimated amortization expense related to the acquired intangible assets for each of the five succeeding fiscal years and thereafter as of June 30, 2015 is as follows (in thousands):

| **Year Ending December 31,** | |
|---|---|
| Remainder of 2015 | $ 74 |
| 2016 | 148 |
| 2017 | 148 |
| 2018 | 148 |
| 2019 | 148 |
| 2020 | 148 |
| Thereafter | 970 |
| Total | $ 1,784 |

The goodwill arising from the acquisition of Path Logic includes revenue synergies as a result of our existing customers and Path Logic s customers having access to each other s testing menus and capabilities. It also arises from the new product lines which Path Logic adds to the Company s product portfolio. The total amount of goodwill which is expected to be deductible for tax purposes is approximately $3.7 million, which will be amortized on our tax returns over 15 years.

The following unaudited pro forma information (in thousands) have been provided for illustrative purposes only and are not necessarily indicative of results that would have occurred had the Acquisition been in effect since January 1, 2013, nor are they necessarily indicative of future results.

| | Three Months Ended June 30, 2014 | Six Months Ended June 30, 2014 |
|---|---|---|
| Revenue | $ 23,216 | $ 43,833 |
| Net (loss) | (100) | (406) |
| (Loss) per share | | |
| Basic | $ (0.00) | $ (0.01) |
| Diluted | $ (0.00) | $ (0.01) |

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The unaudited pro forma consolidated results have been prepared by adjusting our historical results to include the Acquisition as if it occurred on January 1, 2013. These unaudited pro forma consolidated historical results were then adjusted for the following:

- a net reduction in amortization expense during the three and six months ended June 30, 2014 due to decreased intangible assets recorded related to the acquisition,
- a net reduction in interest expense during the three and six months ended June 30, 2014 as we did not acquire the existing debt from the acquisition offset by our interest expense on net borrowings under capital leases and notes payable,
- a net reduction in depreciation expense during the three and six months ended June 30, 2014 due to decreased fixed asset values recorded related to the acquisition,
- a net reduction in general and administrative expenses for the three and six months ended June 30, 2014 to remove the management fees from the private equity company,
- a net reduction to adjust for the tax effect of the losses that were acquired which is based on an estimate of the state income taxes and federal alternate minimum tax which would not be required based on the losses for all periods.

As noted above, the unaudited pro forma results of operations do not purport to be indicative of the actual results that would have been achieved by the combined company for the periods presented or that may be achieved by the combined company in the future.

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**NOTE D INTANGIBLE ASSETS**

Intangible assets as of June 30, 2015 and December 31, 2014 consisted of the following (in thousands):

| | Amortization Period | June 30, 2015 COST | Accumulated Amortization | Net |
|---|---|---|---|---|
| Customer Relationships | 156 months | $ 1,930 | $ 146 | $ 1,784 |
| Support Vector Machine (SVM) technology | 108 months | 500 | 185 | 315 |
| Laboratory developed test (LDT) technology | 164 months | 1,482 | 361 | 1,121 |
| Flow Cytometry and Cytogenetics technology | 202 months | 1,000 | 198 | 802 |
| Total | | $ 4,912 | $ 890 | $ 4,022 |

| | Amortization Period | December 31, 2014 COST | Accumulated Amortization | Net |
|---|---|---|---|---|
| Customer Relationships | 156 months | $ 1,930 | $ 71 | $ 1,859 |
| Support Vector Machine (SVM) technology | 108 months | 500 | 167 | 333 |
| Laboratory developed test (LDT) technology | 164 months | 1,482 | 297 | 1,185 |
| Flow Cytometry and Cytogenetics technology | 202 months | 1,000 | 165 | 835 |
| Total | | $ 4,912 | $ 700 | $ 4,212 |

We recorded approximately $97,000 and $55,000 in straight-line amortization expense of intangibles in the three months ended June 30, 2015 and 2014, respectively. We recorded approximately $190,000 and $111,000 in straight-line amortization expense of intangibles in the six months ended June 30, 2015 and 2014, respectively. The Company recorded amortization expense from customer relationships as a general and administrative expense. We will continue to record the amortization of the Support Vector Machine (SVM) technology, the Laboratory developed tests (LDT) technology and the Flow Cytometry and Cytogenetics technology intangibles as a research and development expense until the time that we have products, services or cost savings directly attributable to these intangible assets that would require that it be recorded in cost of goods sold.

The estimated amortization expense related to amortizable intangible assets for each of the five succeeding fiscal years and thereafter as of June 30, 2015 is as follows (in thousands):

| **Year Ending December 31,** | |
|---|---|
| Remainder of 2015 | $ 186 |
| 2016 | 372 |
| 2017 | 372 |
| 2018 | 372 |
| 2019 | 372 |
| 2020 | 372 |
| Thereafter | 1,976 |
| Total | $ 4,022 |

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**NOTE E REVENUE RECOGNITION AND CONTRACTUAL ADJUSTMENTS**

The Company recognizes revenues when (a) the price is fixed or determinable, (b) persuasive evidence of an arrangement exists, (c) the service is performed and (d) collectability of the resulting receivable is reasonably assured.

The Company s specialized diagnostic services are performed based on a written test requisition form or electronic equivalent, and revenues are recognized once the diagnostic services have been performed, and the results have been delivered to the ordering physician. These diagnostic services are billed to various payers, including Medicare, commercial insurance companies, other directly billed healthcare institutions such as hospitals and clinics, and individuals. The Company reports revenues from contracted payers, including Medicare, certain insurance companies and certain healthcare institutions, based on the contractual rate, or in the case of Medicare, published fee schedules. The Company reports revenues from non-contracted payers, including certain insurance companies and individuals, based on the amount expected to be collected. The difference between the amount billed and the amount estimated to be collected from non-contracted payers is recorded as an allowance to arrive at the reported net revenues. The expected revenues from non-contracted payers are based on the historical collection experience of each payer or payer group, as appropriate. The Company records revenues from patient pay tests net of a large discount and as a result recognizes minimal revenue on those tests. The Company regularly reviews its historical collection experience for non-contracted payers and adjusts its expected revenues for current and subsequent periods accordingly.

The table below shows the adjustments made to gross service revenue to arrive at net revenues (in thousands), the amount reported on our statements of operations.

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|---|---|---|---|---|
| | 2015 | 2014 | 2015 | 2014 |
| Gross service revenues | $ 56,702 | $ 57,805 | $ 110,333 | $ 99,004 |
| Total contractual adjustments and discounts | (32,332) | (37,135) | (62,937) | (60,152) |
| Net revenues | $ 24,370 | $ 20,670 | $ 47,396 | $ 38,852 |

**NOTE F EQUITY**

Stock Options

On May 4, 2015 the Board of Directors amended the Amended and Restated Equity Incentive Plan (Amended and Restated Effective as of April 16, 2013) (the Plan ) to add an additional 2,500,000 shares to the maximum aggregate number of shares of Common Stock reserved and available for issuance under the Plan, bringing the total available from the Plan to 9,500,000 shares.

On May 4, 2015 the Compensation Committee of the Board of Directors granted 1,645,000 options to certain Executives and key employees of the Company. The options were granted at a price of $4.78 per share and had a weighted average fair market value of $1.80 per option for a total fair market value of $2,961,000.

A summary of the stock option activity under the Company s plans for the six months ended June 30, 2015 is as follows:

| | Number of shares | Weighted average exercise price |
|---|---|---|
| Options outstanding at December 31, 2014 | 4,012,096 | $ 2.04 |
| Options granted | 1,723,500 | 4.77 |
| Less: | | |
| Options exercised | 207,625 | 1.54 |
| Options canceled or expired | 5,000 | 2.48 |
| Options outstanding at June 30, 2015 | 5,522,971 | 2.91 |
| Exercisable at June 30, 2015 | 2,739,622 | $ 1.51 |

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As of June 30, 2015, there was approximately $3.7 million of total unrecognized share-based compensation expense related to stock options that will be recognized over a weighted-average period of 1.5 years.

Stock-based compensation expense recognized for stock options and restricted stock and included in the consolidated statements of operations was allocated as follows:

| | Three months ended June 30, | | Six months ended June 30, | |
|---|---|---|---|---|
| (in thousands) | 2015 | 2014 | 2015 | 2014 |
| Research and development expense | $ 123 | $ 27 | $ 178 | $ 69 |
| General and administrative expense | 385 | 130 | 635 | 177 |
| Total stock-based compensation expense | $ 508 | $ 157 | $ 813 | $ 246 |

Common Stock Warrants

A summary of the warrant activity for the six months ended June 30, 2015 is as follows:

| | Number of shares | Weighted average exercise price |
|---|---|---|
| Warrants outstanding at December 31, 2014 | 650,000 | $ 1.48 |
| Warrants granted | | |
| Less: | | |
| Warrants exercised | | |
| Warrants canceled or expired | | |
| Warrants outstanding at June 30, 2015 | 650,000 | 1.48 |
| Exercisable at June 30, 2015 | 530,000 | $ 1.49 |

During the three months ended June 30, 2015 and 2014, we recorded $111,000 and $40,000 of warrant compensation expense, respectively. During the six months ended June 30, 2015 and 2014, we recorded $207,000 and $35,000 of warrant compensation expense, respectively.

Restricted Stock Awards

On April 16, 2015 the Company granted four directors of the Company each 2,080 shares of restricted stock. Such restricted stock will vest ratably over each of the next four quarters so long as the director still serves as a member of the Board of Directors. The fair market value of each grant of restricted stock on the award date was deemed to be $10,025 or $4.82 per share, which was the closing price of the Company s common stock on the day before the grant was approved by the compensation committee of the Board of Directors.

On June 16, 2015 the Company granted two directors of the Company each 1,560 shares of restricted stock. Such restricted stock will vest ratably over each of the next three quarters so long as the director still serves as a member of the Board of Directors. The fair market value of each grant of restricted stock on the award date was deemed to be $9,079 or $5.82 per share, which was the closing price of the Company s common stock on the day before the grant was approved by the compensation committee of the Board of Directors.

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**NOTE G COMMITMENTS**

During the six months ended June 30, 2015, the Company entered into agreements with Wells Fargo Equipment Finance to lease approximately $1.5 million of laboratory and computer equipment. One lease agreement for approximately $0.2 million includes a 36 month term with a $1 buyout option at the end of the term and an interest rate of 3.61%. The other lease agreement for approximately $1.3 includes a 60 month term with a $1 buyout option at the end of term and an interest rate of 4.08%. The Company accounted for these lease agreements as capital leases.

During the six months ended June 30, 2015, the Company entered into agreements with several vendors to lease for approximately $1.9 million of computer equipment and computer software. The leases have 36 month terms with $1 buyout options at the end of the terms and interest rates ranging between 4.00% and 13.5% with a weighted average interest rate of 5.47%. The Company accounted for these lease agreements as capital leases.

**NOTE H OTHER RELATED PARTY TRANSACTIONS**

During the three months ended June 30, 2015 and 2014, Steven C. Jones, a director of the Company, earned approximately $65,000 and $65,000, respectively, for various consulting work performed in connection with his duties as Executive Vice President of Finance. During the six months ended June 30, 2015 and 2014, Mr. Jones earned approximately $130,000 and $127,500, respectively, for various consulting work performed in connection with his duties as Executive Vice President of Finance. Mr. Jones also received $77,500 and $47,500 during the six months ended June 30, 2015 and 2014 as payment of his annual bonus compensation for the previous fiscal years, respectively.

On May 4, 2015 the Company granted Steven C. Jones 225,000 stock options. The options were granted at a price of $4.78 per share and had a weighted average fair market value of $1.80 per option. The options vest ratably over the next three years.

END OF FINANCIAL STATEMENTS.

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## ITEM 2. MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

*NeoGenomics, Inc., a Nevada corporation (referred to individually as the Parent Company or collectively with its subsidiary as NeoGenomics , we , us , our or the Company in this Form 10-Q) is the registrant for SEC reporting purposes. Our common stock is listed on the NASDAQ Capital Market under the symbol NEO.*

### Introduction

The following discussion and analysis should be read in conjunction with the unaudited consolidated financial statements, and the notes thereto included herein. The information contained below includes statements of the Company s or management s beliefs, expectations, hopes, goals and plans that, if not historical, are forward-looking statements subject to certain risks and uncertainties that could cause actual results to differ materially from those anticipated in the forward-looking statements. For a discussion on forward-looking statements, see the information set forth in the introductory note to this Quarterly Report on Form 10-Q under the caption Forward Looking Statements , which information is incorporated herein by reference.

### Overview

We operate a network of cancer-focused genetic testing laboratories whose mission is to improve patient care through exceptional genetic and molecular testing services. Our vision is to become America s premier cancer genetic testing laboratory by delivering uncompromising quality, exceptional service and innovative products and services. The Company has laboratory locations in Ft. Myers and Tampa, Florida; Fresno, Irvine, and West Sacramento, California; and Nashville, Tennessee, and currently offers the following types of testing services:

a) Cytogenetics - the study of normal and abnormal chromosomes and their relationship to disease. It involves looking at the chromosome structure to identify changes from patterns seen in normal chromosomes. Cytogenetic studies are often utilized to answer diagnostic, prognostic and predictive questions in the treatment of hematological malignancies.

b) Fluorescence In-Situ Hybridization ( FISH ) - a branch of cancer genetics that focuses on detecting and locating the presence or absence of specific DNA sequences and genes on chromosomes. FISH helps bridge abnormality detection between the chromosomal and DNA sequence levels. The technique uses fluorescent probes that bind to only those parts of the chromosome with which they show a high degree of sequence similarity. Fluorescence microscopy is used to visualize the fluorescent probes bound to the chromosomes. FISH can be used to help identify a number of gene alternations, such as amplification, deletions, and translocations.

c) Flow cytometry - a rapid way to measure the characteristics of cell populations. Cells from peripheral blood, bone marrow aspirate, lymph nodes, and other areas are labeled with selective fluorescent antibodies and analyzed as they flow in a fluid stream through a beam of light. The properties measured in these antibodies include the relative size, relative granularity or internal complexity, and relative fluorescence intensity. These fluorescent antibodies bind to specific cell surface antigens and are used to identify malignant cell populations. Flow cytometry is typically performed in diagnosing a wide variety of leukemia and lymphoma neoplasms. Flow cytometry is also used to monitor patients through therapy to determine whether the disease

burden is increasing or decreasing, otherwise known as minimal residual disease monitoring.

d) Immunohistochemistry ( IHC ) - refers to the process of localizing proteins in cells of a tissue section and relies on the principle of antibodies binding specifically to antigens in biological tissues. IHC is widely used in the diagnosis of abnormal cells such as those found in cancerous tumors. Specific surface cytoplasmic or nuclear markers are characteristic of cellular events such as proliferation or cell death (apoptosis). IHC is also widely used to understand the distribution and localization of differentially expressed proteins.

e) Molecular testing - a rapidly growing cancer diagnostic tool focusing on the analysis of DNA and RNA, as well as the structure and function of genes at the molecular level. Molecular testing employs multiple technologies including DNA fragment length analysis, real-time polymerase chain reaction ( RT-PCR ) RNA analysis, bi-directional Sanger sequencing analysis, and Next-Generation sequencing ( NGS ).

f) Pathology consultation services are when our pathologists review surgical samples on a consultative basis for our clients. NeoGenomics is one of a few laboratories in the country with an electron microscopy lab which enables us to analyze complex renal cases. We have expertise in Hematopathology, Dermatopathology, Nephropathology, Gastroenteology and Genitourinary (GI and GU) Pathology and in Women s Health.

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The cancer testing services we offer to community-based pathologists are designed to be a natural extension of, and complementary to, the services that they perform within their own practices. We believe our relationship as a non-competitive partner to community-based pathology practices and hospital pathology labs empowers them to expand their breadth of testing and provide a menu of services that matches or exceeds the level of service found in academic centers of excellence around the country. Community-based pathology practices and hospital pathology labs may order certain testing services on a technical component only ( TC or tech-only ) basis, which allows them to participate in the diagnostic process by performing the professional component ( PC ) interpretation services without having to hire laboratory technologists or purchase the sophisticated equipment needed to perform the technical component of the tests. We also support our pathology clients with interpretation and consultative services on difficult or complex cases and provide overflow interpretation services when requested by clients.

In areas where we do not provide services to community-based pathology practices and/or hospital pathology labs, we may directly serve oncology, dermatology, urology and other clinician practices that prefer to have a direct relationship with a laboratory for cancer-related genetic and molecular testing services. We typically service these types of clients with a global service offering where we perform both the technical and professional components of the tests ordered. However, in certain instances larger clinician practices have internalized pathology interpretation services, and our tech-only service offering allows these larger clinician practices to also participate in the diagnostic process by performing the PC interpretation services on TC testing performed by NeoGenomics.

**2015 Focus Areas: Grow, Innovate, Diversify and Get Lean**

Grow

We plan to continue growing organically by providing high complexity, cancer-related laboratory testing services to hospitals, community-based pathology practices, and clinicians throughout the United States. We currently perform analyses for hematopoietic cancers such as leukemia and lymphoma (blood and lymphoid tumors) and solid tumor cancers such as breast, lung, colon, and bladder cancer. For hematopoietic cancers, we typically analyze bone marrow aspirate and peripheral blood specimens. For solid tumor cancers, we typically analyze tissue samples or urine.

Our growth over the past several years has been due to several factors. Our highly trained sales team has been successful in competing against other larger national laboratories with one of the broadest test menus in our industry. Our sales team consists of many industry veterans who can talk to pathologists and oncologists about our complex testing and developments in the field of cancer testing. Our tech-only testing option allows local pathologists to compete against the large national laboratories and helps our clients view us as more of a partner who is working with them, rather than against them by taking away work. Our sales representatives often become trusted advisors to our clients who rely on them, and NeoGenomics, to keep up with the latest developments in the rapidly changing field of molecular genetics. We have also been successful in expanding to new geographies where we did not previously have sales representation and this has helped us bring our service offerings to new clients.

Our growth has also been aided by strong client retention. We believe our low client attrition is due to our strong service levels and culture of customer focus. We work to have engaged employees who want to achieve the highest customer satisfaction possible. Our TC-PC model results in clients viewing us as more of a partner than a vendor and this also helps in our retention of clients. By retaining our existing customer base and bringing in a steady stream of new customers we have been able to organically grow our business.

We are keenly focused on innovation, and believe this has been a key factor in our growth. Over the past three years, we have developed over 100 new molecular oncology tests, and panels, and believe we now have one of the most comprehensive oncology test menus of any laboratory in the world. By launching new tests at a steady rate, our sales

representatives are able to share cutting edge developments in molecular genetics with customers and prospective customers. We believe Clients are increasingly relying on us because we are an emerging leader in the molecular oncology field. We have had several academic centers begin to refer specimens for testing. These high profile reference customers often result in other accounts referring testing as well. New customers who begin using us because of our many new innovative test offerings often begin to refer large portions of their other testing, which has helped to sustain our growth. We are increasingly being seen as a one-stop shop able to handle all of the oncology testing needs of our clients.

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We will also look to grow our business through mergers or acquisitions if the right opportunities become available. We are focused on strategic opportunities that would be complementary to our menu of services and would be accretive to our earnings and cash flow in the short to medium timeframe. On July 8, 2014 we acquired Path Labs, LLC, doing business as Path Logic, a leading provider of specialized anatomic pathology services to hospitals and physicians primarily in Northern California. Path Logic provides high-quality Anatomic Pathology services with significant expertise in the sub-specialties of renal pathology, dermatopathology, women s health and gastrointestinal and genitourinary pathology.

We completed an equity offering of $34.3 million in August of 2014 to provide cash for future acquisition opportunities when they become available.

Innovate

We are committed to being an innovative leader in oncology testing. Our goal is to develop new assays to help physician clients better manage their patients and to enable them to practice evidence-based medicine tailored specifically for each of their patients. During the six months ended June 30, 2015, we introduced an additional 33 new tests.

We also recently launched twelve NEOLAB$^{tm}$ liquid biopsy tests for hematological disease using next generation sequencing and other advanced molecular technologies. These twelve new tests use cell-free circulating DNA and RNA found in blood plasma to identify molecular abnormalities in the bone marrow without the need for a bone marrow biopsy.

It is estimated that more than 600,000 bone marrow biopsies are performed annually in the U.S. to diagnose and monitor patients with various hematologic cancers. However, bone marrow biopsies are a painful and uncomfortable procedure for patients, and can be associated with complications. These new tests are designed to help patients by reducing the need for bone marrow biopsies, and to assist clinicians in their treatment of cancer patients.

The technology is based on the concept that hematologic cells release their DNA, RNA, and protein into circulation as the cells are immersed in blood. The cell-free circulating DNA, RNA and protein are referred to as exosomes, microvesicles, apoptotic bodies or simply DNA- or RNA-protein complexes. Our new tests use proprietary methods to extract these circulating nucleic acids and analyze them using next generation sequencing and advanced methods in order to evaluate molecular abnormalities present in hematological cancers.

Physicians can utilize the new liquid biopsy tests to: 1) Screen patients to determine if a bone marrow biopsy is necessary, especially when myelodysplastic syndrome or acute leukemia is suspected; 2) Monitor disease status, response to therapy and predict early relapse; and 3) Complete testing when a bone marrow sample is inadequate or is technically difficult to obtain.

Our clients have been very receptive to our new molecular offerings and we believe that we have the most comprehensive clinical molecular test menu of any laboratory in the United States. We are also seeing increasing interest in our molecular menu from several pharmaceutical firms. We also introduced a number of NeoTYPE$^{TM}$ profiles that combine multiple molecular tests into multi-gene tests targeting specific types of cancer to help pathologists and oncologists determine cancer subtypes on difficult cases. We use next generation sequencing (NGS) and bi-directional sanger sequencing analysis which we believe is superior to many of the molecular tests being offered by our competitors because we are able to detect mutations that other methods would not detect. We also add other testing modalities to NGS such as FISH, IHC and Flow Cytometry which allow for a more comprehensive analysis of each case.

We are also working to develop a proprietary NeoLAB™ (Liquid Alternative to Biopsy) Prostate cancer test that is performed on blood plasma and urine rather than on prostate tissue biopsies. There are two goals for this test, a) to diagnose the presence of cancer in patients with BPH (Benign prostatic hyperplasia) and b) to distinguish high-grade from low-grade cancer in patients with prostate cancer. We completed a preliminary patient study in June 2013, and the results were published in March 2014 in the Genetic Testing and Molecular Biomarkers journal. In addition, in February 2014, we completed a follow up study with additional patient samples which confirmed the published preliminary data from the first trial. The results of this second study were presented at the Association of Clinical Oncologists ( ASCO ) meeting in 2014. We are currently conducting a pivotal validation study that is targeting 800-1,000 patients to further validate the efficacy of our NeoLAB™ Prostate Test. The NeoLAB™ test is available as a Laboratory Developed Test ( LDT ), free of charge, to patients who want to participate in the ongoing validation on the condition that their treating physician must

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provide clinical utilization and follow-up data to us as part of the testing process. While further validation work needs to be completed, we continue to be encouraged about the potential for this new test. We are planning an unrestricted commercial launch of the NeoLAB™ prostate test in 2016.

In addition, over the last year we believe we have vastly improved our immunohistochemistry offering, developed a new digital imaging platform and launched several new FISH tests. We expect these new tests to drive growth in the future. We also expect to continue to make investments in R&D that will allow us to commercialize a number of new and innovative genetic tests as scientific and medical technological advances are made.

Diversify

Our third focus area in 2015 is to further diversify our business. In November 2013, we announced an exclusive five-year alliance with Covance Central Laboratories ( Covance ) to provide comprehensive anatomic pathology, histology and specialty laboratory testing services for clinical trials. Covance is the largest contract research organization servicing the needs of the pharmaceutical industry. Through this alliance, Covance s clients will gain access to fully integrated anatomic pathology and histology ( APH ) services, including IHC, FISH and molecular testing. As part of this five year agreement, Covance has agreed to utilize NeoGenomics as its exclusive provider of a) technical component FISH testing services for specimens processed in the U.S. and b) professional interpretations for global APH tests, subject to certain limited exceptions. We believe Covance specifically selected NeoGenomics as their long-term partner to provide seamless global testing services supporting oncology and companion diagnostics strategies for biopharmaceutical firms around the world. In addition to accessing the clinical trials market through our relationship with Covance, we also directly serve several pharmaceutical companies. We believe our broad Molecular testing menu has led several pharmaceutical firms to contact us directly about projects. We currently have ongoing clinical trials with numerous international pharmaceutical firms and we expect clinical trials testing to be a major component of our diversification strategy in coming years. In February 2015, Covance was acquired by Laboratory Corporation of America Holdings (LabCorp). We can give no assurances as to the effect, if any, that such acquisition will have on our relationship with Covance.

Get Lean

We are also focused on becoming more efficient and reducing our cost per test. Our best practice teams work with our information technology teams to make improvements in efficiencies to our lab processes. We are using information systems and technology to move NeoGenomics further along the path of being a fully digital lab , that uses on-line ordering, bar coding, specimen tracking, and other tools to create a streamlined, seamless, and efficient lab. Our laboratory teams are using lean principles and are increasing automation to lower our cost-per-test. We ve also been working with suppliers to lower supply costs and have changed vendors in some cases. During the six months ended June 30, 2015 we reduced our average cost of goods sold per test in our Base Business (excluding Path Logic) by 4.8% versus the comparable periods in 2014 and we have identified several other areas in the laboratory where we believe we can drive further automation and efficiencies.

**Competitive Strengths**

*Turnaround Times*

We strive to provide industry leading turnaround times for test results to our clients nationwide. By providing information to our clients in a rapid manner, physicians can begin treating their patients as soon as possible. We believe our average 4-5 day turnaround time for our cytogenetics testing services, our average 3-4 day turnaround time for FISH testing services, our 5-7 day turnaround time for molecular testing and our average 1 day turnaround time for

flow cytometry and pathology testing services are industry-leading benchmarks for national laboratories. Our consistent timeliness of results is a competitive strength and a driver of additional testing requests by our referring physicians. Rapid turnaround times allow for the performance of other adjunctive tests within an acceptable diagnosis window in order to augment or confirm results and more fully inform treatment options. We believe that our fast turnaround times are a key differentiator versus other national laboratories, and our clients often cite them as a key factor in their relationship with us.

*Medical Team*

Our team of medical professionals and Ph.Ds. are specialists in the field of genetics, oncology and pathology. Our medical team is led by our Chief Medical Officer, Dr. Maher Albitar, a renowned hematopathologist with extensive

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experience in molecular and genetic testing. Prior to joining NeoGenomics, Dr. Albitar was Medical Director for Hematopathology and Oncology at the Quest Nichols Institute and Chief R&D Director for Hematopathology and Oncology for Quest Diagnostics. He also served as Section Chief for Leukemia at the University of Texas M. D. Anderson Cancer Center and Medical Director of the MD Anderson Molecular laboratory, one of the first labs of its kind in the United States. In addition to Dr. Albitar, we employ 15 other full-time M.D.s and Ph.Ds in addition to part-time consultants for specific specialties.

*Extensive Tech-Only Service Offerings*

We currently have the most extensive menu of tech-only FISH services in the country. We also offer tech-only flow cytometry and immunohistochemistry testing services. These types of testing services allow the professional interpretation component of a test to be performed and billed separately by our physician clients. Our FISH, Flow Cytometry and other tech-only service offerings allow properly trained and credentialed community-based pathologists to extend their own practices by performing professional interpretations services, which allows them to better service the needs of their local clientele without the need to invest in the lab equipment and personnel required to perform the technical component of genetic and molecular testing.

Our tech-only services are designed to give pathologists the option to choose, on a case by case basis, whether they want to order just the technical information and images relating to a specific test so they can perform the professional interpretation, or order global services and receive a comprehensive test report which includes a NeoGenomics Pathologist s interpretation of the test results. Our clients appreciate the flexibility to access NeoGenomics medical staff for difficult or complex cases or when they are otherwise unavailable to perform professional interpretations. We believe this innovative approach to serving the needs of pathology clients results in longer term, more committed client relationships that are more akin to strategic partnerships. Our extensive tech-only service offerings have differentiated NeoGenomics and allowed us to compete more effectively against larger, more entrenched competitors in our niche of the industry.

*Global Service Offerings*

We also offer a full set of global services to meet the needs of those clients who are not credentialed and trained in interpreting genetic tests and who are looking for specialists to interpret the testing results for them. In our global service offerings, our lab performs the technical component of the tests and our M.D.s and Ph.Ds. provide the interpretation services. Our professional staff is also available for post-test consultative services. These clients rely on the expertise of our medical team to give them the answers they need in a timely manner to help inform their diagnoses and treatment decisions. Many of our tech-only clients also rely on our medical team for difficult or challenging cases by ordering our global testing services on a case-by-case basis or our medical team can serve as a backup to support our clients who need help to satisfy the continued and demanding requirements of their practice. Our reporting capabilities allow for all relevant case data from our global services to be captured in one summary report. When providing global services, NeoGenomics performs both the technical and professional component of the test, which results in a higher reimbursement level.

*Client Education Programs*

We believe we have one of the most extensive client education programs in the genetic and molecular testing industry. We train pathologists how to use and interpret genetic testing services so that they can better interpret technical data and render their diagnosis, which allows them to participate in our TC-PC program. Our educational programs include an extensive library of on-demand training modules, online courses, and custom tailored on-site training programs that are designed to prepare clients to utilize our tech-only services. We offer training and information on new cancer tests

and the latest developments in the field of molecular genetic testing. Each year, we also regularly sponsor seminars and webinars on emerging topics of interest in our field. Our medical staff is involved in many aspects of our training programs.

*Superior Testing Technologies and Instrumentation*

We use some of the most advanced testing technologies and instrumentation in the laboratory industry. The use of next generation sequencing in our molecular testing allows us to detect multiple mutations which can be missed with single

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point mutation analysis. Many laboratories rely on more limited molecular tests which only detect single elements on a gene. Our automated FISH and Cytogenetics tools allow us to deliver the highest quality testing to our clients and our Flow Cytometry laboratory is one of only a few in the country using 10-color Flow Cytometry analysis technology on a technical-only basis. We are one of only a few laboratories with an electron microscopy (EM) department for diagnosis in complex renal case analysis.

*Laboratory Information System (LIS)*

We believe we have a state-of-the-art Laboratory Information System ( LIS ) that interconnects our locations and provides flexible reporting solutions to clients. This system allows us to standardize testing and deliver uniform test results and images throughout our network, regardless of the location that any specific portion of a test is performed within our network. This allows us to move specimens and image analysis work between locations to better balance our workload. Our LIS also allows us to offer highly specialized and customizable reporting solutions to our tech-only clients. For instance, our tech-only FISH and Flow Cytometry applications allow our community-based pathologist clients to tailor individual reports to their specifications and incorporate only the images they select and then issue and sign-out such reports using our system. Our customized reporting solution also allows our clients to incorporate test results performed on ancillary tests not performed at NeoGenomics into summary report templates. This FlexREPORT™ feature has been well-received by clients.

*National Direct Sales Force*

Our direct sales force has been trained extensively in cancer genetic testing and consultative selling skills to service the needs of clients. Our sales representatives ( Territory Business Managers ) are organized into three regions (Northeast, Central and West) for the Core NeoGenomics business, and one separate sales team for our Path Logic division. These sales representatives all utilize our custom Customer Relationship Management System ( CRM ) to manage their territories, and we have integrated all of the important customer care functionality within our LIS into the CRM so that our Territory Business Managers can stay informed of emerging issues and opportunities within their regions. Our in-house customer care team is aligned with our field sales team to serve the needs of our clients by utilizing the same LIS and CRM. Our field teams can see in real-time when a client calls the laboratory, the reason for the call, the resolution, and if face-to-face interaction is needed for follow-up.

*Geographic Locations*

Many high complexity laboratories within the cancer testing niche have frequently operated a core facility on either the West Coast or the East Coast of the United States to service the needs of their customers around the country. We believe our clients and prospects desire to do business with a laboratory with national breadth and a local presence. We have six facilities, three large laboratory locations in Fort Myers, Florida, West Sacramento, California and Irvine, California and three smaller laboratory locations in Fresno, California, Nashville, Tennessee and Tampa, Florida. Our objective is to operate one lab with six locations in order to deliver standardized, high quality, test results. We intend to continue to develop and open new laboratories and/or expand our current facilities as market situations dictate and business opportunities arise.

*Scientific Pipeline*

In the past few years our field has experienced a rapid increase in tests that are tied to specific genomic pathways . These predictive tests are typically individualized for a small sub-set of patients with a specific subtype of cancer. The therapeutic target in the genomic pathway is typically a small molecule found at the level of the cell surface, within the cytoplasm and/or within the nucleus. These genomic pathways, known as the Hallmarks of Cancer , contain a

target-rich environment for small-molecule anti-therapies . These anti-therapies target specific mutations in the major cancer pathways such as the Proliferation Pathway, the Apoptotic Pathway, the Angiogenic Pathway, the Metastasis Pathway, and the Signaling Pathways and Anti-Signaling Pathways.

**Seasonality**

The majority of our testing volume is dependent on patients being treated by hematology/oncology professionals and other healthcare providers. Volume of testing generally declines during the vacation seasons, year-end holiday periods

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and other major holidays, particularly when those holidays fall during the middle of the week. In addition, the volume of testing tends to decline due to adverse weather conditions, such as heavy snow, excessively hot or cold spells or hurricanes, tornados in certain regions, consequently reducing revenues and cash flows in any affected period. Therefore, comparison of the results of successive periods may not accurately reflect trends for future periods.

**Critical Accounting Policies**

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires us to make estimates and assumptions and select accounting policies that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, as well as the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

While many operational aspects of our business are subject to complex federal, state and local regulations, the accounting for our business is generally straightforward with net revenues primarily recognized upon completion of the testing process. Our revenues are primarily comprised of laboratory tests, and approximately one-half of total operating costs and expenses consist of employee compensation and benefits. Due to the nature of our business, several of our accounting policies involve significant estimates and judgments. These accounting policies have been described in our Annual Report on Form 10-K for the year ended December 31, 2014.

Deferred Taxes

We recorded a full valuation allowance against all of our deferred tax assets as of both June 30, 2015 and December 31, 2014. This was done although we had pretax income in 2013 and 2014, due to the unsettled circumstances around reimbursement reductions in 2015 which includes further Medicare rate reductions and the fact that we believe that most commercial insurance companies would follow Medicare s reimbursement framework and would reduce reimbursement for the effected Medicare CPT codes. We believe that our profitability for 2015 is not reasonably assured as evidenced by our loss position for the six months ended June 30, 2015. However, given our current earnings and anticipated future earnings, we believe there is a reasonable possibility that within the next twelve months, sufficient positive evidence may become available to allow us to reach a conclusion that a significant portion of the valuation allowance will no longer be needed. Release of the valuation allowance would result in the recognition of certain deferred tax assets and a decrease to income tax expense for the period the release is recorded. Subsequent periods would have a higher income tax expense should the Company in fact be profitable. However the exact timing and amount of the valuation allowance are subject to change on the basis of the levels of profitability that we are able to actually achieve and the outlook for the Company.

**Results of Operations for the Three and Six Months Ended June 30, 2015 as Compared to the Three and Six Months Ended June 30, 2014**

In July 2014 NeoGenomics Laboratories purchased the membership interests of Path Labs, LLC (Path Logic), whereby the Company acquired all of the outstanding equity ownership interests in Path Logic from PL Holdings for a purchase price (in thousands) of $5,908, see Note C to our financial statements. For certain year-over-year comparability purposes we are discussing results since the acquisition without the effects of Path Logic so we may better explain the changes that occurred this year when compared to prior years results. Such results will be referred to as Base Business .

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The following table presents the consolidated statements of operations as a percentage of revenue:

| | For the three months ended June 30, | | For the six months ended June 30, | |
|---|---|---|---|---|
| | 2015 | 2014 | 2015 | 2014 |
| **NET REVENUE** | 100.0% | 100.0% | 100.0% | 100.0% |
| **COST OF REVENUE** | 55.6% | 50.5% | 57.0% | 51.2% |
| **GROSS PROFIT** | 44.4% | 49.5% | 43.0% | 48.8% |
| **OPERATING EXPENSES:** | | | | |
| General and administrative | 29.0% | 28.4% | 28.7% | 28.1% |
| Research and development | 3.3% | 3.0% | 3.1% | 3.3% |
| Sales and marketing | 12.0% | 15.3% | 12.3% | 14.9% |
| Total operating expenses | 44.3% | 46.7% | 44.1% | 46.3% |
| **INCOME (LOSS) FROM OPERATIONS** | 0.1% | 2.8% | (1.1)% | 2.5% |
| INTEREST AND OTHER EXPENSE NET | (0.8)% | (1.2)% | (0.8)% | (1.3)% |
| **NET (LOSS) INCOME BEFORE INCOME TAXES** | (0.7)% | 1.6% | (1.9)% | 1.2% |
| **INCOME TAXES** | 0.0% | 0.3% | 0.1% | 0.2% |
| **NET (LOSS) INCOME** | (0.7)% | 1.3% | (2.0)% | 1.0% |

Revenue

Our consolidated revenue for the three and six months ended June 30, 2015 was approximately $24.4 million and $47.4 million compared to $20.7 million and $38.9 million for the three and six months ended June 30, 2014. The Path Logic acquisition accounted for $1.9 million and $4.3 million for the three and six months ended June 30, 2015, respectively, and growth in the Base Business, excluding Path Logic, was approximately $1.8 million and $4.2 million for the three and six months ended June 30, 2015, respectively.

Our revenue, requisition and test metrics for our Base Business for the three and six months ended June 30, 2015 and 2014 (in thousands, except test and requisition data) are as follows:

| | For the three months ended June 30, | | | For the six months ended June 30, | | |
|---|---|---|---|---|---|---|
| | 2015 | 2014 | % Inc (Dec) | 2015 | 2014 | % Inc (Dec) |

| | | | | | | |
|---|---|---|---|---|---|---|
| Requisitions Rec d (cases) | 34,738 | 29,354 | 18.3% | 66,115 | 54,058 | 22.3% |
| Number of Tests Performed | 55,223 | 45,475 | 21.4% | 104,619 | 84,209 | 24.2% |
| Avg. # of Tests / Requisition | 1.59 | 1.55 | 2.6% | 1.58 | 1.56 | 1.3% |
| Total Testing Revenue | $ 22,433 | $ 20,670 | 8.5% | $ 43,116 | $ 38,852 | 11.0% |
| Avg Revenue/Requisition | $ 646 | $ 704 | (8.3)% | $ 652 | $ 719 | (9.3)% |
| Avg Revenue/Test | $ 406 | $ 455 | (10.6)% | $ 412 | $ 461 | (10.7)% |

Our year-over-year revenue growth in our Base Business is a result of a broad based increase in the number of new clients resulting in a 21.4% increase in test volume for the three months ended June 30, 2015 and a 24.2% increase in test volume for the six months ended June 30, 2015. We feel that the increase in new clients is a direct result of our efforts to innovate by developing one of the most comprehensive molecular testing menus in the industry. Customers increasingly see us as a one-stop-shop able to handle all of their cancer testing needs. We expanded our sales team during 2014 and we are seeing the benefit from that expansion as the sales team is performing well. Our average revenue/test decrease of approximately 10.7% for the six months ended June 30, 2015 compared to the six months ended June 30, 2014 was primarily attributable to the reduction in payments from Medicare and Commercial Insurance

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Plans on certain FISH and immunohistochemistry tests as a result of the 2015 Medicare physician fee schedule being reduced for certain CPT codes. Many commercial insurance plans have used the reduced Medicare fees for FISH as a benchmark and have made similar reductions to the new FISH CPT Codes.

The following table shows the requisitions and revenue for Path Logic for the three and six months ended June 30, 2015 (in thousands except for requisitions):

| | For the three months ended June 30, 2015 | For the six months ended June 30, 2015 |
|---|---|---|
| Requisitions Rec d (cases) | 17,039 | 33,700 |
| Total Testing Revenue | $ 1,937 | $ 4,280 |
| Avg Revenue/Requisition | $ 114 | $ 127 |

Cost of Revenue and Gross Profit

Cost of revenue includes payroll and payroll related costs for performing tests, maintenance and depreciation of laboratory equipment, rent for laboratory facilities, laboratory reagents, probes and supplies, and delivery and courier costs relating to the transportation of specimens to be tested.

The consolidated cost of revenue and gross profit metrics (in thousands, except for percentage amounts) are as follows:

| | For the three months ended June 30, | | | For the six months ended June 30, | | |
|---|---|---|---|---|---|---|
| | 2015 | 2014 | Change | 2015 | 2014 | Change |
| **Cost of revenue** | $ 13,557 | $ 10,431 | $ 3,126 | $ 27,040 | $ 19,904 | $ 7,136 |
| **Cost of revenue as a % of revenue** | 55.6% | 50.5% | | 57.0% | 51.2% | |
| **Gross Profit** | $ 10,813 | $ 10,239 | $ 574 | $ 20,356 | $ 18,948 | $ 1,408 |
| **Gross Profit as a % of revenue** | 44.4% | 49.5% | | 43.0% | 48.8% | |

The cost of revenue, gross profit and test metrics (in thousands, except for percentages and per test amounts) for the Base Business are as follows:

| | For the three months ended June 30, | | | For the six months ended June 30, | | |
|---|---|---|---|---|---|---|
| | 2015 | 2014 | Change | 2015 | 2014 | Change |
| **Cost of revenue** | $ 11,885 | $ 10,431 | $ 1,454 | $ 23,540 | $ 19,904 | $ 3,636 |
| **Cost of revenue as a % of revenue** | 53.0% | 50.5% | | 54.6% | 51.2% | |
| **Gross Profit** | $ 10,548 | $ 10,239 | $ 309 | $ 19,576 | $ 18,948 | $ 628 |
| **Gross Profit as a % of revenue** | 47.0% | 49.5% | | 45.4% | 48.8% | |
| **Cost of Revenue per Test** | $ 215 | $ 229 | $ (14) | $ 225 | $ 236 | $ (11) |
| **Gross Profit per Test** | $ 191 | $ 226 | $ (35) | $ 187 | $ 225 | $ (38) |

Cost of revenue for the Base Business increased in the three and six months ended June 30, 2015 due to the increases in our testing volumes. The cost of revenue as a percentage of revenue increased for the three and six months ended June 30, 2015 as compared to prior year due to the aforementioned decline in reimbursement rates for 2015 as compared to prior year. The $14 and $11 decline in cost of revenue per test for the three and six months ended June 30, 2015 when compared to the prior year periods was the result of several factors, including most notably:

Improved productivity in our laboratory as we experienced an increase in the amount of tests processed per laboratory FTE (full time equivalent personnel). This was driven by improved capacity planning and utilization along with several process improvements in the laboratory.

Our supplies cost as a percentage of revenue declined based on efforts made to reduce price from certain key vendors and efforts by the operations teams to more efficiently utilize supplies and reduce any supply waste. We have also changed vendors and platforms in order to drive down our cost of testing.

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Our operation teams work closely with our information technology team and outsourced programmers to re-design our systems and processes to improve efficiencies. We are working on reducing the time it takes laboratory technologists to complete their processes by reducing the need for any manual data entry and we are working with our clients to adopt On-Line orders which helps improve quality by eliminating errors and reduces our costs. We continue to focus on improving our laboratory operations in order to continue to drive further improvements in our cost per test. We believe that we will continue to realize a reduction in average cost of revenue per test in future periods based on the activities of our operations teams.

The cost of revenue and gross profit metrics (in thousands, except for percentage amounts) for Path Logic are as follows:

| Path Logic | Three months ended June 30, 2015 | Six months ended June 30, 2015 |
|---|---|---|
| **Cost of revenue** | 1,673 | 3,500 |
| **Cost of revenue as a % of revenue** | 86.3% | 81.8% |
| **Gross Profit** | 265 | 780 |
| **Gross Profit as a % of revenue** | 13.7% | 18.2% |

General and Administrative Expenses

General and administrative expenses relate to billing, bad debt expense, finance, human resources, information technology and other administrative functions. They primarily consist of employee related costs (such as salaries, fringe benefits, and stock-based compensation expense), professional services, facilities expense, and depreciation and administrative-related costs allocated to general and administrative expenses.

Consolidated general and administrative expenses (in thousands, except for percentages) for the periods presented are as follows:

| | For the three months ended June 30, | | | For the six months ended June 30, | | |
|---|---|---|---|---|---|---|
| | **2015** | **2014** | **Change** | **2015** | **2014** | **Change** |
| **General and administrative** | $ 7,075 | $ 5,870 | $ 1,205 | $ 13,598 | $ 10,924 | $ 2,674 |
| **As a % of revenue** | 29.0% | 28.4% | | 28.7% | 28.1% | |

The $1.2 million and the $2.7 million increases in consolidated general and administrative expenses for the three and six months ended June 30, 2015, respectively, primarily are the result of the Path Logic acquisition, which added $0.9 million and $1.6 million for the three and six months ended June 30, 2015. We also have added information technology and billing personnel to support the increase in our testing volumes.

Bad debt expense decreased by approximately 24.6%, or approximately $228,000 to $702,000 for the three months ended June 30, 2015 as compared to approximately $930,000 for the three months ended June 30, 2014. As a percentage of revenue, bad debt expense for the three months ended June 30, 2015 was 2.9% compared to 4.5% for the three months ended June 30, 2014. Bad debt expense decreased by approximately 28.1%, or approximately $511,000 to $1,303,000 for the six months ended June 30, 2015 as compared to approximately $1,814,000 for the six

months ended June 30, 2014. As a percentage of revenue, bad debt expense for the six months ended June 30, 2015 was 2.8% compared to 4.7% for the six months ended June 30, 2014. These decreases were primarily the result of increased cash collections attributable to improvements in the ability of our billing and collection team to collect on patient, government and commercial insurance claims. These improvements to collect are from being fully converted to our new billing system in 2015, where in 2014 was a year in transition.

We expect our overall general and administrative expenses to increase in dollars, as we add personnel and equity related compensation expenses, increase our billing and collections activities; incur additional expenses associated with the expansion of our facilities and backup systems; incur additional bad debt expense related to increasing sales, and as we continue to build our physical infrastructure to support our anticipated growth.

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Research and Development Expenses

Research and development activities relate to developing new proprietary and non-proprietary genetic tests as well as costs related to our licensing agreement with Health Discovery Corporation, expenses include amortization of the licensed technology, payroll and payroll related costs, maintenance and depreciation of laboratory equipment, laboratory reagents, probes and supplies.

Consolidated research and development expenses (in thousands, except for percentages) for the periods presented are as follows:

| | For the three months ended June 30, | | | For the six months ended June 30, | | |
|---|---|---|---|---|---|---|
| | 2015 | 2014 | Change | 2015 | 2014 | Change |
| **Research and development** | $ 803 | $ 633 | $ 170 | $ 1,471 | $ 1,261 | $ 210 |
| **As a % of revenue** | 3.3% | 3.1% | | 3.1% | 3.3% | |

Increases in research and development expenses for the three and six months ended June 30, 2015 as compared to the prior year are primarily a result of increases in stock-based compensation expense for non-employee stock options and warrants as well as increases in supplies and equipment expenses.

We expect our research and development expenses to fluctuate in future quarters because of increases or decreases in our stock price and the corresponding stock-based compensation expense for non-employee stock options and warrants. Increases in our stock price result in additional expense and decreases in our stock price can result in recovery of previously recorded expense. We do anticipate spending on research and development to increase in future quarters as we continue to work on bringing new tests to market.

Sales and Marketing

Sales and marketing expenses relate primarily to the employee related costs of our sales management, sales representatives, sales and marketing consultants, marketing, and customer service personnel.

Consolidated sales and marketing expenses (in thousands, except for percentages) for the periods presented are as follows:

| | For the three months ended June 30, | | | For the six months ended June 30, | | |
|---|---|---|---|---|---|---|
| | 2015 | 2014 | Change | 2015 | 2014 | Change |
| **Sales and marketing** | $ 2,907 | $ 3,158 | $ (251) | $ 5,821 | $ 5,791 | $ 30 |
| **As a % of revenue** | 11.9% | 15.3% | | 12.3% | 14.9% | |

Sales and marketing expenses decreased for the three months ended June 30, 2015 as compared to the three months ended June 30, 2014. The decrease was the result of a decrease in sales commissions and personnel related expenses. The increase in sales and marketing expenses for the six months ended June 30, 2015 as compared to the three months ended June 30, 2014 was the result of an increase $0.3 million in sales and marketing expenses from the Path Logic acquisition partially offset by a decline in sales commissions and personnel related expenses.

We expect our overall sales and marketing expenses in dollars to increase modestly with increased test volumes, but to remain stable as a percentage of our overall sales.

Interest Expense, Net

Interest expense primarily consists of the interest expense we incur on capital lease obligations offset by the interest income we earn on cash deposits. Interest expense decreased from approximately $253,000 for the three months ended June 30, 2014 to $189,000 for the three months ended June 30, 2015. Interest expense decreased from approximately $518,000 in the six months ended June 30, 2014 to $384,000 for the six months ended June 30, 2015. This decrease

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reflected the payoff of the revolving credit facility in August of 2014, and the fact that we had no interest payments in 2015 related to the revolving credit facility that we had in the three and six months ended June 30, 2014. This was partially offset by increased interest related to capital lease obligations as we leased additional laboratory equipment to support our growth.

Net Income

The following table provides the consolidated net (loss) income for each period along with the computation of basic and diluted net (loss) income per share for the three and six month periods ending June 30, 2015 and 2014:

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|---|---|---|---|---|
| (in thousands, except EPS) | 2015 | 2014 | 2015 | 2014 |
| Net (loss) income | $ (176) | $ 274 | $ (937) | $ 376 |
| Basic weighted average shares outstanding | 60,425 | 49,890 | 60,352 | 49,590 |
| Effect of potentially dilutive securities | 0 | 3,843 | 0 | 3,961 |
| Diluted weighted average shares outstanding | 60,425 | 53,733 | 60,352 | 53,551 |
| Basic net (loss) income per share | $ (0.00) | $ 0.01 | $ (0.02) | $ 0.01 |
| Diluted net (loss) income per share | $ (0.00) | $ 0.01 | $ (0.02) | $ 0.01 |

Non-GAAP Measures

Adjusted EBITDA is defined by NeoGenomics as net income from continuing operations before (i) interest expense, (ii) tax expense, (iii) depreciation and amortization expense, (iv) non-cash stock-based compensation and warrant amortization expense and (v) other extraordinary or non-recurring charges. NeoGenomics believes that Adjusted EBITDA provides a more consistent measurement of operating performance and trends across reporting periods by excluding these cash and non-cash items of expense not directly related to ongoing operations from income. Adjusted EBITDA also assists investors in performing analysis that is consistent with financial models developed by research analysts.

Adjusted EBITDA as defined by NeoGenomics is not a measurement under GAAP and may differ from non-GAAP measures used by other companies. There are limitations inherent in non-GAAP financial measures such as Adjusted EBITDA because they exclude a variety of charges and credits that are required to be included in a GAAP presentation, and do not therefore present the full measure of NeoGenomics recorded costs against its net revenue. Accordingly, investors should consider non-GAAP results together with GAAP results in analyzing NeoGenomics financial performance.

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The following is a reconciliation of GAAP net (loss) income to Non-GAAP EBITDA and Adjusted EBITDA (in thousands) for the three and six months ended June 30, 2015 and 2014:

| | For the three months ended June 30, | | For the six months ended June 30, | |
|---|---|---|---|---|
| | 2015 | 2014 | 2015 | 2014 |
| ***Net (loss) income (Per GAAP)*** | $ (176) | $ 274 | $ (937) | $ 376 |
| *Adjustments to Net Income:* | | | | |
| Interest expense (income), net | 189 | 256 | 384 | 521 |
| Income taxes | 15 | 51 | 19 | 78 |
| Amortization of intangibles | 97 | 55 | 190 | 111 |
| Depreciation and amortization | 1,663 | 1,249 | 3,249 | 2,400 |
| **EBITDA** | 1,788 | 1,885 | 2,905 | 3,486 |
| *Further Adjustments to EBITDA:* | | | | |
| Non-cash stock-based compensation | 619 | 197 | 1,020 | 281 |
| **Adjusted EBITDA (non-GAAP)** | $ 2,407 | $ 2,082 | $ 3,925 | $ 3,767 |

Trade Accounts Receivable and Allowance for Doubtful Accounts

Accounts receivable are reported, net of an allowance for doubtful accounts, which is estimated based on the aging of accounts receivable with each payer category and the historical data on bad debts in these aging categories. In addition, the allowance is adjusted periodically for other relevant factors, including regularly assessing the state of our billing operations in order to identify issues which may impact the collectability of receivables or allowance estimates. Revisions to the allowance are recorded as an adjustment to bad debt expense within general and administrative expenses. After appropriate collection efforts have been exhausted, specific receivables deemed to be uncollectible are charged against the allowance in the period they are deemed uncollectible. Recoveries of receivables previously written-off are recorded as credits to the allowance.

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The following tables present the dollars (in thousands) and percentage of the Company s gross accounts receivable from customers outstanding by aging category at June 30, 2015 and December 31, 2014:

NEOGENOMICS AGING OF RECEIVABLES BY PAYER GROUP

June 30, 2015

| Payer Group | 0-30 | % | 31-60 | % | 61-90 | % | 91-120 | % | >120 | % | Total | % |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| Client | $ 5,006 | 20% | $ 3,338 | 13% | $ 1,909 | 8% | $ 1,144 | 5% | $ 3,198 | 12% | $ 14,595 | 58% |
| Commercial Insurance | 1,269 | 5% | 900 | 4% | 785 | 3% | 547 | 2% | 1,963 | 8% | 5,464 | 22% |
| Medicaid | 18 | 0% | 14 | 0% | 8 | 0% | 10 | 0% | 109 | 0% | 159 | 0% |
| Medicare | 1,117 | 4% | 518 | 2% | 549 | 2% | 416 | 2% | 1,170 | 5% | 3,770 | 15% |
| Private Pay | 34 | 0% | 27 | 0% | 11 | 0% | 16 | 0% | 5 | 0% | 93 | 0% |
| Unbilled Revenue | 1,242 | 5% | | % | | % | | % | | % | 1,242 | 5% |
| Total | $ 8,686 | 34% | $ 4,797 | 19% | $ 3,262 | 13% | $ 2,133 | 9% | $ 6,445 | 25% | $ 25,323 | 100% |

December 31, 2014

| Payer Group | 0-30 | % | 31-60 | % | 61-90 | % | 91-120 | % | >120 | % | Total | % |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| Client | 3,705 | 15% | $ 3,212 | 13% | $ 1,639 | 7% | $ 1,018 | 4% | $ 2,348 | 9% | $ 11,922 | 48% |
| Commercial Insurance | 826 | 4% | 719 | 3% | 767 | 3% | 748 | 3% | 3,763 | 15% | 6,823 | 28% |
| Medicaid | 15 | % | 4 | % | 11 | % | 23 | % | 340 | 2% | 393 | 2% |
| Medicare | 720 | 3% | 927 | 4% | 727 | 3% | 327 | 1% | 1,263 | 5% | 3,964 | 16% |
| Private Pay | 27 | % | 24 | % | 29 | % | 20 | % | 159 | 1% | 259 | 1% |
| Unbilled Revenue | 1,294 | 5% | | % | | % | | % | | % | 1,294 | 5% |
| Total | $ 6,587 | 27% | $ 4,886 | 20% | $ 3,173 | 13% | $ 2,136 | 8% | $ 7,873 | 32% | $ 24,655 | 100% |

The following table represents our allowance balances (in thousands) at each balance sheet date presented and that allowance as a percentage of gross accounts receivable:

| | June 30, 2015 | December 31, 2014 | Change |
|---|---|---|---|
| **Allowance for doubtful accounts** | $ 4,194 | $ 4,180 | $ 14 |
| **As a % of total accounts receivable** | 16.6% | 17.0% | |

At June 30, 2015 our allowance for doubtful accounts increased $14,000 as compared to December 31, 2014. The increase is attributed to the higher accounts receivable balance. As a percentage of total accounts receivable, the

allowance for doubtful accounts decreased to 16.6% at June 30, 2015 from 17.0% at December 31, 2014. This decline was related to our strong cash collections, and improved aging of our receivables.

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## Liquidity and Capital Resources

The following table presents a summary of our consolidated cash flows for operating, investing and financing activities (in thousands) for the six months ended June 30, 2015 and 2014 as well as the period ended cash and cash equivalents and working capital.

| | For the six months ended June 30, | |
|---|---|---|
| | 2015 | 2014 |
| **Net cash provided by (used in):** | | |
| Operating activities | $ 1,897 | $ 5,298 |
| Investing activities | (1,180) | (1,966) |
| Financing activities | (1,454) | (3,143) |
| **Net (decrease) increase in cash and cash equivalents** | (737) | 189 |
| **Cash and cash equivalents, beginning of period** | $ 33,689 | $ 4,834 |
| **Cash and cash equivalents, end of period** | $ 32,952 | $ 5,023 |
| **Working Capital (1), end of period** | $ 44,476 | $ 12,856 |

(1) Defined as current assets minus current liabilities.

Our net cash provided by operating activities for the six months ended June 30, 2015 was approximately $1.9 million. This was down from from the six months ended June 30, 2014 due to the Company s net loss for the six months ended June 30, 2015 compared to a net income for the six months ended June 30, 2014.

We used approximately $1.2 million in cash to purchase or develop property and equipment during the six months ended June 30, 2015 compared to $2.0 million for the comparable period in 2014.

Our cash used by financing activities for the six months ended June 30, 2015 consisted primarily of repayments on capital leases partially offset by the issuance of common stock for the exercise of stock options and ESPP shares. Our cash used by financing activities for the six months ended June 30, 2014 consisted primarily of pay downs on our revolving credit facility with Capital Source and repayments on capital leases.

We had over $32.9 million in cash on hand as of June 30, 2015. As such, we believe we have adequate resources to meet our operating commitments for the next twelve months.

## Capital Expenditures

We currently forecast capital expenditures in order to execute on our business plan and keep up with the growth in our testing volumes. The amount and timing of such capital expenditures will be determined by the volume of business, but we currently anticipate that we will need to purchase approximately $8.0 million to $9.5 million of additional capital equipment, software and leasehold improvements during 2015, of which we have spent approximately $4.6 million in the six months ended June 30, 2015 of which $3.4 million was acquired through capital lease obligations.

We have been and plan to continue funding these expenditures with capital lease financing arrangements, cash, and through bank loan facilities if necessary.

**Related Party Transactions**

Consulting Agreements

During the three months ended June 30, 2015 and 2014, Steven C. Jones, a director of the Company, earned approximately $65,000 and $65,000, respectively, for various consulting work performed in connection with his duties as Executive Vice President of Finance. During the six months ended June 30, 2015 and 2014, Mr. Jones earned approximately $130,000 and $127,500, respectively, for various consulting work performed in connection with his duties as Executive Vice President of Finance. Mr. Jones also received $77,500 and $47,500 during the six months ended June 30, 2015 and 2014 as payment of his annual bonus compensation for the previous fiscal years, respectively.

On May 4, 2015 the Company granted Steven C. Jones 225,000 stock options. The options were granted at a price of $4.78 per share and had a weighted average fair market value of $1.80 per option. The options vest ratably over the next three years.

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**ITEM 3 Quantitative and Qualitative Disclosures About Market Risk**

We do not invest in or trade instruments which are sensitive to market risk. We also do not have any material foreign operations or foreign sales so we have no exposure to foreign currency exchange rate risk.

**ITEM 4 Controls and Procedures**

Disclosure Controls and Procedures

We maintain disclosure controls and procedures designed to ensure that information required to be disclosed in reports filed under the Securities Exchange Act of 1934, as amended, is recorded, processed, summarized, and reported within the time periods specified in the SEC s rules and forms, and that such information is accumulated and communicated to our management, including our principal executive officer, principal financial officer, and principal accounting officer, as appropriate, to allow timely decisions regarding required disclosure. In designing and evaluating our disclosure controls and procedures, management recognized that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives.

As required by SEC Rule 15d-15, our management carried out an evaluation, under the supervision and with the participation of our principal executive officer, principal financial officer, and principal accounting officer, of the effectiveness of our disclosure controls and procedures as of the end of the period covered by this Quarterly Report on Form 10-Q. Based on that evaluation, our principal executive officer, principal financial officer, and principal accounting officer concluded that our disclosure controls and procedures were effective at a reasonable assurance level as of the end of the period covered by this report.

Changes in Internal Control Over Financial Reporting

There were no changes in our internal control over financial reporting that occurred during the three months ended June 30, 2015 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

**PART II OTHER INFORMATION**

**ITEM 1 LEGAL PROCEEDINGS**

From time to time the Company is engaged in legal proceedings in the ordinary course of business. We do not believe any current legal proceedings are material to our business. No material proceedings were terminated during the quarter ended June 30, 2015.

**ITEM 1A RISK FACTORS**

Current and prospective investors are encouraged to review the risks set forth in Part I, Item 1A, Risk Factors in our Annual Report on Form 10-K as filed with the Securities and Exchange Commission on March 3, 2015, and amended on April 30, 2015.

**ITEM 2 UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS**

None

**ITEM 3 DEFAULTS UPON SENIOR SECURITIES**

Not Applicable

**ITEM 4 MINE SAFETY DISCLOSURES**

Not Applicable

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**ITEM 5 OTHER INFORMATION**

None

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**ITEM 6 EXHIBITS**

| EXHIBIT NO. | DESCRIPTION |
|---|---|
| **31.1** | Certification by Principal Executive Officer pursuant to Rule 13a-14(a)/15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 |
| **31.2** | Certification by Principal Financial Officer pursuant to Rule 13a-14(a)/15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 |
| **31.3** | Certification by Principal Accounting Officer pursuant to Rule 13a-14(a)/15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 |
| **32.1** | Certification by Principal Executive Officer, Principal Financial Officer and Principal Accounting Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 |
| **101** | The following materials from the Company s Quarterly Report on Form 10-Q for the quarter ended June 30, 2015 formatted in Extensible Business Reporting Language (XBRL): (i) the Consolidated Balance Sheets, (ii) the Consolidated Statements of Operations, (iii) the Consolidated Statements of Cash Flows and (iv) related notes. |

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**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, thereunto duly authorized.

**Date: July 31, 2015**

**NEOGENOMICS, INC.**

By: */s/ Douglas M. VanOort*
Name: Douglas M. VanOort
Title: Chairman and Chief Executive Officer

By: */s/ George Cardoza*
Name: George Cardoza
Title: Chief Financial Officer

By: */s/ Edwin F. Weidig III*
Name: Edwin F. Weidig III
Title: Director of Finance and Principal Accounting Officer