

Edgar Filing: NEOGENOMICS INC - Form SC 13G

NEOGENOMICS INC  
Form SC 13G  
February 14, 2008

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

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934  
(Amendment No. \_\_\_\_\_)

Neogenomics, Inc.  
(Name of Issuer)

common stock  
(Title of Class of Securities)

64049M209  
-----  
(CUSIP Number)

December 31, 2007

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 64049M209

- 
- 1) Names of Reporting Persons.  
I.R.S. Identification Nos. of Above Persons (entities only)

RMB CAPITAL MANAGEMENT LLC 59-3792751

- 
- 2) Check the Appropriate Box if a Member of a Group (a)   
(See Instructions) (b)

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3) SEC Use Only

4) Citizenship or Place of Organization

Delaware Limited Liability Company

|                  |    |                          |           |
|------------------|----|--------------------------|-----------|
| Number of Shares | 5) | Sole Voting Power        | 700       |
| Beneficially     |    |                          |           |
| Owned by Each    | 6) | Shared Voting Power      | 2,898,090 |
| Reporting        |    |                          |           |
| Person With      | 7) | Sole Dispositive Power   | None      |
|                  |    |                          |           |
|                  | 8) | Shared Dispositive Power | 2,898,090 |

9) Aggregate Amount Beneficially Owned by Each Reporting Person

2,898,790

10) Check if the Aggregate Amount in Row (9) Excludes  
Certain Shares (See Instructions)

11) Percent of Class Represented by Amount in Item 9

9.24%

12) Type of Reporting Person (See Instructions)

IA

CUSIP No. 64049M209

1) Names of Reporting Persons.

I.R.S. Identification Nos. of Above Persons (entities only)

RMB CAPITAL MANAGEMENT LLC 59-3792751

2) Check the Appropriate Box if a Member of a Group (a)   
(See Instructions) (b)

3) SEC Use Only

4) Citizenship or Place of Organization

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Delaware Limited Liability Company

|                  |       |                          |      |
|------------------|-------|--------------------------|------|
| Number of Shares | 5)    | Sole Voting Power        | 700  |
| Beneficially     | ----- |                          |      |
| Owned by Each    | 6)    | Shared Voting Power      | None |
| Reporting        | ----- |                          |      |
| Person With      | 7)    | Sole Dispositive Power   | None |
|                  | ----- |                          |      |
|                  | 8)    | Shared Dispositive Power | None |

9) Aggregate Amount Beneficially Owned by Each Reporting Person

700

10) Check if the Aggregate Amount in Row (9) Excludes  
Certain Shares (See Instructions)

11) Percent of Class Represented by Amount in Item 9

0.00%

12) Type of Reporting Person (See Instructions)

IA

CUSIP No. 64049M209

1) Names of Reporting Persons.

I.R.S. Identification Nos. of Above Persons (entities only)

1837 Partners L.P. 20-4502386

2) Check the Appropriate Box if a Member of a Group  
(See Instructions)

(a)   
(b)

3) SEC Use Only

4) Citizenship or Place of Organization

Delaware Limited Partnership

|                  |       |                     |           |
|------------------|-------|---------------------|-----------|
| Number of Shares | 5)    | Sole Voting Power   | None      |
| Beneficially     | ----- |                     |           |
| Owned by Each    | 6)    | Shared Voting Power | 1,779,089 |

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|                       |    |                          |           |
|-----------------------|----|--------------------------|-----------|
| Reporting Person With | 7) | Sole Dispositive Power   | None      |
|                       | 8) | Shared Dispositive Power | 1,779,089 |

9) Aggregate Amount Beneficially Owned by Each Reporting Person  
1,779,089

10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11) Percent of Class Represented by Amount in Item 9  
5.67%

12) Type of Reporting Person (See Instructions)  
PN

CUSIP No. 64049M209

1) Names of Reporting Persons.  
I.R.S. Identification Nos. of Above Persons (entities only)  
1837 Partners QP L.P. 20-2526144

2) Check the Appropriate Box if a Member of a Group (See Instructions) (a)   
(b)

3) SEC Use Only

4) Citizenship or Place of Organization  
Delaware Limited Partnership

|   |    |                          |         |
|---|----|--------------------------|---------|
| Number of Shares Beneficially Owned by Each Reporting Person With | 5) | Sole Voting Power        | None    |
|   | 6) | Shared Voting Power      | 539,731 |
|   | 7) | Sole Dispositive Power   | None    |
|   | 8) | Shared Dispositive Power | 539,731 |

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9) Aggregate Amount Beneficially Owned by Each Reporting Person  
539,731

10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11) Percent of Class Represented by Amount in Item 9  
1.72%

12) Type of Reporting Person (See Instructions)  
PN

CUSIP No. 64049M209

1) Names of Reporting Persons.  
I.R.S. Identification Nos. of Above Persons (entities only)  
1837 Partners Ltd. (N/A)

2) Check the Appropriate Box if a Member of a Group (a)   
(See Instructions) (b)

3) SEC Use Only

4) Citizenship or Place of Organization  
Cayman Islands Exempted Company

|   |    |                          |         |
|---|----|--------------------------|---------|
| Number of Shares Beneficially Owned by Each Reporting Person With | 5) | Sole Voting Power        | None    |
|   | 6) | Shared Voting Power      | 579,270 |
|   | 7) | Sole Dispositive Power   | None    |
|   | 8) | Shared Dispositive Power | 579,270 |

9) Aggregate Amount Beneficially Owned by Each Reporting Person  
579,270

10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

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-----  
11) Percent of Class Represented by Amount in Item 9

1.85%

-----  
12) Type of Reporting Person (See Instructions)

OO

-----  
CUSIP No. 64049M209

-----  
1) Names of Reporting Persons.

I.R.S. Identification Nos. of Above Persons (entities only)

1837 RMB Managers L.L.C. 20-4493541

-----  
2) Check the Appropriate Box if a Member of a Group (a)   
(See Instructions) (b)

-----  
3) SEC Use Only

-----  
4) Citizenship or Place of Organization

Delaware Limited Liability Company

-----  
Number of Shares Beneficially Owned by Each Reporting Person With

|                             |           |
|-----------------------------|-----------|
| 5) Sole Voting Power        | None      |
| 6) Shared Voting Power      | 2,898,090 |
| 7) Sole Dispositive Power   | None      |
| 8) Shared Dispositive Power | 2,898,090 |

-----

9) Aggregate Amount Beneficially Owned by Each Reporting Person

2,898,090

-----  
10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

-----  
11) Percent of Class Represented by Amount in Item 9

9.24%

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-----  
12) Type of Reporting Person (See Instructions)

OO  
-----

ITEM 1.

(A) NAME OF ISSUER Neogenomics, Inc

(B) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICE

12701 Common Wealth Drive, Suite 9  
Fort Meyers, FL 33913

ITEM 2.

(A) NAME OF PERSONS FILING

- (i) RMB Capital Management, LLC
- (ii) RMB Capital Management, LLC (RIA for individual clt non-discretionary account holding Issuer's shares)
- (iii) 1837 Partners L.P.
- (iv) 1837 Partners QP L.P.
- (v) 1837 Partners Ltd.
- (vi) 1837 Managers L.L.C., the general partner of 1837 Partners L.P., 1837 Partners QP L.P., & 1837 Partners Ltd.

(B) ADDRESS OF PRINCIPAL BUSINESS OFFICE (i) - (vi):

115 S. LaSalle Street, 34th Floor  
Chicago, IL 60603

(C) CITIZENSHIP

- (i) Delaware Limited Liability Company
- (ii) Delaware Limited Liability Company
- (iii) Delaware Limited Partnership
- (iv) Delaware Limited Partnership
- (v) Cayman Islands Exempted Company
- (vi) Delaware Limited Liability Company

(D) TITLE OF CLASS OF SECURITIES

COMMON STOCK

(E) CUSIP NUMBER

64049M209

ITEM 3.

If this statement is filed pursuant to rule 240.13d- 1(b), or 240.13d-2(b) or (c), check whether the person filing is a:

- (a)  Broker or dealer registered under section 15 of the Act (15 U.S.C.

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78c).

- (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c)  Insurance company as defined in section 3(a)19) of the Act (15 U.S.C. 78c).
- (d)  Investment Company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e)  An investment adviser in accordance with 240.13d- 1(b)1) (ii) (E).
- (f)  An employee benefit plan or endowment fund in accordance with 240.13d-1(b)(1)(ii)(F).
- (g)  A parent holding company or control person in accordance with 240.13d-1(b)(1)(ii)(G)
- (h)  A savings association as defined in section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).
- (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3).
- (j)  Group, in accordance with section 240.13d-1(b)(1)(ii)(J).

### ITEM 4. OWNERSHIP.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item

(a) Amount beneficially owned:

RMB Capital Management, LLC--2,898,790 (2,898,090 of the shares are comprised of securities held by 1837 Partners L.P., 1837 Partners QP L.P., & 1837 Partners Ltd., the voting and dispositive power of which are held by 1837 RMB Managers L.L.C., the General Partner of 1837 Partners L.P., 1837 Partners QP L.P., & 1837 Partners Ltd. and have been delegated to RMB Capital Management, LLC. The remaining 700 of the shares are comprised of shares held in an individual non-discretionary client account for which RMB Capital Management, LLC is the RIA.)

1837 Partners L.P.--1,779,089

1837 Partners QP L.P.--539,731

1837 Partners Ltd.--579,270

1837 RMB Managers L.L.C.--2,898,090 (comprised of securities held by 1837 Partners L.P., 1837 Partners QP L.P. & 1837 Partners Ltd., of which 1837 RMB Managers L.L.C. has the voting and dispositive power as the General Partner of 1837 Partners L.P., 1837 Partners QP L.P., & 1837 Partners Ltd.)

(b) Percent of class:

(i) RMB Capital Management, LLC 9.24%



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|                                  |       |
|----------------------------------|-------|
| (ii) RMB Capital Management, LLC | 0.00% |
| (iii) 1837 Partners L.P.         | 5.67% |
| (iv) 1837 Partners QP L.P.       | 1.72% |
| (v) 1837 Partners Ltd.           | 1.85% |
| (vi) 1837 RMB Managers L.L.C.    | 9.24% |

(c) Number of shares as to which the person has:

RMB Capital Management, LLC has:

- (i) Sole power to vote or to direct the vote: 700
- (ii) Shared power to vote or to direct the vote: 2,898,090
- (iii) Sole power to dispose or to direct the disposition of: None
- (iv) Shared power to dispose or to direct the disposition of: 2,898,090

RMB Capital Management, LLC has:

- (i) Sole power to vote or to direct the vote: 700
- (ii) Shared power to vote or to direct the vote: None
- (iii) Sole power to dispose or to direct the disposition of: None
- (iv) Shared power to dispose or to direct the disposition of: None

1837 Partners L.P. has:

- (i) Sole power to vote or to direct the vote: None
- (ii) Shared power to vote or to direct the vote: 1,779,089
- (iii) Sole power to dispose or to direct the disposition of: None
- (iv) Shared power to dispose or to direct the disposition of: 1,779,089

1837 Partners QP L.P. has:

- (i) Sole power to vote or to direct the vote: None
- (ii) Shared power to vote or to direct the vote: 539,731
- (iii) Sole power to dispose or to direct the disposition of: None
- (iv) Shared power to dispose or to direct the disposition of: 539,731

1837 Partners Ltd. has:

- (i) Sole power to vote or to direct the vote: None
- (ii) Shared power to vote or to direct the vote: 579,270
- (iii) Sole power to dispose or to direct the disposition of: None
- (iv) Shared power to dispose or to direct the disposition of: 579,270

1837 RMB Managers LLC has:

- (i) Sole power to vote or to direct the vote: None
- (ii) Shared power to vote or to direct the vote: 2,898,090
- (iii) Sole power to dispose or to direct the disposition of: None
- (iv) Shared power to dispose or to direct the disposition of: 2,898,090

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

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ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

The shares reported herein by RMB Capital Management, LLC (Advisor) are held on behalf of 1837 Partners L.P., 1837 Partners QP L.P., & 1837 Partners Ltd., as Advisor to 1837 RMB Managers L.L.C., the general partner of 1837 Partners L.P., 1837 Partners QP L.P., & 1837 Partners Ltd. From time to time, 1837 Partners L.P., 1837 Partners QP L.P., & 1837 Partners Ltd. may make distributions of partnership income to limited partners, none of which has an interest relating to more than 5% of the class.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

Not Applicable.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

Not Applicable.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP

Not Applicable.

ITEM 10. CERTIFICATION.

(b) The following certification shall be included if the statement is filed pursuant to ss.240.13d-1(c):

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: December 31, 2007

RMB Capital Management, LLC

Signature: /s/ Richard M. Burr ridge, Jr.  
-----

Name: Richard M. Burr ridge, Jr.  
Title: Managing Principal

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1837 Partners L.P.

By: 1837 RMB Managers LLC  
Its General Partner

By: RMB Capital Management, LLC  
The Advisor

Signature: /s/ Richard M. Burr ridge, Jr.  
-----

Name: Richard M. Burr ridge, Jr.  
Title: Managing Principal

1837 Partners QP L.P.

By: 1837 RMB Managers LLC  
Its General Partner

By: RMB Capital Management, LLC  
The Advisor

Signature: /s/ Richard M. Burr ridge, Jr.  
-----

Name: Richard M. Burr ridge, Jr.  
Title: Managing Principal

1837 Partners Ltd.

By: 1837 RMB Managers LLC  
Its General Partner

By: RMB Capital Management, LLC  
The Advisor

Signature: /s/ Richard M. Burr ridge, Jr.  
-----

Name: Richard M. Burr ridge, Jr.  
Title: Managing Principal

1837 RMB Managers LLC

By: RMB Capital Management, LLC  
The Advisor

Signature: /s/ Richard M. Burr ridge, Jr.  
-----

Name: Richard M. Burr ridge, Jr.  
Title: Managing Principal

Joint Filing Agreement

RMB Capital Management, LLC (an investment adviser registered under the Investment Advisers Act of 1940), 1837 Partners L.P., a Delaware Limited Partnership; 1837 Partners QP L.P., a Delaware Limited Partnership; 1837 Partners Ltd., a Cayman Islands Exempted Company; and 1837 RMB Managers L.L.C., a Delaware Limited Liability Company, hereby agree to file jointly the statement on Schedule G to which this Agreement is attached, and any

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amendments thereto which may be deemed necessary.

It is understood and agreed that each of the parties hereto is responsible for the timely filing of such statement and any amendments thereto, and for the completeness and accuracy of the information concerning such party contained therein, but such party is not responsible for the completeness or accuracy of information concerning the other party unless such party knows or has reason to believe that such information is inaccurate.

It is understood and agreed that a copy of this Agreement shall be attached as an exhibit to the statement on Schedule 13G, and any amendments thereto, filed on behalf of each of the parties hereto.

Dated: December 31, 2007

RMB Capital Management, LLC

Signature: /s/ Richard M. Burrridge, Jr.  
-----

Name: Richard M. Burrridge, Jr.  
Title: Managing Principal

1837 Partners L.P.

By: 1837 RMB Managers LLC  
Its General Partner

By: RMB Capital Management, LLC  
The Advisor

Signature: /s/ Richard M. Burrridge, Jr.  
-----

Name: Richard M. Burrridge, Jr.  
Title: Managing Principal

1837 Partners QP L.P.

By: 1837 RMB Managers LLC  
Its General Partner

By: RMB Capital Management, LLC  
The Advisor

Signature: /s/ Richard M. Burrridge, Jr.  
-----

Name: Richard M. Burrridge, Jr.  
Title: Managing Principal

1837 Partners Ltd.

By: 1837 RMB Managers LLC  
Its General Partner

By: RMB Capital Management, LLC  
The Advisor

Signature: /s/ Richard M. Burrridge, Jr.  
-----

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Name: Richard M. Burr ridge, Jr.  
Title: Managing Principal

1837 RMB Managers LLC

By: RMB Capital Management, LLC  
The Advisor

Signature: /s/ Richard M. Burr ridge, Jr.  
-----

Name: Richard M. Burr ridge, Jr.  
Title: Managing Principal