

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 16, 2010

NEOPROBE CORPORATION

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

0-26520

(Commission File Number)

31-1080091

(IRS Employer Identification No.)

425 Metro Place North, Suite 300, Dublin, Ohio

(Address of principal executive offices)

43017

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

J. Frank Whitley, Jr. retired from his position as a director of the Company effective as of July 16, 2010, the date of the 2010 Annual Meeting. Additionally, Reuven Avital retired from the Company's Board of Directors by choosing not to stand for re-election to his position, the term of which expired at the 2010 Annual Meeting. There were no matters of disagreement concerning the Company's operations, policies or practices between either of Mr. Avital or Mr. Whitley and the Company, which caused the decision of either to retire.

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

On July 16, 2010, at the 2010 Annual Meeting of Stockholders (the "2010 Annual Meeting") of Neoprobe Corporation (the "Company"), the stockholders re-elected David C. Bupp, the Company's President and Chief Executive Officer, as a director of the Company, and for the first time elected Brendan A. Ford and Eric K. Rowinsky, M.D., as directors of the Company, each for a term ending at the 2013 Annual Meeting of the Company's stockholders. Additionally, at the 2010 Annual Meeting the Company received the approval of its stockholders to increase the number of authorized shares of the Company from 155 million to 205 million, consisting of: (a) 200,000,000 shares of common stock; and (b) 5,000,000 shares of preferred stock. At the 2010 Annual Meeting the Company's stockholders also approved the appointment of BDO Seidman, LLP, to act as the Company's independent registered public accounting firm for 2010.

The following table shows the voting tabulation for the election of directors:

| <u>ACTION</u>          | <u>FOR</u> | <u>WITHHELD</u> | <u>BROKER NON-VOTES</u> |
|------------------------|------------|-----------------|-------------------------|
| Election of Directors: |            |                 |                         |
| David C. Bupp          | 25,365,099 | 3,455,217       | 44,103,376              |
| Brendan A. Ford        | 28,631,469 | 188,847         | 44,103,376              |
| Eric K. Rowinsky, M.D. | 28,588,270 | 232,046         | 44,103,376              |

The following table shows the voting tabulation for both: (a) the increase in the number of authorized shares; and (b) the approval of the appointment of BDO Seidman, LLP:

| <u>ACTION</u>                 | <u>FOR</u> | <u>WITHHELD</u> | <u>ABSTAIN</u> |
|-------------------------------|------------|-----------------|----------------|
| Increase in Authorized Shares | 60,906,252 | 9,282,601       | 2,734,839      |
| Approval of BDO Seidman, LLP  | 72,378,497 | 117,450         | 427,745        |

**Item 7.01. Regulation FD Disclosures.**

The Company held a conference call on July 19, 2010, at 4:00 p.m. EDT (the "Conference"), to provide a business update, discuss its product pipeline and provide an update on matters from the 2010 Annual Meeting. During the Conference, in addition to reviewing the disclosures discussed in the Company's recent press releases, Mr. Bupp provided an update regarding the status of the Company's pending New Drug Application ("NDA") for its investigational new drug, Lymphoseek. In his remarks, Mr. Bupp noted that preparations for the NDA were progressing to the point where the Company expected to be in position to file the NDA prior to the end of the quarterly period ending September 30, 2010. However, Mr. Bupp cautioned that the Company intended to follow guidance received from the U.S. Food and Drug Administration ("FDA") regarding scheduling a formal pre-NDA meeting with FDA prior to filing to review the completeness of the Company's information package. Mr. Bupp noted that the Company has requested such a meeting, but that the earliest possible dates for the meeting were near the end of the third quarter. Mr. Bupp further explained that the Company anticipates filing the NDA within weeks of the completion of a successful pre-NDA meeting with FDA.

**Item 8.01. Other Events.**

On July 16, 2010, the Company issued a press release announcing the results of the 2010 Annual Meeting. At the 2010 Annual Meeting Mr. Bupp provided the Company's stockholders with a business update and review of the Company's activities over the past year, highlighting the milestones discussed in the complete text of the Press Release which is furnished as Exhibit 99.1 to this Current Report on Form 8-K and incorporated herein by reference.

On July 19, 2010, the Company issued a press releasing announcing that the Company's Board of Directors had elected Gordon A. Troup as Vice Chairman of the Board of Directors, and approved the creation of a scientific advisory board (the "SAB") to help the Company identify new oncology pipeline development opportunities consistent with its corporate mission. Dr. Rowinsky will serve as chairman of the SAB, which will also include Drs. Kirby I. Bland and Owen E. Johnson, each of whom currently serve on the Company's Board of Directors. The press release also announced the approval by the Board of Directors of the promotion of: (a) Brent L. Larson to the position of Senior Vice President and Chief Financial Officer; and (b) Frederick O. Cope to the position of Senior Vice President, Pharmaceutical Research and Clinical Development. A copy of the complete text of the Company's July 19, 2010, press release is furnished as Exhibit 99.2 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

| <i>Exhibit<br/>Number</i> | <i>Exhibit Description</i>   |
|---------------------------|--|
| 99.1                      | Neoprobe Corporation press release dated July 16, 2010, entitled "Neoprobe Announces 2010 Annual Meeting Results." |
| 99.2                      | Neoprobe Corporation press release dated July 19, 2010, entitled "Neoprobe Reports Organizational Developments."   |

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.

**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 20, 2010

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



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

**July 16, 2010**  
**Gene Marbach**  
**Makovsky + Company**  
**212 508 9645**

---

## **NEOPROBE ANNOUNCES 2010 ANNUAL MEETING RESULTS**

### **CEO Provides Business Update**

DUBLIN, OHIO – July 16, 2010 – Neoprobe Corporation (OTCBB: NEOP), a diversified developer of innovative oncology surgical and diagnostic products, announced at its 2010 Annual Meeting of Stockholders that it received the approval of its stockholders to increase the number of authorized shares of the Company from 155 million to 205 million. In addition, stockholders re-elected Neoprobe President and CEO David C. Bupp, and elected for the first time, Brendan A. Ford and Eric K. Rowinsky, M.D. as Directors of the Company for terms ending at the 2013 Annual Meeting. Stockholders also approved the appointment of BDO Seidman, LLP to act as the Company's independent registered public accounting firm for 2010.

Mr. Bupp provided stockholders attending the Company's Annual Meeting with a brief business update. During his presentation following the formal portion of the meeting, Mr. Bupp reviewed Company activities during the past year, highlighting milestones achieved from 2009 to date:

- Completion of NEO3-05 Phase 3 Lymphoseek<sup>®</sup> clinical evaluation in subjects with breast cancer or melanoma;
- Assessment of final clinical data that the NEO3-05 clinical study achieved its primary efficacy endpoint and achieved positive results related to the secondary endpoints, including the finding of pathology-confirmed disease in lymph node tissue;
- Completion of a successful meeting with FDA to review the NEO3-05 Phase 3 clinical study results and discussion of development plans to support a New Drug Application (NDA) submission for Lymphoseek as a lymphatic tissue tracing agent;
- Submission of a draft Phase 3 clinical study protocol for RIGScan<sup>™</sup> CR (NEO2-17) for treatment of colorectal cancer to FDA under the provisions of a Special Protocol Assessment (SPA);
- Validation of the first lot of Lymphoseek commercial drug product for commercial launch in the United States upon NDA clearance;
- Introduction of high-energy and wireless laparoscopic probes for our gamma detection device systems;
- Completion of successful pre-NDA dialogue with FDA on Lymphoseek pre-clinical data;
- Completion of successful pre-NDA dialogue with FDA on Lymphoseek chemistry, manufacturing and control data;
- Election of two new Directors to Neoprobe's Board, bringing significant drug and medical product industry expertise;
- Completion of exchange transactions that effectively converted all of the Company's outstanding debt to equity;
- Preparation of the NDA for Lymphoseek well underway;
- Initiation of the second and third Phase 3 Lymphoseek clinical studies in patients with head and neck squamous cell carcinoma and with breast cancer or melanoma, respectively, to support expanded post-marketing product labeling; and

- more -

---

**NEOPROBE CORPORATION**  
**ADD - - 2**

Achieved revenue increases of 25% in 2009 over 2008 and an increase of 18% for the first six months of 2010 over the same period in 2009.

In conclusion, Mr. Bupp said, "We have made considerable progress in advancing Neoprobe strategic objectives during this year as demonstrated by the numerous milestones we have achieved. I thank our stockholders for their continuing support of the Company and its business activities."

Neoprobe will hold a conference call Monday, July 19<sup>th</sup> at 4:00 PM ET to provide a business update, discuss its product pipeline and provide an update on matters from today's Annual Meeting of the Company's stockholders.

Mr. Bupp will be joined on the conference call by Dr. Frederick Cope, Vice President, Pharmaceutical Research and Clinical Development. The conference call can be accessed as follows:

| <b>Conference Call Information</b> |                |                               |                |
|------------------------------------|----------------|-------------------------------|----------------|
| <b>TO PARTICIPATE LIVE:</b>        |                | <b>TO LISTEN TO A REPLAY:</b> |                |
| Date:                              | July 19, 2010  | Available until:              | July 26, 2010  |
| Time:                              | 4:00 PM ET     | 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 passcode:              |                |
| International Dial in # :          | (201) 689-8033 | Account #:                    | 286            |
|                                    |                | Conference ID #:              | 353735         |

**About Lymphoseek and RIGScan**

Lymphoseek is a proprietary radioactive tracing agent being developed for use in connection with gamma detection devices in a surgical procedure known as Intraoperative Lymphatic Mapping (ILM). A Phase 3 multi-center clinical trial for Lymphoseek in patients with breast cancer or melanoma has been successfully completed. A second Phase 3 clinical study to evaluate the efficacy of Lymphoseek as a sentinel lymph node tracing agent in patients with head and neck squamous cell carcinoma and a third Phase 3 clinical study in patients with breast cancer or melanoma to support expanded post-marketing product labeling are underway. The RIGScan system is a proprietary technology that utilizes tumor-specific radiolabeled antibodies that localize to diseased tissue and where the tissue is identified during the course of a patient's cancer surgery. The Company has submitted a Phase 3 clinical study protocol for RIGScan to FDA under the provisions of a Special Protocol Assessment and has received a positive assessment of the Phase 3 clinical study design from the centralized European regulatory review body the EMEA.

**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<sup>®</sup> 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<sup>®</sup> and RIGScan<sup>™</sup> 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](http://www.neoprobe.com)

- more -

---

**NEOPROBE CORPORATION**  
**ADD -- 3**

*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.*

---



**IMMEDIATE RELEASE**  
**CONTACTS:**  
**Brent Larson,**  
**Sr. Vice President / CFO**  
**(614) 822-2330**

**July 19, 2010**  
**Gene Marbach,**  
**Makovsky + Company**  
**(212) 508-9645**

---

## **NEOPROBE REPORTS ORGANIZATIONAL DEVELOPMENTS**

### **Company Announces Board Appointments, Creation of Scientific Advisory Board and Executive Promotions**

DUBLIN, OHIO – July 19, 2010 – Neoprobe Corporation (OTCBB: NEOP), a diversified developer of innovative oncology surgical and diagnostic products, announced today that the Company’s Board of Directors has elected a Vice Chairman, approved the creation of a scientific advisory board (SAB), and approved senior executive promotions.

As previously announced following the Company’s Annual Meeting of Stockholders on Friday, July 16 stockholders voted to approve the elections of Brendan A. Ford and Eric K. Rowinsky, M.D. as directors for terms ending in July, 2013. Ford is a partner in Talisman Capital Partners, a private investment company. From 1991 to 2007 Ford served in executive positions at Cardinal Health, including Executive Vice President, Business Development and Corporate Strategy. From 2005 to 2009, Dr. Rowinsky served as Chief Medical Officer and Executive Vice President of Clinical Development and Regulatory Affairs at ImClone Systems.

At a meeting of the Board of Directors following the Annual Meeting, Gordon A. Troup was elected as Vice Chairman of the Board. From 2003 to 2007, Troup served as President of Cardinal Health’s Nuclear Pharmacy Services business and has been a Neoprobe board member since 2008.

“Mr. Ford and Dr. Rowinsky bring to our board significant expertise in medical product distribution, manufacturing and research and development that will be critical to our success in the months ahead,” said David Bupp, President and Chief Executive Officer of Neoprobe. “Additionally, the appointment of Gordon Troup as vice chairman will help ensure the long-term stability of Neoprobe’s corporate governance.”

The Board of Directors also approved creation of the SAB to help the Company to identify new oncology pipeline development opportunities consistent with its corporate mission. The SAB will be chaired by Dr. Rowinsky, and will include current Neoprobe Board members Kirby I. Bland, M.D., Professor and Chairman, Department of Surgery of the University of Alabama at Birmingham School of Medicine; and Owen E. Johnson, M.D., former Vice President and Senior Medical Director of UnitedHealthcare of Ohio, a subsidiary of UnitedHealth Group.

“By establishing this scientific advisory board, Neoprobe will be better positioned to identify new opportunities to fuel our Company’s growth well into the future,” Bupp said. “Drs. Rowinsky, Bland and Johnson will be instrumental in leading this effort and identifying outside experts to help the Board evaluate new technologies for development.”

The Board of Directors also approved the promotion of two senior executives as the Company prepares for upcoming milestones. Brent L. Larson was named Senior Vice President and Chief Financial Officer and Dr. Frederick O. Cope was named Senior Vice President, Pharmaceutical Research and Clinical Development.

---



Neoprobe will hold a conference call at 4:00 PM ET today to provide a business update, discuss its product pipeline and provide an update on matters from the Annual Meeting. The conference call can be accessed as follows:

| <b>Conference Call Information</b> |                |                               |                |
|------------------------------------|----------------|-------------------------------|----------------|
| <b>TO PARTICIPATE LIVE:</b>        |                | <b>TO LISTEN TO A REPLAY:</b> |                |
| Date:                              | July 19, 2010  | Available until:              | July 26, 2010  |
| Time:                              | 4:00 PM ET     | 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 passcode:              |                |
| International Dial in # :          | (201) 689-8033 | Account #:                    | 286            |
|                                    |                | Conference ID #:              | 353735         |

#### **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. 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](http://www.neoprobe.com)

