

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

**FORM S-8
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)

31-1080091
(I.R.S. Employer
Identification No.)

425 Metro Place North, Suite 300
Dublin, Ohio 43017
(Address of Registrant's principal executive offices)

**NEOPROBE CORPORATION
SECOND AMENDED AND RESTATED
2002 STOCK INCENTIVE PLAN**
(Full Title of the Plan)

Brent L. Larson
Vice President, Finance, Chief Financial Officer,
Treasurer and Secretary
Neoprobe Corporation
425 Metro Place North, Suite 300
Dublin, Ohio 43017
(614) 793-7500
(Name, address and telephone number of agent for service)

Copies of Correspondence to:
William J. Kelly, Jr., Esq.
Porter, Wright, Morris & Arthur LLP
41 South High Street
Columbus, Ohio 43215
(614) 227-2136
wjkelly@porterwright.com

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)

Calculation of Registration Fee

Title of Securities to be Registered	Amount to be Registered(1)(2)	Proposed Maximum Offering Price Per Share(3)	Proposed Maximum Aggregate Offering Price(3)	Amount of Registration Fee(1)
Common Stock, \$.001 par value	2,000,000	\$0.66	\$1,320,000	\$51.88

(1) In accordance with Rule 416 under the Securities Act of 1933, as amended, this registration statement shall be deemed to cover any additional securities that may from time to time be offered or issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.

(2) Pursuant to General Instruction E to Form S-8, a filing fee is only being paid with respect to the registration of additional securities for the Neoprobe Corporation Second Amended and Restated 2002 Stock Incentive Plan (the "Plan"). Registration Statements on Form S-8 were previously filed on September 23, 2004 (Registration No. 333-119219), and December 22, 2005 (Registration No. 333-130640), for the existing securities available under the Plan.

(3) Estimated solely for the purpose of calculating the proposed maximum aggregate offering price and the registration fee pursuant to

Rule 457(h) and Rule 457(c) under the Securities Act of 1933, as amended, based upon the average of the high and low prices of Neoprobe Corporation common stock as reported on the Over-The-Counter Bulletin Board on August 19, 2008.

EXPLANATORY NOTE

This Registration Statement on Form S-8 (the "Registration Statement") is being filed for the purpose of registering an additional 2,000,000 shares of the common stock of Neoprobe Corporation (the "Corporation") to be issued pursuant to the Corporation's Second Amended and Restated 2002 Stock Incentive Plan (the "Plan"). The shares of common stock of the Corporation being registered hereunder represent the increase in the number of shares available for issuance under the Plan, which increase was approved by the Corporation's Board of Directors and by the Corporation's stockholders at the annual meeting of stockholders held June 26, 2008. Pursuant to General Instruction E to Form S-8, we incorporate by reference into this Registration Statement the contents of the Corporation's Registration Statement on Form S-8 previously filed with the Securities and Exchange Commission (the "Commission") on September 23, 2004 (Registration No. 333-119219), and Registration Statement on Form S-8 previously filed with the Commission on December 22, 2005 (Registration No. 333-130640).

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 3. Incorporation of Documents by Reference

The following documents, all of which were previously filed by the Corporation (File No. 0-26520) with the Commission pursuant to the Securities Exchange Act of 1934, as amended ("Exchange Act"), are hereby incorporated by reference:

1. Annual Report on Form 10-K for the fiscal year ended December 31, 2007, filed March 31, 2008.
2. Quarterly Report on Form 10-Q for the quarter ended March 31, 2008 (filed May 15, 2008); and Quarterly Report on Form 10-Q for the quarter ended June 30, 2008 (filed August 14, 2008).
3. Current Report on Form 8-K dated January 3, 2008 (filed January 9, 2008); Current Report on Form 8-K (as to Item 8.01 and Exhibit 99.2 to Item 9.01 only) dated March 19, 2008 (filed March 20, 2008); Current Report on Form 8-K dated April 16, 2008 (filed April 18, 2008); Current Report on Form 8-K dated June 9, 2008 (filed June 9, 2008); Current Report on Form 8-K dated June 26, 2008 (filed June 27, 2008); and Current Report on Form 8-K dated July 24, 2008 (filed July 29, 2008).
4. Notice of Annual Meeting and Proxy Statement, filed May 15, 2008.
5. The description of the Corporation's common stock which is contained in the Corporation's Form 8-A filed with the Securities and Exchange Commission pursuant to Section 12 of the Securities Exchange Act of 1934, as amended, as updated in any amendment or report filed for the purpose of updating such description.

All documents subsequently filed by the Corporation pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended, prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents. Any statement incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 8. Exhibits

Exhibit Number	Description
4(a)	Neoprobe Corporation Second Amended and Restated 2002 Stock Incentive Plan (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed June 27, 2008).
4(b)	Amended and Restated Certificate of Incorporation of Neoprobe Corporation as corrected February 18, 1994 and amended June 27, 1994, June 3, 1996, March 17, 1999, May 9, 2000, June 13, 2003, July 27, 2004, June 22, 2005 and November 20, 2006 (incorporated by reference to Exhibit 3.1 to the Company's Registration Statement on Form SB-2 filed December 7, 2006).
4(c)	Amended and Restated By-Laws dated July 21, 1993, as amended July 18, 1995, May 30, 1996 and July 26, 2007 (incorporated by reference to Exhibit 3.2 to the Company's Current Report on Form 8-K dated August 3, 2007).
5*	Opinion of Porter, Wright, Morris & Arthur LLP regarding legality.
23(a)	Consent of Porter, Wright, Morris & Arthur LLP (included in Exhibit 5 filed herewith).
23(b)*	Consent of Independent Registered Public Accounting Firm.
24*	Powers of Attorney.

* Filed herewith.

PORTER, WRIGHT, MORRIS & ARTHUR LLP

41 South High Street
Columbus, Ohio 43215-6194
Telephone: 614/227-2000
Facsimile: 614/227-2100

August 20, 2008

Neoprobe Corporation
425 Metro Place North, Suite 300
Dublin, Ohio 43017

Re: Registration Statement on Form S-8
Neoprobe Corporation Second Amended and Restated 2002 Stock Incentive Plan (the "Plan")

Ladies and Gentlemen:

We have acted as counsel for Neoprobe Corporation, a Delaware corporation ("Neoprobe"), in connection with the Registration Statement on Form S-8 (the "Registration Statement"), filed by Neoprobe with the Securities and Exchange Commission under the Securities Act of 1933, as amended, with respect to the registration of 2,000,000 shares of Neoprobe Common Stock, \$.001 par value (the "Shares"), to be issued under the Plan.

In connection with this opinion, we have examined such corporate records, documents and other instruments of the registrant as we have deemed necessary.

Based on the foregoing, we are of the opinion that the Shares will, when issued and paid for in accordance with the provisions of the Plan, be legally issued, fully paid and nonassessable, and entitled to the benefits of the Plan.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement.

Very truly yours,

/s/ Porter, Wright, Morris & Arthur LLP

PORTER, WRIGHT, MORRIS & ARTHUR LLP

Consent of Independent Registered Public Accounting Firm

Neoprobe Corporation
Dublin, Ohio

We hereby consent to the incorporation by reference in the Prospectus constituting a part of this Registration Statement of our report dated March 28, 2008, relating to the consolidated financial statements of Neoprobe Corporation appearing in the Company's Annual Report on Form 10-K for the year ended December 31, 2007.

/s/ BDO Seidman, LLP

Chicago, Illinois
August 20, 2008

POWER OF ATTORNEY

Each of the undersigned officers and directors of Neoprobe Corporation, a Delaware corporation (the "Company"), hereby appoints David C. Bupp and Brent L. Larson as his true and lawful attorneys-in-fact, or either of them, with power to act without the other, as his true and lawful attorney-in-fact, in his name and on his behalf, and in any and all capacities stated below, to sign and to cause to be filed with the Securities and Exchange Commission (the "Commission"), the Company's Registration Statement on Form S-8 (the "Registration Statement") to register under the Securities Act of 1933, as amended, 2,000,000 shares of common stock, \$.001 par value, of the Company to be sold and distributed by the Company pursuant to the Company's Second Amended and Restated 2002 Stock Incentive Plan (the "Plan") and such other number of shares as may be issued under any anti-dilution provision of the Plan, and any and all amendments, including post-effective amendments, to the Registration Statement, hereby granting unto such attorneys-in-fact, and to each of them, full power and authority to do and perform in the name of 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 as fully as the undersigned could or might do in person, hereby granting to each such attorney-in-fact full power of substitution and revocation, and hereby ratifying all that any such attorney-in-fact or his substitute may do by virtue hereof.

IN WITNESS WHEREOF, the undersigned have signed these presents this 18th day of August, 2008.

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