

Registration No. 333-84782

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1 TO

FORM SB-2

REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

NEOPROBE CORPORATION

(Exact name of registrant as specified in its charter)

<TABLE>  
<S>                      <C>                      <C>  
Delaware                      2835                      31-1080091  
(State or other jurisdiction of      (Primary standard industrial      (IRS employer  
incorporation or organization)      Classification number)      identification number)  
</TABLE>

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425 Metro Place North, Suite 300  
Dublin, Ohio 43017-1367  
(614) 793-7500

(Address and telephone number of principal executive offices)

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425 Metro Place North, Suite 300  
Dublin, Ohio 43017-1367

(Address of principal place of business)

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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)

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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, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

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.

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box.

<TABLE>

<CAPTION>

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Proposed Amount to be Registered	Proposed Maximum Offering Price Per Share (1)	Proposed Maximum Offering Price (1)	Amount of Registration Fee
<S> Common Stock, \$.001 par value.....	<C> 3,085,066 (2)	<C> \$ 0.465	<C> \$2,742,977	<C> \$252.35*

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- (1) Estimated with respect to the shares originally registered solely for the purpose of calculating the registration fee pursuant to Rule 457.
- (2) Represents shares of common stock held directly by the selling stockholder that were sold pursuant to this registration statement.

\* Registration Fee previously paid. The actual registration fee is listed in this column, and does not reflect the reduction in the number of shares registered resulting from this post-effective amendment.

This Registration Statement was originally filed to register sales by Fusion Capital Fund II, LLC, an Illinois limited liability company (hereinafter referred to as "Fusion Capital"), of a total of 5,898,876 shares of common stock issued pursuant to a Stock Purchase Agreement, dated November 19, 2001, by and among Neoprobe Corporation and Fusion Capital. As of the date of this Post-effective Amendment, filed to remove from registration the securities which remain unsold at the end of the offering, only 3,085,066 shares were actually sold by Fusion Capital pursuant to the Registration Statement. This Post-effective Amendment is being filed to reduce the number of shares of common stock registered hereby to the number of shares that were actually sold by Fusion Capital.

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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 on March 22, 2002, Registration No. 333-84782, with the exception of the Powers of Attorney for Mr. Aschinger and Dr. Krevans, which are 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 SB-2 and has authorized this Post-effective Amendment No. 1 to its Registration Statement to be signed on its behalf by the undersigned in the City of Dublin, Ohio, on May 16, 2006.

Neoprobe Corporation

By: /s/ Brent L. Larson  
 -----  
 Brent L. Larson, Vice President,  
 Finance and Chief Financial 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:

Signature	Title	Date
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<S> /s/ David C. Bupp* ----- David C. Bupp	<C> President, Chief Executive Officer and Director (principal executive officer)	<C> May 16, 2006
/s/ Brent L. Larson ----- Brent L. Larson	Vice President, Finance and Chief Financial Officer (principal financial officer and principal accounting officer)	May 16, 2006
/s/ Julius R. Krevans* ----- Julius R. Krevans	Chairman of the Board of Directors	May 16, 2006
/s/ Carl J. Aschinger, Jr.* ----- Carl J. Aschinger, Jr.	Director	May 16, 2006
/s/ Reuven Avital* ----- Reuven Avital	Director	May 16, 2006
----- Director ----- Kirby I. Bland, M.D.		
/s/ Fred B. Miller* ----- Fred B. Miller	Director	May 16, 2006
/s/ Frank Whitley, Jr.* ----- J. Frank Whitley, Jr.	Director	May 16, 2006
*By: /s/ Brent L. Larson ----- Brent L. Larson, Attorney-in fact </TABLE>		

Exhibit 24

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 or her 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;

- o To sign and file with the Securities and Exchange Commission any Post-effective Amendment to the Registration Statement of the Company on Form SB-2 (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 5,898,876 shares of common stock, \$0.001 par value, of the Company related to the common stock purchase agreement, dated November 19, 2001, by and among the Company and Fusion Capital Fund II, LLC, an Illinois limited liability company; and
- o 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.

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, the undersigned has executed this Power of Attorney this 19th day of April, 2006.

/s/ Carl J. Aschinger, Jr.

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Carl J. Aschinger, Jr.

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 or her 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;

- o To sign and file with the Securities and Exchange Commission any Post-effective Amendment to the Registration Statement of the Company on Form SB-2 (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 5,898,876 shares of common stock, \$0.001 par value, of the Company related to the common stock purchase agreement, dated November 19, 2001, by and among the Company and Fusion Capital Fund II, LLC, an Illinois limited liability company; and

- o 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.

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, the undersigned has executed this Power of Attorney this 12th day of May, 2006.

/s/ Julius R. Krevans

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Julius R. Krevans