

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported): December 1, 1998

Neoprobe Corporation

(Exact Name of Registrant as Specified in Charter)

Delaware	0-26520	31-1080091
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(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)

425 Metro Place North, Suite 300, Dublin, Ohio	43017
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(Address of Principal Executive Offices)	(Zip Code)

Registrant's telephone number, including area code (614) 793-7500

(Former Name or Former Address, if Changed Since Last Report)

Item 4. Changes in Registrant's Certifying Accountant.

On December 1, 1998, after discussions between the Registrant and PricewaterhouseCoopers ("PWC"), the Registrant's principal accountant, the parties agreed that PWC would not conduct the Registrant's 1998 fiscal year-end audit. Discussions between the parties were initiated by PWC; however, during the registrant's two most recent fiscal years and subsequent interim periods, no reports or financial statements issued by PWC contained an adverse opinion or disclaimer of opinion or was qualified or modified as to uncertainty, audit scope or accounting principles. Further, during the Registrant's two most recent fiscal years and subsequent interim periods there were no disagreements between the Registrant's management and PWC on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure which disagreements, if not resolved to the satisfaction of PWC, would have caused PWC to make reference to the subject matter of the disagreements in connection with PWC's reports. KPMG Peat Marwick LLP was engaged as the Registrant's principal accountants on December 7, 1998.

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits.

(a) Financial Statements of Business Acquired.

Not applicable.

(b) Pro Forma Financial Information.

Not applicable.

(c) Exhibits.

(16) LETTER RE CHANGE IN CERTIFYING ACCOUNTANT

Exhibit 16.

Letter from PricewaterhouseCoopers LLP dated December 7, 1998 to the Securities and Exchange Commission.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

NEOPROBE CORPORATION

Date: December 7, 1998

By: /s/ David C. Bupp

David C. Bupp, Chief Executive
Officer and President

Exhibit 16

PricewaterhouseCoopers

December 7, 1998

PricewaterhouseCoopers LLP
100 East Broad Street
Suite 2100
Columbus OH 43215-3671
Telephone (614) 225 8700
Facsimile (614) 224 1044

Securities and Exchange Commission
450 5th Street, N.W.
Washington, D.C. 20549

Commissioners:

We have read the statements made by Neoprobe Corporation (copy attached), which we understand will be filed with the Commission, pursuant to Item 4 of Form 8-K, as part of the Company's Form 8-K report dated December 7, 1998. We agree with the statements concerning our Firm in such Form 8-K.

Very truly yours,

/s/ PricewaterhouseCoopers LLP

JCD:sac

Attachment