
**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
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, please 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(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.

<u>Exhibit Number</u>	<u>Exhibit Description</u>
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).

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:

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

*By: /s/ David C. Bupp
David C. Bupp, Attorney-in fact

POWER OF ATTORNEY

The undersigned, who is a director or officer of Neoprobe Corporation, a Delaware corporation (the Company), does hereby constitute and appoint David C. Bupp and Brent L. Larson to be his agents and attorneys in-fact, with the power to act fully hereunder without the other and with full power of substitution, to act in the name and on behalf of the undersigned:

- To sign and file with the Securities and Exchange Commission any Post-effective Amendment to the Registration Statement of the Company on Form S-1 (Registration No. 139185) (the "Registration Statement"), for registration under the Securities Act of 1933, as amended, of the sale by a certain stockholder of the Company of up to 13,440,000 shares of common stock of the Company, \$0.001 par value; and
- To do and perform in the name and on behalf of the undersigned, in any and all such capacities, every act and thing whatsoever necessary to be done in and about the premises in connection with the filing of the Post-effective Amendment to the Registration Statement as fully as the undersigned could or might do in person, and hereby ratifying all that any such attorney-in-fact or his substitute may do by virtue hereof.

Each agent named above is hereby empowered to determine in his discretion the times when, the purposes for, and the names in which, any power conferred upon him herein shall be exercised and the terms and conditions of any instrument, certificate or document which may be executed by him pursuant to this instrument.

This Power of Attorney shall not be affected by the disability of the undersigned or the lapse of time.

The validity, terms and enforcement of this Power of Attorney shall be governed by those laws of the State of Ohio that apply to instruments negotiated, executed, delivered and performed solely within the State of Ohio.

IN WITNESS WHEREOF, the undersigned has executed this Power of Attorney this 18th day of December, 2008.

/s/ Gordon A. Troup

Gordon A. Troup