

NEOPROBE CORP  
Form POS AM  
December 18, 2008

As filed with the Securities and Exchange Commission on December 18, 2008

Registration No. 333-139185

**SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**POST-EFFECTIVE AMENDMENT NO. 3 TO  
FORM S-1  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

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

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**2835**  
(Primary standard industrial  
Classification number)

**31-1080091**  
(IRS employer  
identification number)

425 Metro Place North, Suite 300  
Dublin, Ohio 43017-1367  
(614) 793-7500  
(Address and telephone number of principal executive offices)

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

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)

Copies to:  
William J. Kelly, Jr., Esq.  
Porter, Wright, Morris & Arthur LLP  
41 South High Street  
Columbus, Ohio 43215  
Telephone No. (614) 227-2136  
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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, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. o

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.

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. (Check one):

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

**EXPLANATORY NOTE**

**Deregistration of Securities**

We originally registered 13,440,000 shares of our common stock pursuant to the Registration Statement on Form SB-2 (File No. 333-139185), as amended on Form S-1 May 5, 2008, and subsequently declared effective by the Securities and Exchange Commission on May 8, 2008 (the Registration Statement), relating to the issuance of shares of our common stock in a transaction between us and Fusion Capital Fund II, LLC ( Fusion ) pursuant to the terms of the Common Stock Purchase Agreement, dated December 1, 2006, by and between Neoprobe Corporation and Fusion (the Purchase Agreement).

Pursuant to this Post-effective Amendment No. 3 to the Registration Statement, we are seeking to deregister the 4,917,329 shares of our common stock that were registered pursuant to the Registration Statement and not issued to Fusion Capital under the Purchase Agreement. Therefore, in accordance with our undertaking contained in Part II of the Registration Statement, we hereby respectfully request that the Securities and Exchange Commission remove from registration those shares of common stock that were registered pursuant to the Registration Statement and remain unissued thereunder. The Registration Statement is hereby amended, as appropriate, to reflect the deregistration of such shares.

**Item 27. Exhibits.**

Exhibit Number	Exhibit Description
24	Powers of Attorney (incorporated by reference to the Company's Registration Statement on Form SB-2 filed with the Commission December 7, 2006 (Registration No. 139185), with the exception of the Powers of Attorney for Drs. Bland and Johnson, which were filed as Exhibit 24.1 to Post-effective Amendment No. 1 to the Company's Registration Statement on Form SB-2 filed with the Commission September 20, 2007, and the Power of Attorney for Mr. Troup which is 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 S-1 and has authorized this Post-effective Amendment No. 3 to its Registration Statement to be signed on its behalf by the undersigned in the City of Dublin, Ohio, on December 18, 2008.

**Neoprobe Corporation**

By: /s/ David C. Bupp  
 David C. Bupp, President and Chief Executive  
 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:

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ David C. Bupp	President, Chief Executive Officer and Director	December 18, 2008
David C. Bupp	(principal executive officer)	
/s/ Brent L. Larson*	Vice President, Finance and Chief Financial Officer	December 18, 2008
Brent L. Larson	(principal financial officer and principal accounting officer)	
/s/ Carl J. Aschinger, Jr.*	Chairman of the Board of Directors	December 18, 2008
Carl J. Aschinger, Jr.		
/s/ Reuven Avital*	Director	December 18, 2008
Reuven Avital		
/s/ Kirby I. Bland*	Director	December 18, 2008
Kirby I. Bland		
/s/ Gordon A. Troup*	Director	December 18, 2008
Gordon A. Troup		
/s/ Owen E. Johnson*	Director	December 18, 2008
Owen E. Johnson		

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/s/ Fred B. Miller\*

Director

December 18, 2008

Fred B. Miller

/s/ Frank Whitley, Jr.\*

Director

December 18, 2008

J. Frank Whitley, Jr.

\*By: /s/ David C. Bupp

David C. Bupp,  
Attorney-in fact