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)	January 26, 2010

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 8.01. Other Events.

On January 26, 2010, Neoprobe Corporation (the "Company") issued a press release announcing that it had completed a license amendment with The Dow Chemical Company for a variety of antibodies used in its proprietary surgical oncology system called radioimmunoguided surgery or RIGS®. The license amendment covers antibodies that target a variety of cancers including colon, rectal, breast, bladder, ovarian and endometrial. The antibodies were developed in the research laboratories of the National Institutes of Health (NIH) and Dow. In addition, the Company and Dow have agreed that the Company will assume direct responsibility for the licensing agreements. Dow will be compensated for its contributions when the Company successfully introduces commercial products.. A copy of the complete text of the Company's January 26, 2010, press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K 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, 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-K 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 January 26, 2010, entitled "Neoprobe Completes RIGS Antibody License Amendments."

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: January 28, 2010

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

Exhibit 99.1

IMMEDIATE RELEASE
CONTACTS:
Brent Larson,
Vice President / CFO
614 822 2330

January 26, 2010
Tim Ryan,
The Shoreham Group
212 242 7777

NEOPROBE COMPLETES RIGS ANTIBODY LICENSE AMENDMENTS
Neoprobe Assumes Antibody Licensing Responsibility from Dow

DUBLIN, OHIO – January 26, 2010 -- Neoprobe Corporation (OTCBB: NEOP), a diversified developer of innovative oncology surgical and diagnostic products, announced today that it has completed a license amendment with The Dow Chemical Company (NYSE: DOW) for a variety of antibodies used in its proprietary surgical oncology system called radioimmunoguided surgery or RIGS®. The license amendment covers antibodies that target a variety of cancers including colon, rectal, breast, bladder, ovarian and endometrial. The antibodies were developed in the research laboratories of the National Institutes of Health (NIH) and Dow. In addition, Neoprobe and Dow have agreed that Neoprobe will assume direct responsibility for the licensing agreements. Dow will be compensated for its contributions when Neoprobe successfully introduces commercial products.

"The completion of the agreements for the portfolio of antibodies with both NIH and Dow clarifies the development rights for the RIGS technology," said David Bupp, Neoprobe's President and CEO. "We commenced updated cell line development activities for the antibodies last year and we are pleased with the results to date. Our clinical and pharmaceutical development teams have been working on the clinical and regulatory strategies for the program including the recently filed Phase 3 trial design which has been submitted to FDA under the special protocol assessment provisions," concluded Mr. Bupp.

The most clinically evaluated RIGS antibody is called RIGScan™ CR, which when combined with a hand-held gamma radiation detection probe, provides surgeons with real-time information used to locate tumor components not detectable by conventional methods, and assists in the more thorough removal of the potentially cancerous tissue. The RIGScan CR targeting agents are monoclonal antibodies labeled with a radioactive isotope that emits low energy gamma rays. Before surgery, a cancer patient is injected with the monoclonal antibody targeting agent, which circulates throughout the patient's body and binds specifically to cancer cell components (cancer antigens). Concentrations of the targeting agent are then located during surgery by the gamma detection device, which emits an audible tone to direct the surgeon to tumor-involved tissue. Information on the clinical history and current development status of RIGScan CR can be obtained from Neoprobe's recent press releases and filings with the U.S. Securities and Exchange Commission.

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 neoprobe® GDS line of gamma detection systems that are widely used by cancer surgeons. 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.
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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