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NEOPROBE CORP  
Form POS AM  
September 21, 2005

As filed with the Securities and Exchange Commission on September 21, 2005

Registration No. 333-91462

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SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

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POST-EFFECTIVE AMENDMENT NO. 1 TO

FORM SB-2

REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

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NEOPROBE CORPORATION

(Exact name of registrant as specified in its charter)

|  |   |   |
|--|---|---|
| Delaware   | 2835  | 31-1080091                              |
| (State or other jurisdiction<br>of incorporation or<br>organization) | (Primary standard<br>industrial<br>Classification number) | (IRS employer<br>identification number) |

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425 Metro Place North, Suite 300  
Dublin, Ohio 43017-1367  
(614) 793-7500

(Address and telephone number of principal executive offices)

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425 Metro Place North, Suite 300  
Dublin, Ohio 43017-1367  
(Address of principal place of business)

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Brent L. Larson, Vice President, Finance and Chief Financial Officer  
Neoprobe Corporation

425 Metro Place North, Suite 300  
Dublin, Ohio 43017-1367  
(614) 793-7500

(Name, address and telephone number of agent for service)

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Copies to:

William J. Kelly, Esq.  
Porter, Wright, Morris & Arthur LLP  
41 South High Street  
Columbus, Ohio 43215  
Telephone No. (614) 227-2136  
wjkelly@porterwright.com

Approximate date of commencement of proposed sale to the public: Not Applicable

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. |\_|

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If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box.

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CALCULATION OF REGISTRATION FEE

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| Title of Each Class of Securities to be Registered | Proposed Amount to be Registered | Proposed Maximum Offering Price Per Share (1) | Proposed Maximum Offering Price (1) |
|--|----------------------------------|---|-------------------------------------|
| Common Stock, \$.001 par value.....                | 6,620,062 (2)                    | \$ 0.18                                       | \$2,124,101                         |

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(1) Estimated with respect to the shares originally registered solely for the purpose of calculating the registration fee pursuant to Rule 457.

(2) Represents shares of common stock held directly by 14 of the selling stockholders that were sold pursuant to this registration statement.

\* Registration Fee previously paid. The actual registration fee is listed in this column, and does not reflect the reduction in the number of shares registered as resulting from this post-effective amendment.

This registration statement was originally filed to register resales by certain selling stockholders of a total of 11,800,563 shares of common stock issued to the selling stockholders pursuant to a stock purchase agreement, dated November 29, 2001, by and among Neoprobe Corporation and Cardiosonix, Ltd., an Israeli company limited by shares, and selling stockholders Dan Manor, Eli Levi, Roni Bibi, First Isratech Fund LP, a Minnesota limited partnership, First Isratech Fund LLC, a Minnesota limited liability company, First Isratech Fund Norway A.S., a Norway company, Greatway Commercial Inc., a corporation organized under the laws of Panama, Uri Zucker, Carmeni Partners Ltd., a Delaware partnership, Emicar, LLC, a New York limited liability company, and Ma'Aragim Enterprises, Ltd., an Israeli company limited by shares (the "Stock Purchase Agreement"), which provided, among other things, for the acquisition by Neoprobe Corporation of all of the outstanding shares of Cardiosonix Ltd. As of the date of this post-effective amendment, filed to remove from registration the securities which remain unsold at the end of the offering, only 6,620,062 shares

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were actually sold by the selling stockholders pursuant to the registration statement. This post-effective amendment is being filed to reduce the number of shares of Common Stock registered hereby to the number of shares that were actually sold by the selling stockholders.

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Item 27. Exhibits.

| Exhibit<br>Number<br>----- | Exhibit Description<br>-----   |
|----------------------------|--|
| 24                         | Powers of Attorney (incorporated by reference to the Company's Form SB-2 Registration Statement filed with the Commission on June 28, 2002, Registration No. 333-91462, with the exception of the Powers of Attorney for Mr. Aschinger and Dr. Bland, which are filed herewith). |

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Signatures

In accordance with the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements of filing on Form SB-2 and authorized this post-effective amendment no. 1 to its registration statement to be signed on its behalf by the undersigned in the City of Dublin, Ohio, on September 21, 2005.

Neoprobe Corporation

By: /s/ Brent L. Larson

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Brent L. Larson, Vice President,  
Finance and Chief Financial Officer

In accordance with the requirements of the Securities Act of 1933, this registration statement was signed by the following persons in the capacities and on the dates indicated:

| Signature<br>-----                                   | Title<br>-----  |      |
|--|---|------|
| /s/ David C. Bupp*<br>-----<br>David C. Bupp         | President, Chief Executive Officer<br>and Director<br>(principal executive officer)   | Sept |
| /s/ Brent L. Larson<br>-----<br>Brent L. Larson      | Vice President, Finance and Chief<br>Financial Officer<br>(principal financial officer and<br>principal accounting officer) | Sept |
| /s/ Julius R. Krevans*<br>-----<br>Julius R. Krevans | Chairman of the Board of<br>Directors   | Sept |

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|  |          |      |
|--|----------|------|
| /s/ Carl J. Aschinger, Jr.*<br>-----<br>Carl J. Aschinger, Jr. | Director | Sept |
| /s/ Reuven Avital*<br>-----<br>Reuven Avital                   | Director | Sept |
| /s/ Kirby I. Bland, M.D.*<br>-----<br>Kirby I. Bland, M.D.     | Director | Sept |
| /s/ Fred B. Miller*<br>-----<br>Fred B. Miller                 | Director | Sept |
| /s/ Frank Whitley, Jr.*<br>-----<br>J. Frank Whitley, Jr.      | Director | Sept |

\*By: /s/ Brent L. Larson  
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Brent L. Larson, Attorney-in fact