

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 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) July 26, 2007

NEOPROBE CORPORATION

(Exact name of registrant as specified in its charter)

Delaware	0-26520	31-1080091
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

425 Metro Place North, Suite 300, Columbus, Ohio	43017
(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.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 2.02. Results of Operations and Financial Condition.

On July 26, 2007, Neoprobe Corporation (the "Company") issued a press release regarding its consolidated financial results for the second quarter ended June 30, 2007. A copy of the Company's July 26, 2007, press release entitled "Neoprobe Announces Second Quarter Results" is furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

The information contained in Item 2.02 of this Current Report on Form 8-K, including exhibit 99.1 hereto, shall not be treated as "filed" for purposes of the Securities Exchange Act of 1934, as amended.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Effective July 26, 2007, Julius R. Krevans, M.D., Chairman of the Board of Directors of the Company, retired from his position as Chairman and as a director of the Company. There were no matters of disagreement concerning the Company's operations, policies or practices between Dr. Krevans and the Company causing this decision to retire. The Board of Directors of the Company elected Carl J. Aschinger, Jr., a current director of the Company, to serve as Non-Executive Chairman of the Company's Board of Directors, also effective July 26, 2007.

On July 30, 2007, the Company appointed Owen E. Johnson, M.D. to serve on its Board of Directors. Dr. Johnson was appointed to a term ending at the Company's Annual Stockholders' Meeting in 2008, when he is expected to stand for election for another term ending in 2011. Dr. Johnson recently retired as Vice President and Sr. Medical Director of United HealthCare of Ohio, Inc. ("UHC"), a subsidiary of UnitedHealth Group. Dr. Johnson has also served on the Board of Directors and on numerous Committees of UHC as well as other related organizations. Prior to joining UHC, Dr. Johnson held several hospital appointments with Riverside Methodist Hospital in Columbus, Ohio. Dr. Johnson has also been active in numerous professional, fraternal and community organizations in the Columbus area. Dr. Johnson has been appointed to serve on the Compensation, Nominating and Governance Committee of the Company's Board of Directors. In connection with Dr. Johnson's appointment to the Company's Board of Directors, the Company granted Dr. Johnson 20,000 options to purchase shares of the Company's common stock. The stock options were granted under the Neoprobe Corporation 2002 Stock Incentive Plan. Each option entitles Dr. Johnson to purchase one share of the Company's common stock upon vesting, at a price of \$0.35 per share. The options vest on the first anniversary of the date of grant. On July 30, 2007, the Company issued a press release entitled "Neoprobe Increases Board of Directors" in connection with the appointment of Dr. Johnson. A copy the Company's July 30, 2007, press release is attached hereto as Exhibit 99.2 and is incorporated herein by reference.

Statements contained or incorporated by reference in this Current Report on Form 8-K which relate to other than strictly historical facts, such as statements about the Company's plans and strategies, expectations for future financial performance, new and existing products and technologies, and markets for the Company's products, are forward-looking statements. The words "believe," "expect," "anticipate," "estimate," "project," and similar expressions identify forward-looking statements that speak only as of the date hereof. Investors are cautioned that such statements involve risks and uncertainties that could cause actual results to differ materially from historical or anticipated results due to many factors including, but not limited to, the Company's continuing operating losses, uncertainty of market acceptance, reliance on third party manufacturers, accumulated deficit, future capital needs, uncertainty of capital funding, dependence on limited product line and distribution channels, competition, limited marketing and manufacturing experience, and other risks detailed in the Company's most recent Annual Report on Form 10-KSB and other Securities and Exchange Commission filings. The Company undertakes no obligation to publicly update or revise any forward-looking statements.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit

Number Exhibit Description

99.1 Neoprobe Corporation press release dated July 26, 2007, entitled "Neoprobe Announces Second Quarter Results."

99.2 Neoprobe Corporation press release dated July 30, 2007, entitled "Neoprobe Increases Board of Directors."

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: July 30, 2007

By: /s/ Brent L. Larson

Brent L. Larson, Vice President, Finance and
Chief Financial Officer

IMMEDIATE RELEASE**July 26, 2007****CONTACTS:****Brent Larson,
Vice President / CFO
614 822.2330****Tim Ryan,
The Trout Group
646.378.2924**

**NEOPROBE ANNOUNCES SECOND QUARTER RESULTS
Business Update Provided and Conference Call Scheduled**

DUBLIN, OHIO - July 26, 2007 -- Neoprobe Corporation (OTCBB:NEOP - News), a diversified developer of innovative oncology and cardiovascular surgical and diagnostic products, today announced consolidated results for the second quarter of 2007 and for the six-month period ended June 30, 2007. For the second quarter of 2007, Neoprobe reported a net loss of \$1.1 million or \$0.02 per share compared to a net loss of \$861,000 or \$0.01 per share for the second quarter in 2006. For the six months ended June 30, 2007, Neoprobe reported a net loss of \$2.2 million or \$0.04 per share compared to a net loss of \$1.8 million or \$0.03 per share for the same period in 2006. The net loss for the second quarter of 2007 included \$357,000 in non-cash charges compared to total non-cash charges of \$348,000 for the second quarter of 2006. The net loss for the six-month period ended June 30, 2007 included \$740,000 in non-cash charges compared to total non-cash charges of \$745,000 for the same period in 2006. Non-cash charges for both periods consisted primarily of the amortization of warrant and debt-issuance costs related to the financing that was completed in December 2004 in addition to depreciation and amortization of fixed and intangible assets.

Brent Larson, Neoprobe's Vice President, Finance and CFO, said, "Device revenue for the second quarter of 2007 increased 6% to \$1.5 million compared to \$1.4 million for the same quarter last year. Year-to-date device revenue increased 1% to \$3.3 million for the six months ended June 30, 2007 compared to \$3.2 million for the comparable prior year period. Year-to-date revenue in 2007 from our gamma detection systems increased 5% overall to \$3.0 million. Year-to-date sales of blood flow devices totaled \$246,000 for the first half of 2007 compared to \$363,000 for the same period in 2006. Gross margins from combined device sales declined for the first half of 2007 to 54% compared to 58% for the same period in the prior year due to a combination of factors including lower margins on sales of Bluetooth probe demonstration units in 2007, a price decline on base systems sold by our distribution partner in Europe and higher than expected production costs on our initial production run of Bluetooth probes. We expect margins to recover to historical levels over the remainder of the year as awareness of our new Bluetooth product offering continues to grow and end-customer sales are booked."

David Bupp, Neoprobe's President and CEO, said, "Our operating expenses increased slightly for the first half of 2007 compared to last year due to increased clinical trial activity during the period related to the recent successfully completed Phase 2 trial for Lymphoseek[®], which more than offset decreases in drug manufacturing validation and production activities from what occurred in the first half of 2006. General and administrative costs also declined 11% compared to the prior year related primarily to decreases in marketing and insurance costs."

Following are some of the milestones achieved by Neoprobe during the second quarter of 2007 and early July:

- Achieved and reported positive preliminary results from the Phase 2 Lymphoseek trial in breast cancer and melanoma. Based on pathology confirmed results, Lymphoseek identified lymphatic tissue in over 94% of the surgically treated patients.
 - Closed on a \$1 million investment in the Company led by our President and CEO, David Bupp.
 - Executed a term sheet for the marketing and distribution of Lymphoseek in the United States with the nuclear pharmacy division of Cardinal Health.
 - Commenced development activities for the Phase 3 clinical studies of Lymphoseek including holding a productive preliminary meeting with FDA.
 - Completed the second of three cGMP production runs of Lymphoseek.
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“Successful completion of the Phase 2 trial for Lymphoseek in breast cancer and melanoma coupled with the execution of a term sheet for Lymphoseek distribution with the market leader in radiopharmaceutical distribution in the United States are the most solid demonstrations yet of the potential for Lymphoseek and Neoprobe.” Bupp continued. “The recent achievement of these clinical and commercial milestones, coupled with the continued solid performance of our core device business, serve as a solid foundation for success as we prepare for the pivotal Phase 3 trials for Lymphoseek.”

Neoprobe’s President and CEO, David Bupp, and Vice President and CFO, Brent Larson, will provide a business update and discuss the company’s results for the second quarter of 2007 during the conference call scheduled for 11:30AM ET, Friday, July 27, 2007. The conference call can be accessed as follows:

Conference Call Information			
TO PARTICIPATE LIVE:		TO LISTEN TO A REPLAY:	
Date:	July 27, 2007	Available until:	August 3, 2007
Time:	11:30AM EDT	Toll-free (U.S.) Dial in # :	877-660-6853
		International Dial in # :	201-612-7415
Toll-free (U.S.) Dial in # :	877-407-8033	Replay passcodes (both required for playback):	
International Dial in # :	201-689-8033	Account # :	286
		Conference ID # :	249655

About Neoprobe

Neoprobe is a biomedical company focused on enhancing patient care and improving patient outcome by meeting the critical intraoperative diagnostic information needs of physicians and therapeutic treatment needs of patients. Neoprobe currently markets the neo2000® line of gamma detection systems that are widely used by cancer surgeons and is commercializing the Quantix® line of blood flow measurement products developed by its subsidiary, Cardiosonix Ltd. In addition, Neoprobe holds significant interests in the development of related biomedical systems and radiopharmaceutical agents including Lymphoseek® and RIGScan® CR. Neoprobe’s subsidiary, Cira Biosciences, Inc., is also advancing a patient-specific cellular therapy technology platform called ACT. Neoprobe’s strategy is to deliver superior growth and shareholder return by maximizing its strong position in gamma detection technologies and diversifying into new, synergistic biomedical markets through continued investment and selective acquisitions. www.neoprobe.com

Statements in this news release, which relate to other than strictly historical facts, such as statements about the Company’s plans and strategies, expectations for future financial performance, new and existing products and technologies, anticipated clinical and regulatory pathways, and markets for the Company’s products are forward-looking statements. The words “believe,” “expect,” “anticipate,” “estimate,” “project,” and similar expressions identify forward-looking statements that speak only as of the date hereof. Investors are cautioned that such statements involve risks and uncertainties that could cause actual results to differ materially from historical or anticipated results due to many factors including, but not limited to, the Company’s continuing operating losses, uncertainty of market acceptance of its products, reliance on third party manufacturers, accumulated deficit, future capital needs, uncertainty of capital funding, dependence on limited product line and distribution channels, competition, limited marketing and manufacturing experience, risks of development of new products, regulatory risks and other risks detailed in the Company’s most recent Annual Report on Form 10-KSB and other Securities and Exchange Commission filings. The Company undertakes no obligation to publicly update or revise any forward-looking statements.

Weighted average shares outstanding:				
Basic	61,608,782	58,560,046	60,635,448	58,535,631
Diluted	61,608,782	58,560,046	60,635,448	58,535,631

IMMEDIATE RELEASE**July 30, 2007****CONTACTS:****Brent Larson,
Vice President / CFO
614 822.2330****Tim Ryan,
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NEOPROBE INCREASES BOARD OF DIRECTORS*Names Columbus Business Executive Owen E. Johnson, M.D. to Board of Directors*

DUBLIN, OHIO - July 30, 2007 -- Neoprobe Corporation (OTCBB: NEOP), a diversified developer of innovative oncology and cardiovascular surgical and diagnostic products, announced today that Owen E. Johnson, M.D., has been appointed to Neoprobe Corporation's Board of Directors. Dr. Johnson recently retired as Vice President and Sr. Medical Director of United HealthCare of Ohio, Inc. ("UHC"), a subsidiary of UnitedHealth Group, where he was heavily involved in new technology assessment and reimbursement establishment. Dr. Johnson has also served on the Board and on numerous Committees of UHC as well as other related organizations. Prior to joining UHC, Dr. Johnson held several hospital appointments with Riverside Methodist Hospital in Columbus, Ohio. Dr. Johnson has also been active in numerous professional, fraternal and community organizations in the Columbus area.

Dr. Johnson commented on his appointment to the Neoprobe Board of Directors, "I am excited to join the Board at Neoprobe because of the great potential the Company has in helping mankind through improving their health and longevity. Neoprobe has made great strides in the recent past and I look forward to assisting in guiding the Company in the coming years."

David Bupp, Neoprobe's president & CEO said, "Neoprobe is very pleased to have someone of Dr. Johnson's business experience and stature join our Board, as we are making the transition to a biotechnology company with both medical device and drug product offerings. Dr. Johnson has been appointed to a Board term ending at the Annual Stockholders' Meeting in 2008, when he is expected to stand for election for another term ending in 2011."

About Neoprobe

Neoprobe is a biomedical company focused on enhancing patient care and improving patient outcome by meeting the critical intraoperative diagnostic information needs of physicians and therapeutic treatment needs of patients. Neoprobe currently markets the neo2000[®] line of gamma detection systems that are widely used by cancer surgeons and is commercializing the Quantix[®] line of blood flow measurement products developed by its subsidiary, Cardiosonix Ltd. In addition, Neoprobe holds significant interests in the development of related biomedical systems and radiopharmaceutical agents including Lymphoseek[®] and RIGScan[®] CR. Neoprobe's subsidiary, Cira Biosciences, Inc., is also advancing a patient-specific cellular therapy technology platform called ACT. Neoprobe's strategy is to deliver superior growth and shareholder return by maximizing its strong position in gamma detection technologies and diversifying into new, synergistic biomedical markets through continued investment and selective acquisitions. www.neoprobe.com
