

Registration No. 333-_____

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 400, Dublin, Ohio 43017-1367

(Address of Principal Executive Offices) (Zip Code)

1996 Stock Incentive Plan

(Full Title of the Plan)

Robert S. Schwartz, c/o Schwartz, Warren & Ramirez
A Limited Liability Company
41 South High Street, Columbus, Ohio 43215

(Name and Address of Agent For Service)

614-222-3000

Telephone Number, Including Area Code, of Agent For Service.

<TABLE>
<CAPTION>

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Proposed maximum Amount to be registered	Proposed maximum offering price per share(2) price(2)	Proposed maximum aggregate offering	Amount of registration fee
<S> Common Stock, \$.001 par value(1)	<C> 1,500,000	<C> \$16.94	<C> \$25,410,000	\$8,762.07

<FN>

(1) Each share of Common Stock carries one right to purchase a unit which currently consists of one-hundredth of a share of Series A Junior Participating Preferred Stock, par value \$.001 per share, pursuant to a Rights Agreement dated July 18, 1995.

(2) The proposed maximum offering price per share of \$16.94 is based upon the average of the high and low prices reported by the Nasdaq National Market on May 28, 1996 pursuant to paragraphs (c) and (h) of Rule 457.

</TABLE>

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

The documents listed in (a) through (c) below are incorporated by reference in this registration statement; and all documents subsequently filed by Neoprobe Corporation, a Delaware corporation (the "Registrant") pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities and Exchange Act of 1934 (the "Exchange Act"), prior to the filing of a post-effective amendment which indicates that all securities offered hereunder 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 part hereof from the date of filing of such documents.

- (a) The Registrant's latest annual report on Form 10-KSB (Commission File No. 0-20676), filed pursuant to Section 13(a) of the Exchange Act.
- (b) All other reports filed pursuant to Section 13(a) or 15(d) of the Exchange Act since the end of the fiscal year covered by the Registrant's annual report referred to in (a) above.
- (c) The description of the Registrant's Common Stock contained in the Registrant's Registration Statement on Form 8-A, as amended by Amendment No. 3 (Commission File No. 0-20676), including any amendment or report filed for the purpose of updating such description.
- (d) The description of Rights to Purchase Series A Junior Participating Preferred Stock contained in the Registrant's Registration Statement on Form 8-A (Commission File No. 0-20676).

ITEM 4. DESCRIPTION OF SECURITIES.

Not Applicable.

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL.

The validity of the Common Stock of the Registrant issuable under the Plan will be passed upon for the Registrant by Schwartz, Warren & Ramirez a Limited Liability Company, Columbus, Ohio.

ITEM 6. INDEMNIFICATION OF OFFICERS AND DIRECTORS.

Section 145 of the General Corporation Law of the State of Delaware ("Section 145") provides that directors and officers of Delaware corporations are entitled, under certain circumstances, to be indemnified against expenses (including attorneys' fees) and other liabilities actually and reasonably incurred by them as a result of any suit brought against them in their capacity as a director or officer, if they acted in good faith and in a manner they reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, if they had no reasonable cause to believe their conduct was unlawful. Section 145 also provides that directors and officers may also be indemnified against expenses (including attorneys' fees) incurred by them in connection with a derivative suit if they acted in good faith and in a manner they reasonably believed to be in or not opposed to the best interests of the corporation, except that no indemnification may be made without court approval if such person was adjudged liable to the corporation.

Article V of the Company's By-laws has provisions requiring the Company to indemnify its officers, directors, employees and agents which are in substantially the same language as Section 145.

Article Nine, section (b), of the Company's Certificate of Incorporation further provides that no director will be personally liable to the Company or its stockholders for monetary damages or for any breach of fiduciary duty except for breach of the director's duty of loyalty to the Company or its stockholders, for acts or omissions not in good faith or involving intentional misconduct or a knowing violation of law, pursuant to section 174 of the Delaware General Corporation Law (which imposes liability in connection with the payment of certain unlawful dividends, stock purchases or redemptions), or any amendment or successor provision thereto, or for any transaction from which the director derived an improper personal benefit.

ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED.

Not Applicable.

ITEM 8. EXHIBITS.

The following Exhibits are filed as part of this Registration Statement:

(4) Instruments Defining the Rights of Security Holders.

- 4.1. See Articles FOUR, FIVE, SIX, and SEVEN of the Restated Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 99.2 of Registrant's Current Report on Form 8-K, as amended for July 18, 1995 (Commission File No. 0-20676).
- 4.2. See Articles II and VI and Section 2 of Article III and Section 4 of Article VII of the Amended and Restated By-Laws (incorporated by reference to Exhibit 99.4 of Registrant's Current Report on Form 8-K, as amended for July 18, 1995 (Commission File No. 0-20676).
- 4.3. Rights Agreement dated as of July 18, 1995 between the Registrant and Continental Stock Transfer & Trust Company (incorporated by reference to Exhibit 1 of the registration statement on Form 8-A; Commission File No. 0-20676).

(5) Opinion re Legality.

- 5.1. Opinion of Schwartz, Warren & Ramirez a Limited Liability Company as to the validity of the Common Stock being registered hereunder.

(23) Consents of Experts and Counsel.

- 23.1. Consent of Coopers & Lybrand L.L.P.
- 23.2. Consent of Schwartz, Warren & Ramirez a Limited Liability Company is set forth as part of Exhibit 5.1 above.

(24) Powers of Attorney.

- 24.1. Powers of Attorney.
- 24.2. Certified copy of resolution of Registrant's Board of Directors authorizing officers and directors signing on behalf of the Registrant to sign pursuant to a power of attorney.

ITEM 9. UNDERTAKINGS.

- (a) The undersigned Registrant hereby undertakes:

-2-

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement;

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement;

(iii) To include any material information with respect to the plan or distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the registration statement is on Form S-3, Form S-8, and the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the Registrant pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective

amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the Registrant's annual report pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(h) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

-3-

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Columbus, State of Ohio, this 30th day of May, 1996.

NEOPROBE CORPORATION
(Registrant)

By: /s/DAVID C. BUPP

David C. Bupp
President

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on May 30, 1996.

Signature	Title
JOHN L. RIDIHALGH* ----- John L. Ridihalgh	Director, Chairman of the Board, and Chief Executive Officer (principal executive officer)
/s/ DAVID C. BUPP ----- David C. Bupp	Director, President, and Chief Operating Officer
JOHN SCHROEPFER* ----- John Schroepfer	Vice President, Finance and Administration (principal financial and accounting officer)
JERRY K. MUELLER, JR.* ----- Jerry K. Mueller, Jr.	Director
C. MICHAEL HAZARD* ----- C. Michael Hazard	Director
JULIUS R. KREVANS* ----- Julius R. Krevans	Director
MICHAEL P. MOORE* ----- Michael P. Moore	Director
J. FRANK WHITLEY, JR.*	Director

EXHIBIT 5.1

SCHWARTZ, WARREN & RAMIREZ
A LIMITED LIABILITY COMPANY * ATTORNEYS AT LAW
41 SOUTH HIGH STREET * COLUMBUS, OHIO 43215-6188
(614) 222-3000 * FAX (614) 224-0360 ROBERT S. SCHWARTZ
DAYTON, OHIO (513) 228-0144 (614) 222-3050
<http://www.swrlaw.com> rschwartz@swrlaw.mhs.com

June 3, 1996

Neoprobe Corporation
425 Metro Place North, Suite 400
Dublin, Ohio 43017

Re: REGISTRATION OF NEOPROBE CORPORATION
1996 STOCK INCENTIVE PLAN

Gentlemen:

You have requested our opinion in connection with the issuance of Common Stock ("Common Stock") of Neoprobe Corporation, a Delaware corporation (the "Company"), under the Neoprobe Corporation 1996 Stock Incentive Plan (the "Plan"), which is being registered with the Securities and Exchange Commission pursuant to a Registration Statement on Form S-8 (the "Registration Statement").

We have acted as counsel to the Company in connection with the Plan. While we represent the Company on a regular basis, our advice and representation have been limited to the specific matters referred to us from time to time by the Company; accordingly, we may be unaware of certain matters of a legal nature concerning the Company.

For the purpose of giving this opinion, we have examined and relied upon the following documents and instruments which, to our knowledge and in our judgment, are all of the documents and instruments that are necessary for us to examine for such purpose.

1. A copy of the Company's Amended and Restated Articles of Incorporation;
2. A copy of the Company's Amended and Restated By-Laws;
3. The Plan;
4. The minute books of the Company;
5. An officer's certificate executed by an officer of the Company certifying certain factual information; and
6. A secretary's certificate executed by the secretary of the Company certifying certain factual information.

In giving our opinion, we have assumed without investigation the authenticity of any document or instrument submitted to us as an original, the conformity to the authentic original

Neoprobe Corporation
May __, 1996
Page 2

of any document or instrument submitted to us as a certified, conformed or photostatic copy, the genuineness of all signatures on such originals or copies and the legal capacity of each signatory.

Based upon the foregoing, we are of the opinion that when the options

issued under the Plan are exercised and the Company has received the exercise price under the Plan and the individual option agreements (which price may not be less than par value of the Common Stock) in the form of cash, services rendered, personal property, real property, leases of real property, or a combination thereof, the Common Stock sold under the Plan will be validly issued, fully paid and nonassessable.

Our opinion is subject to the following qualifications and limitations:

- i. The opinions expressed herein are subject to the effect of applicable bankruptcy, insolvency, reorganization or similar laws affecting the enforcement of creditors' rights in general and are subject to general principles of equity, whether considered in actions at law or suits in equity.
- ii. Members of our firm are qualified to practice law in the State of Ohio and nothing contained herein shall be deemed to be an opinion as to any law, other than the laws of the State of Ohio and the federal law of the United States.
- iii. The opinions set forth herein are expressed as of the date hereof and we disclaim any undertaking to advise you of any changes which may subsequently be brought to our attention in the facts and the law upon which such opinions are based.

This opinion is furnished by us solely for your benefit and is intended to be used as an exhibit to the Registration Statement. Except for such use, neither this opinion nor copies hereof may be relied upon by, delivered to, or quoted in whole or in part to, any other person without our prior written consent.

We consent to the reference to our firm name under the caption "Interests of Named Experts and Counsel" in the Registration Statement and to the use of our opinion as an exhibit to the Registration Statement. In giving these consents, we do not admit that we come within the category of persons whose consent is required under Section 7 of the Securities Act of 1933 or the rules and regulations of the Securities and Exchange Commission promulgated thereunder.

Very truly yours,

By: /s/ Robert S. Schwartz

Robert S. Schwartz, a member of the firm

Exhibit 23.1

CONSENT OF INDEPENDENT ACCOUNTANTS

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated February 16, 1996, on our audits of the consolidated financial statements of Neoprobe Corporation and Subsidiaries, which report is included in this Annual Report on Form 10-K.

/s/ COOPERS & LYBRAND L.L.P.

Columbus, Ohio
June 3, 1996

EXHIBIT 24.1

POWER OF ATTORNEY
OFFICERS AND DIRECTORS OF
NEOPROBE CORPORATION

The undersigned who is a director or officer of Neoprobe Corporation, a Delaware corporation (the "Company");

Does hereby constitute and appoint John L. Ridihalgh and David C. Bupp to be his agents and attorneys-in-fact;

Each 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 one or more Registration Statements on Form S-8 under the Securities Act of 1933 relating to The 1996 Stock Incentive Plan, and any amendments or supplements (including post-effective amendments) to such Registration Statements; and

To execute and deliver any instruments, certificates or other documents which they shall deem necessary or proper in connection with the filing of such Registration Statements, and generally to act for and in the name of the undersigned with respect to such filings as fully as could the undersigned if then personally present and acting.

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.

This Power of Attorney may be executed in any number of counterparts, each of which shall have the same effect as if it were the original instrument and all of which shall constitute one and the same instrument.

IN WITNESS WHEREOF, I have executed this Power of Attorney this 30st day of May, 1996.

/s/ John L. Ridihalgh

John L. Ridihalgh

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/s/ David C. Bupp

David C. Bupp

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/s/ John Schroepfer

John Schroepfer

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IN WITNESS WHEREOF, I have executed this Power of Attorney this 30st day of May,

1996.

/s/ Jerry K. Mueller, Jr.

Jerry K. Mueller, Jr.

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/s/ C. Michael Hazard

C. Michael Hazard

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IN WITNESS WHEREOF, I have executed this Power of Attorney this 30st day of May, 1996.

/s/ Julius R. Krevans

Julius R. Krevans

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/s/ Michael P. Moore

Michael P. Moore

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/s/ J. Frank Whitley, Jr.

J. Frank Whitley, Jr.

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IN WITNESS WHEREOF, I have executed this Power of Attorney this 30st day of May, 1996.

/s/ James F. Zid

James F. Zid

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Does hereby constitute and appoint John L. Ridihalgh and David C. Bupp to be his agents and attorneys-in-fact;

Each 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 one or more Registration Statements on Form S-8 under the Securities Act of 1933 relating to The 1996 Stock Incentive Plan, and any amendments or supplements (including post-effective amendments) to such Registration Statements; and

To execute and deliver any instruments, certificates or other documents which they shall deem necessary or proper in connection with the filing of such Registration Statements, and generally to act for and in the name of the undersigned with respect to such filings as fully as could the undersigned if then personally present and acting.

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.

This Power of Attorney may be executed in any number of counterparts, each of which shall have the same effect as if it were the original instrument and all of which shall constitute one and the same instrument.

IN WITNESS WHEREOF, I have executed this Power of Attorney this 30st day of May, 1996.

/s/ Zwi Vromen

Zwi Vromen

EXHIBIT 24.2

SECRETARY'S CERTIFICATE

I, Jerry K. Mueller, Jr., certify that I am the duly elected, qualified and acting Secretary of Neoprobe Corporation, a Delaware corporation (the "Corporation"), that I am authorized and empowered to execute this Certificate on behalf of the Corporation with respect to the Registration Statement on Form S-8 and further certify that the following is a true, complete and correct copy of a resolution adopted by the Board of Directors of the Corporation on January 18, 1996, which resolution remains in full force and effect as of the date of this certificate:

RESOLVED, that each representative, officer or director who may be required to execute the Registration Statement and any amendment thereof be, and each of them hereby is, authorized to execute a Power of Attorney appointing John L. Ridihalgh and David C. Bupp as his true and lawful attorney and agent to execute in his name, place and stead (in any capacity) the Registration Statement and any amendments thereto, and all instruments necessary or in connection therewith, and to file the same with the Commission, each of which attorney and agent shall have the power to do and perform in the name of and on behalf of each said representative, officer and director, or both, as the case may be, every act whatsoever necessary or advisable to be done in the premises as fully and to all intents and purposes as such representative, officer or director might or could do in person.

IN WITNESS WHEREOF, I have hereunto set my hand as of May 30, 1996.

/s/ Jerry K. Mueller, Jr.

Jerry K. Mueller, Jr., Secretary