GENERAL ELECTRIC CO
Form 4
January 03, 2018

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

OMB APPROVAL	
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(Print or Type Responses)

1. Name and Address of Reporting Person *
GENERAL ELECTRIC CO

(Last) (First) (Middle)

41 FARNSWORTH STREET

(Street)

BOSTON, MA 02210

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
12/31/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
_X_ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)

Derivative Security			Code	V	Disposed of (D) (Instr. 3, 4, and 5) (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Series A Convertible Preferred Stock	(1) (2)	12/31/2017	J (3)		264,000 (3)		(1)	(1)	Common Stock	(4) (5)

Reporting Owners

Reporting Owner Name / Address	Relationships: Director	10% Owner	Officer	Other
GENERAL ELECTRIC CO 41 FARNSWORTH STREET BOSTON, MA 02210		X		
GE Medical Systems Information Technologies, Inc. 8200 WEST TOWER AVENUE MILWAUKEE, WI 53223		X		

Signatures

By: /s/ Raul Grable, Attorney-in-Fact for General Electric Company	01/03/2018
**Signature of Reporting Person	Date
By: /s/ Raul Grable, Attorney-in-Fact for GE Medical Systems Information Technologies, Inc.	01/03/2018
**Signature of Reporting Person	Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) At any time after December 30, 2018, to the extent that the volume weighted average price of the common stock, par value $0.001 per share ("Common Stock") of NeoGenomics, Inc., a Nevada corporation ("NeoGenomics"), equals or exceeds $8.00 per share, as adjusted for standard anti-dilution adjustments, for 30 consecutive trading days, GE Medical Systems Information Technologies, Inc., a Wisconsin corporation ("GE InfoTech"), will be entitled to convert all or any of the shares of Series A Preferred Stock, par value $0.001 per share of NeoGenomics ("Preferred Stock") held by GE InfoTech into Common Stock in accordance with the terms of the Preferred Stock. In addition, if any Preferred Stock remains issued and outstanding on December 30, 2025, such Preferred Stock will automatically convert into Common Stock pursuant to the terms of the Preferred Stock.

(2) The conversion price for the Preferred Stock was initially set at $7.50 per share, which conversion price is subject to adjustment from time to time for stock splits, reclassifications, and certain distributions by NeoGenomics.

(3) This Form 4 is being filed in connection with the payment of paid-in-kind dividends as provided for by the terms of the Preferred Stock ("PIK Dividends"), which payment is exempt from Section 16 of the Securities Exchange Act of 1934 under SEC Rule 16a-9 and/or Rule 16b-b(6).

(4) As provided for by the terms of the Preferred Stock, PIK Dividends accrue and are paid in kind on shares of Preferred Stock at the specified PIK Dividend rate multiplied by the then-effective liquidation preference. On December 31, 2017, PIK Dividends were paid in accordance with the terms of the Preferred Stock. As of such date, the aggregate effective liquidation preference of the Preferred Stock reported in this Form 4 was $51,480,000.

(5) Based on the initial conversion price and the liquidation preference of the Preferred Stock in effect on the date of this filing, 6,864,000 shares of Common Stock could have been issued had the Preferred Stock been convertible, and converted in full, on such date. Based on the initial conversion price and assuming that all PIK Dividends are paid pursuant to the terms of the Preferred Stock, it is expected that a total of 11,448,954 shares of Common Stock would be issued if all of the shares of Preferred Stock remain outstanding through December 30, 2025 and are converted in full on such date.

(6) GE InfoTech is a wholly owned subsidiary of General Electric Company, a New York corporation ("General Electric"). General Electric disclaims beneficial ownership of the Common Stock and the Preferred Stock held by GE InfoTech except to the extent of its pecuniary interest, and the filing of this Form 4 shall not be deemed an admission that General Electric is the beneficial owner of any equity securities of NeoGenomics for purposes of Section 16 or any other purpose.