UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

(Mark One)

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

For the quarterly period ended March 31, 2011

or

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

For the transition period from _____ to _____

Commission File Number: 0-26520

NEOPROBE CORPORATION
(Exact name of registrant as specified in its charter)

Delaware	31-1080091
(State or other jurisdiction of incorporation or organization)	(IRS Employer Identification No.)
425 Metro Place North, Suite 300, Dublin, Ohio	43017-1367
(Address of principal executive offices)	(Zip Code)

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

_____
(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).
Yes ☐ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☐	Accelerated filer ☒
Non-accelerated filer ☐	Smaller reporting company ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act.)
Yes ☐ No ☒

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date: 88,812,991 shares of common stock, par value $.001 per share (as of the close of business on May 2, 2011).

NEOPROBE CORPORATION and SUBSIDIARIES

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PART I – FINANCIAL INFORMATION

Item 1. Financial Statements

Neoprobe Corporation and Subsidiaries
Consolidated Balance Sheets

	March 31, 2011 (unaudited)	December 31, 2010
ASSETS		
Current assets:		
Cash	$ 9,704,428	$ 6,420,506
Accounts receivable, net	1,824,173	2,048,111
Inventory, net	1,492,587	1,458,588
Prepaid expenses and other	212,039	305,798
Total current assets	13,233,227	10,233,003
Property and equipment	2,448,124	2,370,241
Less accumulated depreciation and amortization	1,909,607	1,850,614
	538,517	519,627
Patents and trademarks	544,599	552,470
Less accumulated amortization	450,240	449,783
	94,359	102,687
Other assets	7,421	7,421
Total assets	$ 13,873,524	$ 10,862,738

Continued

Neoprobe Corporation and Subsidiaries
Consolidated Balance Sheets, continued

	March 31, 2011 (unaudited)	December 31, 2010
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	$ 859,135	$ 1,523,377
Accrued liabilities and other	2,832,182	1,298,697
Notes payable to finance companies	35,974	62,411
Deferred revenue, current portion	702,388	654,430
Derivative liabilities, current portion	--	405,524
Total current liabilities	4,429,679	3,944,439
Deferred revenue	783,181	672,924
Derivative liabilities	145,679	2,077,799
Other liabilities	29,025	35,831
Total liabilities	5,387,564	6,730,993
Commitments and contingencies		
Stockholders' deficit:		
Preferred stock; $.001 par value; 5,000,000 shares authorized; 10,000 Series B shares and 1,000 Series C shares issued and outstanding at March 31, 2011 and December 31, 2010	11	11
Common stock; $.001 par value; 200,000,000 shares authorized; 89,137,675 and 86,319,913 shares issued and outstanding at March 31, 2011 and December 31, 2010, respectively	89,138	86,320
Additional paid-in capital	263,714,239	254,915,713
Accumulated deficit	(255,317,428)	(250,870,299)
Total stockholders' equity	8,485,960	4,131,745
Total liabilities and stockholders' equity	$ 13,873,524	$ 10,862,738

See accompanying notes to consolidated financial statements

Neoprobe Corporation and Subsidiaries
Consolidated Statements of Operations
(unaudited)

	Three Months Ended March 31,	
	2011	**2010**
Revenues:		
Net sales	$ 2,478,274	$ 2,657,872
License and grant revenue	360,962	25,000
Total revenues	2,839,236	2,682,872
Cost of goods sold	755,987	888,867
Gross profit	2,083,249	1,794,005
Operating expenses:		
Research and development	2,589,552	2,401,672
Selling, general and administrative	2,970,262	1,128,202
Total operating expenses	5,559,814	3,529,874
Loss from operations	(3,476,565)	(1,735,869)
Other income (expense):		
Interest income	3,519	1,814
Interest expense	(1,607)	(284,438)
Change in derivative liabilities	(953,789)	(429,292)
Other	(713)	(456)
Total other expense, net	(952,590)	(712,372)
Loss from continuing operations	(4,429,155)	(2,448,241)
Discontinued operations – income (loss) from operations	7,026	(11,873)
Net loss	(4,422,129)	(2,460,114)
Preferred stock dividends	(25,000)	(60,000)
Loss attributable to common stockholders	$ (4,447,129)	$ (2,520,114)
Loss per common share (basic and diluted):		
Continuing operations	$ (0.05)	$ (0.03)
Discontinued operations	$ —	$ —
Attributable to common stockholders	$ (0.05)	$ (0.03)
Weighted average shares outstanding:		
Basic and diluted	85,416,015	79,571,399

See accompanying notes to consolidated financial statements.

Neoprobe Corporation and Subsidiaries
Consolidated Statement of Stockholders' Equity
(unaudited)

	Preferred Stock		Common Stock		Additional Paid-In	Accumulated	
	Shares	Amount	Shares	Amount	Capital	Deficit	Total
Balance, December 31, 2010	11,000	$ 11	86,319,913	$ 86,320	$254,915,713	$(250,870,299)	$ 4,131,745
Issued restricted stock	—	—	102,000	102	—	—	102
Cancelled restricted stock	—	—	(90,000)	(90)	90	—	—
Issued stock to 401(k) plan at $1.59	—	—	30,438	30	48,259	—	48,289
Issued stock upon exercise of warrants, net	—	—	2,425,324	2,426	6,328,661	—	6,331,087
Issued stock upon exercise of stock options, net	—	—	350,000	350	155,490	—	155,840
Effect of change in terms of warrants	—	—	—	—	1,978,818	—	1,978,818
Stock compensation expense	—	—	—	—	287,208	—	287,208
Preferred stock dividends	—	—	—	—	—	(25,000)	(25,000)
Comprehensive loss:							
Net loss	—	—	—	—	—	(4,422,129)	(4,422,129)
Balance, March 31, 2011	11,000	$ 11	89,137,675	$ 89,138	$263,714,239	$(255,317,428)	$ 8,485,960

See accompanying notes to consolidated financial statements.

Neoprobe Corporation and Subsidiaries
Consolidated Statements of Cash Flows
(unaudited)

	Three Months Ended March 31,	
	2011	**2010**
Cash flows from operating activities:		
Net loss	$ (4,422,129)	$ (2,460,114)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	59,597	61,981
Loss on disposal and abandonment of assets	14,144	—
Amortization of debt discount and debt offering costs	—	8,190
Issuance of common stock in payment of interest and dividends	—	250,000
Stock compensation expense	1,004,825	223,105
Change in derivative liabilities	953,789	429,292
Issuance of common stock to 401(k) Plan	48,289	40,977
Changes in operating assets and liabilities:		
Accounts receivable	223,203	200,735
Inventory	(57,017)	(226,003)
Prepaid expenses and other assets	79,645	38,976
Accounts payable	(664,242)	328,977
Accrued liabilities and other liabilities	812,092	597,321
Deferred revenue	158,215	(69,293)
Net cash used in operating activities	(1,789,589)	(575,856)
Cash flows from investing activities:		
Purchases of equipment	(56,625)	(90,422)
Patent and trademark costs	(4,660)	(12,902)
Net cash used in investing activities	(61,285)	(103,324)
Cash flows from financing activities:		
Proceeds from issuance of common stock	5,189,262	1,000,000
Payment of stock offering costs	—	(1,366)
Payment of preferred stock dividends	(25,000)	—
Payment of notes payable	(26,437)	—
Payments under capital leases	(3,029)	(3,025)
Net cash provided by financing activities	5,134,796	995,609
Net increase in cash	3,283,922	316,429
Cash, beginning of period	6,420,506	5,639,842
Cash, end of period	$ 9,704,428	$ 5,956,271

See accompanying notes to consolidated financial statements.

Notes to Consolidated Financial Statements
(unaudited)

1. Summary of Significant Accounting Policies

a. Basis of Presentation: The information presented as of March 31, 2011 and for the three-month periods ended March 31, 2011 and March 31, 2010 is unaudited, but includes all adjustments (which consist only of normal recurring adjustments) that the management of Neoprobe Corporation (Neoprobe, the Company, or we) believes to be necessary for the fair presentation of results for the periods presented. Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted pursuant to the rules and regulations of the U.S. Securities and Exchange Commission. The balances as of March 31, 2011 and the results for the interim periods are not necessarily indicative of results to be expected for the year. The consolidated financial statements should be read in conjunction with Neoprobe's audited consolidated financial statements for the year ended December 31, 2010, which were included as part of our Annual Report on Form 10-K.

Our consolidated financial statements include the accounts of Neoprobe, our wholly-owned subsidiary, Cardiosonix Ltd. (Cardiosonix), and our 90%-owned subsidiary, Cira Biosciences, Inc. (Cira Bio). All significant inter-company accounts were eliminated in consolidation.

In August 2009, the Company's Board of Directors decided to discontinue the operations of and attempt to sell our Cardiosonix subsidiary. This decision was based on the determination that the blood flow measurement device segment addressed by Cardiosonix was no longer considered a strategic focus of the Company, due in large part to positive events in our other development initiatives. Our consolidated statements of operations have been restated for all prior periods presented to reflect Cardiosonix as a discontinued operation. Cash flows associated with the operation of Cardiosonix have been combined within operating, investing and financing cash flows, as appropriate, in our consolidated statements of cash flows. See Note 2.

b. Financial Instruments and Fair Value: The fair value hierarchy prioritizes the inputs to valuation techniques used to measure fair value, giving the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described below:

Level 1 – Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities;

Level 2 – Quoted prices in markets that are not active or financial instruments for which all significant inputs are observable, either directly or indirectly; and

Level 3 – Prices or valuations that require inputs that are both significant to the fair value measurement and unobservable.

A financial instrument's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. In determining the appropriate levels, we perform a detailed analysis of the assets and liabilities whose fair value is measured on a recurring basis. At each reporting period, all assets and liabilities for which the fair value measurement is based on significant unobservable inputs or instruments which trade infrequently and therefore have little or no price transparency are classified as Level 3. In estimating the fair value of our derivative liabilities, we used the Black-Scholes option pricing model and, where necessary, other macroeconomic, industry and Company-specific conditions. In addition, we considered non-performance risk and determined that such risk is minimal. See Note 3.

The following methods and assumptions were used to estimate the fair value of each class of financial instruments:

(1) Cash, accounts receivable, accounts payable, and accrued liabilities: The carrying amounts approximate fair value because of the short maturity of these instruments.

(2) Note payable to finance company: The fair value of our debt is estimated by discounting the future cash flows at rates currently offered to us for similar debt instruments of comparable maturities by banks or finance companies. At March 31, 2011 and December 31, 2010, the carrying value of this instrument approximated fair value.

(3) Derivative liabilities: Derivative liabilities are recorded at fair value. Fair value of warrant liabilities is determined based on a Black-Scholes option pricing model calculation. Unrealized gains and losses on the derivatives are classified in other expenses as a change in derivative liabilities in the consolidated statements of operations. See Note 11.

2. Discontinued Operations

We have reclassified all revenues and expenses related to discontinued operations of our Cardiosonix subsidiary for all periods presented. We expect to continue to generate minimal revenues from sales of our remaining inventory and incur minimal expenses related to our blood flow measurement device business until a final shutdown of operations or a sale of the business unit is completed. The following amounts have been segregated from continuing operations and included in discontinued operations in the consolidated statements of operations:

	Three Months Ended March 31,	
	2011	**2010**
Net sales	$ 32,565	$ 14,445
Cost of goods sold	2,626	6,389
Gross profit	29,939	8,056
Operating expenses:		
Research and development	15,433	251
Selling, general and administrative	7,534	19,862
Total operating expenses	22,967	20,113
Other income	54	184
Income (loss) from discontinued operations	$ 7,026	$ (11,873)

3. Fair Value Hierarchy

The following tables set forth, by level, financial liabilities measured at fair value on a recurring basis:

Liabilities Measured at Fair Value on a Recurring Basis as of March 31, 2011

Description	Quoted Prices in Active Markets for Identical Liabilities (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Balance as of March 31, 2011
Liabilities:				
Derivative liabilities related to warrants	$ —	$ 145,679	$ —	$ 145,679

Liabilities Measured at Fair Value on a Recurring Basis as of December 31, 2010

Description	Quoted Prices in Active Markets for Identical Assets and Liabilities (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Balance as of December 31, 2010
Liabilities:				
Derivative liabilities related to warrants, current portion	$ —	$ 405,524	$ —	$ 405,524
Derivative liabilities related to warrants, long-term portion	—	2,077,799	—	2,077,799
Total derivative liabilities	$ —	$ 2,483,323	$ —	$ 2,483,323

There were no Level 1 liabilities outstanding at any time during the three-month periods ended March 31, 2011 and 2010. A total of $1,978,818 of our Level 2 liabilities were reclassified to equity related to modifying certain outstanding warrants to remove the language that had previously required them to be classified as derivative liabilities during the three-month period ended March 31, 2011. (See Note 11.) There were no transfers in or out of our Level 2 liabilities during the three-month period ended March 31, 2010.

4. Stock-Based Compensation

At March 31, 2011, we have instruments outstanding under three stock-based compensation plans; the Amended and Restated Stock Option and Restricted Stock Purchase Plan (the Amended Plan), the 1996 Stock Incentive Plan (the 1996 Plan), and the Second Amended and Restated 2002 Stock Incentive Plan (the 2002 Plan). Currently, under the 2002 Plan, we may grant incentive stock options, nonqualified stock options, and restricted stock awards to full-time employees and directors, and nonqualified stock options and restricted stock awards may be granted to our consultants and agents. Total shares authorized under each plan are 2 million shares, 1.5 million shares and 7 million shares, respectively. An additional 3 million shares have been authorized under the 2002 Plan by the Company's board of directors, subject to ratification by stockholders at the next annual stockholders' meeting. Although instruments are still outstanding under the Amended Plan and the 1996 Plan, these plans have expired and no new grants may be made from them. Under all three plans, the exercise price of each stock option is greater than or equal to the closing market price of our common stock on the day prior to or the date of the grant.

Stock options granted under the Amended Plan, the 1996 Plan and the 2002 Plan generally vest on an annual basis over one to four years. Outstanding stock options under the plans, if not exercised, generally expire ten years from their date of grant or 90 days from the date of an optionee's separation from employment with the Company. We issue new shares of our common stock upon exercise of stock options.

Stock-based payments to employees and directors, including grants of stock options, are recognized in the consolidated statement of operations based on their estimated fair values. The fair value of each stock option award is estimated on the date of grant using the Black-Scholes option pricing model. Expected volatilities are based on the Company's historical volatility, which management believes represents the most accurate basis for estimating expected volatility under the current circumstances. Neoprobe uses historical data to estimate forfeiture rates. The expected term of stock options granted is based on the vesting period and the contractual life of the options. The risk-free rate is based on the U.S. Treasury yield in effect at the time of the grant.

Compensation cost arising from stock-based awards is recognized as expense using the straight-line method over the vesting period. Restricted shares generally vest upon occurrence of a specific event or achievement of goals as defined in the grant agreements. As a result, we record compensation expense related to grants of restricted stock based on management's estimates of the probable dates of the vesting events.

For the three-month periods ended March 31, 2011 and 2010, our total stock-based compensation expense was approximately $1.0 million and $223,000, respectively. Stock-based compensation expense for the first quarter of 2011 included approximately $718,000 of accrued expense related to the separation of our former President and CEO, David C. Bupp. (See Note 9.) We have not recorded any income tax benefit related to stock-based compensation in either of the three-month periods ended March 31, 2011 and 2010.

A summary of the status of our stock options as of March 31, 2011, and changes during the three-month period then ended, is presented below:

	Three Months Ended March 31, 2011			
	Number of Options	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life	Aggregate Intrinsic Value
Outstanding at beginning of period	5,734,500	$ 0.58		
Granted	5,000	2.33		
Exercised	(350,000)	0.45		
Forfeited	—	—		
Expired	—	—		
Outstanding at end of period	5,389,500	$ 0.59	5.0 years	$ 18,091,055
Exercisable at end of period	4,439,500	$ 0.39	4.1 years	$ 15,788,908

A summary of the status of our unvested restricted stock as of March 31, 2011, and changes during the three-month period then ended, is presented below:

	Three Months Ended March 31, 2011	
	Number of Shares	Weighted Average Grant-Date Fair Value
Unvested at beginning of period	2,374,500	$ 1.07
Granted	102,000	2.65
Vested	—	—
Forfeited	(90,000)	1.10
Unvested at end of period	2,386,500	$ 1.13

As of March 31, 2011, there was approximately $1.5 million of total unrecognized compensation expense related to unvested stock-based awards, which we expect to recognize over remaining weighted average vesting terms of 1.9 years.

5. Earnings (Loss) Per Share

Basic earnings (loss) per share is calculated by dividing net income (loss) attributable to common stockholders by the weighted-average number of common shares and, except for periods with a loss from operations, participating securities outstanding during the period. Diluted earnings (loss) per share reflects additional common shares that would have been outstanding if dilutive potential common shares had been issued. Potential common shares that may be issued by the Company include convertible securities, options and warrants.

The following table sets forth the reconciliation of the weighted average number of common shares outstanding to those used to compute basic and diluted earnings (loss) per share for the three-month periods ended March 31, 2011 and 2010:

	Basic and Diluted Earnings Per Share	
	Three Months Ended March 31,	
	2011	2010
Outstanding shares	89,137,675	81,891,716
Effect of weighting changes in outstanding shares	(1,335,160)	(601,317)
Unvested restricted stock	(2,386,500)	(1,719,000)
Adjusted shares	85,416,015	79,571,399

Earnings (loss) per common share for the three-month periods ended March 31, 2011 and 2010 excludes the effects of 61,552,702 and 59,108,511 common share equivalents, respectively, since such inclusion would be anti-dilutive. The excluded shares consist of common shares issuable upon exercise of outstanding stock options and warrants, and upon the conversion of convertible debt and convertible preferred stock.

The Company's unvested stock awards contain nonforfeitable rights to dividends or dividend equivalents, whether paid or unpaid (referred to as "participating securities"). Therefore, the unvested stock awards are included in the number of shares outstanding for both basic and diluted earnings per share calculations, except in the event of a net loss from operations. Due to our net loss, 2,386,500 and 1,719,000 shares of unvested restricted stock were excluded in determining basic and diluted loss per share for the three-month periods ended March 31, 2011 and 2010, respectively.

6. Inventory, net

From time to time, we capitalize certain inventory costs associated with our Lymphoseek® product prior to regulatory approval and product launch based on management's judgment of probable future commercial use and net realizable value of the inventory. We could be required to permanently write down previously capitalized costs related to pre-approval or pre-launch inventory upon a change in such judgment, due to a denial or delay of approval by regulatory bodies, a delay in commercialization, or other potential factors. Conversely, our gross margins may be favorably impacted if some or all of the inventory previously expensed becomes available and is used for commercial sale. During the three-month period ended March 31, 2011, we capitalized $213,000 of inventory costs associated with our Lymphoseek product. During the three-month period ended March 31, 2010, we did not capitalize any such inventory costs.

The components of inventory as of March 31, 2011 and December 31, 2010, net of reserves of $82,000 and $81,000, respectively, are as follows:

	March 31, 2011	December 31, 2010
	(unaudited)	
Pharmaceutical materials	$ 482,000	$ 482,000
Gamma detection device materials	181,917	302,323
Pharmaceutical work-in-process	362,535	150,000
Gamma detection device finished goods	466,135	524,265
Total	$ 1,492,587	$ 1,458,588

We estimate a reserve for obsolete inventory based on management's judgment of probable future commercial use, which is based on an analysis of current inventory levels, historical and estimated future sales and production rates, and estimated shelf lives.

7. Intangible Assets

The major classes of intangible assets are as follows:

	Weighted Average Remaining Life[1]	March 31, 2011 Gross Carrying Amount	March 31, 2011 Accumulated Amortization	December 31, 2010 Gross Carrying Amount	December 31, 2010 Accumulated Amortization
Patents and trademarks	3.2 yrs	$ 544,599	$ 450,240	$ 552,470	$ 449,783

[1] The weighted average remaining life is calculated for issued patents and does not include pending patent applications or trademarks which are not currently being amortized.

The estimated amortization expenses, related to those patents and trademarks currently being amortized, for the next five fiscal years are as follows:

	Estimated Amortization Expense
For the year ended 12/31/2011	$ 1,372
For the year ended 12/31/2012	1,002
For the year ended 12/31/2013	284
For the year ended 12/31/2014	265
For the year ended 12/31/2015	236

8. Product Warranty

We warrant our products against defects in design, materials, and workmanship generally for a period of one year from the date of sale to the end customer, except in cases where the product has a limited use as designed. Our accrual for warranty expenses is adjusted periodically to reflect actual experience and is included in accrued liabilities and other on the consolidated balance sheets. Our primary marketing partner, Devicor Medical Products, Inc. (Devicor), also reimburses us for a portion of warranty expense incurred based on end customer sales they make during a given fiscal year. Payments charged against the reserve are disclosed net of Devicor's estimated reimbursement.

The activity in the warranty reserve for the three-month periods ended March 31, 2011 and 2010 is as follows:

	Three Months Ended March 31, 2011	Three Months Ended March 31, 2010
Warranty reserve at beginning of period	$ 56,110	$ 61,400
Provision for warranty claims and changes in reserve for warranties	(8,460)	38,097
Payments charged against the reserve	—	(21,873)
Warranty reserve at end of period	$ 47,650	$ 77,624

9. Separation of David Bupp

In March 2011, Neoprobe announced the departure of our then-current President and CEO, David C. Bupp, effective April 15, 2011. The following table summarizes accrued expenses as of March 31, 2011, including employer payroll tax obligations, related to the provisions of Mr. Bupp's separation agreement:

	As of March 31, 2011
Separation	$ 540,221
Accrued vacation	65,552
Pro-rated 2011 bonus	60,870
Restricted stock to vest April 15, 2011	775,602
Reimbursement of legal fees	10,000
Estimated continuing healthcare coverage	74,853
	$ 1,527,098

Concurrent with Mr. Bupp's separation, Dr. Mark J. Pykett was named Neoprobe's new President and CEO, effective April 15, 2011.

10. Convertible Securities

During the three-month period ended March 31, 2010, we recorded interest expense of $8,000 related to amortization of the debt discounts and deferred financing costs related to our convertible notes.

11. Derivative Instruments

Certain warrants to purchase our common stock are considered derivative liabilities under current accounting standards. We do not use derivative instruments for hedging of market risks or for trading or speculative purposes.

In January 2011, certain Series V warrants were modified to remove the language that had previously required them to be classified as derivative liabilities. As a result of the modification of the Series V warrants, we reclassified $1.4 million in derivative liabilities related to those warrants to additional paid-in capital during the first quarter of 2011. Also in January 2011, certain Series CC and Series DD warrants were modified to remove the language that had previously required them to be classified as derivative liabilities. As a result of the modification of the Series CC and Series DD warrants, we reclassified $549,000 in derivative liabilities related to those warrants to additional paid-in capital during the first quarter of 2011.

During the first quarter of 2011, certain outside investors exercised 1,578,948 Series CC warrants, 799,474 Series DD warrants, and 60,000 Series Z warrants, resulting in reclassification of $1.3 million in derivative liabilities related to those warrants to additional paid-in capital during the first quarter of 2011.

The net effect of marking the Company's derivative liabilities to market during the three-month periods ended March 31, 2011 and 2010 resulted in net increases in the estimated fair values of the derivative liabilities of approximately $954,000 and $429,000, respectively, which were recorded as non-cash expense. The total estimated fair value of the remaining derivative liabilities was $146,000 as of March 31, 2011.

12. Stock Warrants

During the first quarter of 2011, certain outside investors exercised 1,578,948 Series CC warrants in exchange for issuance of 1,578,948 shares of our common stock, resulting in gross proceeds of $3,331,580. Also during the first quarter of 2011, certain outside investors exercised 799,474 Series DD warrants in exchange for issuance of 799,474 shares of our common stock, resulting in gross proceeds of $1,686,890. In addition, another outside investor exercised 60,000 Series Z warrants on a cashless basis in exchange for issuance of 46,902 shares of our common stock during the first quarter of 2011.

At March 31, 2011, there are 18.8 million warrants outstanding to purchase our common stock. The warrants are exercisable at prices ranging from $0.31 to $2.375 per share with a weighted average exercise price of $0.59 per share.

13.Common Stock Purchase Agreement

In March 2010, we sold to Fusion Capital Fund II, LLC (Fusion Capital), an Illinois limited liability company, 540,541 shares for proceeds of $1.0 million under a common stock purchase agreement, as amended. In connection with this sale, we issued 120,000 shares of our common stock to Fusion Capital as an additional commitment fee. The agreement with Fusion Capital expired on March 1, 2011.

14.Income Taxes

Income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases, and operating loss and tax credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. Due to the uncertainty surrounding the realization of the deferred tax assets in future tax returns, all of the deferred tax assets have been fully offset by a valuation allowance at March 31, 2011.

Current accounting standards include guidance on the accounting for uncertainty in income taxes recognized in the financial statements. Such standards also prescribe a recognition threshold and measurement model for the financial statement recognition of a tax position taken, or expected to be taken, and provides guidance on derecognition, classification, interest and penalties, accounting in interim periods, disclosure and transition. The ultimate deductibility of all tax positions is highly certain, although there is uncertainty about the timing of such deductibility. As a result, no liability for uncertain tax positions was recorded as of March 31, 2011 and we do not expect any significant changes in the next twelve months. Should we need to accrue interest or penalties on uncertain tax positions, we would recognize the interest as interest expense and the penalties as a selling, general and administrative expense.

15. Segments

We report information about our operating segments using the “management approach” in accordance with current accounting standards. This information is based on the way management organizes and reports the segments within the enterprise for making operating decisions and assessing performance. Our reportable segments are identified based on differences in products, services and markets served. There were no inter-segment sales. We own or have rights to intellectual property involving two primary types of medical device products, including oncology instruments currently used primarily in the application of sentinel lymph node biopsy, and blood flow measurement devices. We also own or have rights to intellectual property related to several drug and therapy products.

The information in the following table is derived directly from each reportable segment's financial reporting.

($ amounts in thousands) **Three Months Ended March 31, 2011**	**Oncology Devices**	**Drug and Therapy Products**	**Corporate**	**Total**
Net sales:				
United States[1]	$ 2,410	$ —	$ —	$ 2,410
International	68	—	—	68
License and grant revenue	25	336	—	361
Research and development expenses	313	2,277	—	2,590
Selling, general and administrative expenses, excluding depreciation and amortization[2]	70	—	2,841	2,911
Depreciation and amortization	21	14	25	60
Income (loss) from operations[3]	1,345	(1,955)	(2,866)	(3,476)
Other income (expense)[4]	—	—	(953)	(953)
Income (loss) from continuing operations	1,345	(1,955)	(3,819)	(4,429)
Income from discontinued operations	—	—	7	7
Total assets, net of depreciation and amortization:				
United States operations	2,686	1,071	10,109	13,866
Discontinued operations	—	—	8	8
Capital expenditures	5	10	42	57

($ amounts in thousands) **Three Months Ended March 31, 2010**	**Oncology Devices**	**Drug and Therapy Products**	**Corporate**	**Total**
Net sales:				
United States[1]	$ 2,637	$ —	$ —	$ 2,637
International	21	—	—	21
License and grant revenue	25	—	—	25
Research and development expenses	172	2,230	—	2,402
Selling, general and administrative expenses, excluding depreciation and amortization[2]	60	—	1,006	1,066
Depreciation and amortization	33	13	16	62
Income (loss) from operations[3]	1,529	(2,243)	(1,022)	(1,736)
Other income (expense)[4]	—	—	(712)	(712)
Income (loss) from continuing operations	1,529	(2,243)	(1,734)	(2,448)
Loss from discontinued operations	—	—	(12)	(12)
Total assets, net of depreciation and amortization:				
United States operations	2,204	754	6,290	9,248
Discontinued operations	—	—	17	17
Capital expenditures	—	78	12	90

1 All sales to Devicor and EES are made in the United States. Devicor distributes the product globally through its international affiliates.

2 General and administrative expenses, excluding depreciation and amortization, represent costs that relate to the general administration of the Company and as such are not currently allocated to our individual reportable segments. Marketing and selling expenses are allocated to our individual reportable segments.

3 Income (loss) from operations does not reflect the allocation of selling, general and administrative expenses, excluding depreciation and amortization, to our individual reportable segments.

4 Amounts consist primarily of interest income, interest expense and changes in derivative liabilities which are not currently allocated to our individual reportable segments.

16. Supplemental Disclosure for Statements of Cash Flows

During the three-month periods ended March 31, 2011 and 2010, we paid interest aggregating $2,000 and $26,000, respectively. During the three-month period ended March 31, 2010, we issued 239,757 shares of our common stock as payment of interest on our convertible debt and dividends on our convertible preferred stock. During the three-month periods ended March 31, 2011 and 2010, we issued 30,438 and 53,499 shares of our common stock, respectively, as matching contributions to our 401(k) plan. During the three-month periods ended March 31, 2011 and 2010, we transferred $23,000 and $14,000, respectively, of inventory to fixed assets related to the creation and maintenance of a pool of service loaner equipment. During the three-month period ended March 31, 2010, we reclassified $223,000 of deferred stock offering costs to additional paid-in capital related to the issuance of our common stock to Fusion Capital.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Forward-Looking Statements

This report contains forward-looking statements within the meaning of Section 27A of the Securities Act and Section 21E of the Exchange Act. We have based these forward-looking statements largely on our current expectations and projections about future events and financial trends affecting the financial condition of our business. These forward-looking statements are subject to a number of risks, uncertainties and assumptions, including, among other things:

- general economic and business conditions, both nationally and in our markets;
- our history of losses, negative net worth and uncertainty of future profitability;
- our expectations and estimates concerning future financial performance, financing plans and the impact of competition;
- our ability to implement our growth strategy;
- anticipated trends in our business;
- advances in technologies; and
- other risk factors set forth in this report and detailed in our most recent Annual Report on Form 10-K and other SEC filings.

In addition, in this report, we use words such as "anticipate," "believe," "plan," "expect," "future," "intend," and similar expressions to identify forward-looking statements.

We undertake no obligation to update publicly or revise any forward-looking statements, whether as a result of new information, future events or otherwise after the date of this report. In light of these risks and uncertainties, the forward-looking events and circumstances discussed in this report may not occur and actual results could differ materially from those anticipated or implied in the forward-looking statements.

The Company

Neoprobe Corporation is a biomedical technology company that provides innovative surgical and diagnostic oncology products that enhance patient care and improve patient treatment. We currently market a line of medical devices, our neoprobe® GDS gamma detection systems. In addition to our medical device products, we have two radiopharmaceutical products, Lymphoseek® (Tilmanocept) and RIGScan™, in advanced phases of clinical development. We are also exploring the development of our activated cellular therapy (ACT) technology for patient-specific disease treatment through our majority-owned subsidiary, Cira Biosciences, Inc. (Cira Bio).

Product Line Overview

We believe that the future prospects for Neoprobe continue to improve as we make progress in all of our key growth and development areas, especially related to our Lymphoseek initiative. Our gamma detection device line continues to provide a revenue base producing cash flow to cover our public company overhead and contribute to funding our research and development efforts. We expect our overall research and development expenditures to rise during the remainder of 2011 over 2010 as we have expanded our clinical and regulatory staff to support the commercialization of Lymphoseek and further development of RIGScan and as we take steps to expand our product pipeline. The level to which the expenditures rise will depend on the extent to which we are able to execute on each of these strategic initiatives, but we are confident we will have the resources necessary to do so. We expect to continue to incur modest development expenses to support our device product lines as well as we work to expand our product offerings in the gamma detection device arena. Our primary development efforts over the last few years have been focused on our oncology drug development initiatives, Lymphoseek and RIGScan. We continue to make progress with both initiatives; however, neither Lymphoseek nor RIGScan is anticipated to generate any significant revenue for us during 2011.

In August 2009, the Company's Board of Directors decided to discontinue the operations of Cardiosonix and to attempt to sell our Cardiosonix subsidiary. This decision was based on the determination that the blood flow measurement device segment was no longer considered a strategic initiative of the Company, due in large part to positive events in our other device product and drug development initiatives. To this point, we have not had significant interest expressed in Cardiosonix, and as such, we continue to wind down our activities in this area. Until a final shutdown of operations or a sale of the business unit is completed, we expect to continue to generate modest revenues and incur minimal expenses related to our blood flow measurement device business.

Our efforts thus far in 2011 have resulted in the following milestone achievements:

- Gained listing of our common stock on the NYSE: Amex Stock Exchange
- Improved investor awareness through presentation at several prominent investor conferences
- Announced that our second clinical study of Lymphoseek in subjects with breast cancer or melanoma (NEO3-09) reached its accrual goal
- Completed a successful pre-Investigational New Drug (IND) meeting with the U.S. Food and Drug Administration (FDA)
- Reached agreement with our major investor regarding Board composition
- Appointed Dr. Mark Pykett as President and CEO
- Filed a shelf registration on Form S-3 to allow the Company to raise capital as necessary through the sale of up to $100 million in a primary offering of securities
- Announced that Lymphoseek met all primary and secondary endpoints in the NEO3-09 clinical study

Our operating expenses during the first quarter of 2011 were focused primarily on support of Lymphoseek product development and on efforts to reinitiate development activities for our RIGScan product initiative. We expect our drug-related development expenses for 2011 to be considerably higher than 2010 as we complete preparations for the filing of a NDA for Lymphoseek and as we continue the other clinical evaluations of Lymphoseek to support post-marketing amendments to the NDA, as well as increase our efforts to develop our RIGScan product.

During 2008, we initiated patient enrollment in a Phase 3 clinical study in subjects with either breast cancer or melanoma (NEO3-05). In March 2009, we announced that this study had reached the accrual of 203 lymph nodes, the study's primary accrual objective. The NEO3-05 Phase 3 clinical study was an open label trial of node-negative subjects with either breast cancer or melanoma. It was designed to evaluate the safety and the accuracy of Lymphoseek in identifying the lymph nodes draining from the subject's tumor site. To demonstrate the accuracy of Lymphoseek, each subject consenting to participate in the study was injected in proximity to the tumor with Lymphoseek and one of the vital blue dyes that are commonly used in lymphatic mapping procedures. The primary efficacy objective of the study was to identify lymph nodes that contained the vital blue dye and to demonstrate a statistically acceptable concordance rate between the identification of lymph nodes with the vital blue dye and Lymphoseek. To be successful, the study needed to achieve a statistical p-value of at least 0.05. In addition, the secondary endpoint of the study was to pathologically examine lymph nodes identified by either the vital blue dyes or Lymphoseek to determine if cancer was present in the lymph nodes.

In June 2009, we initiated a Phase 3 clinical trial to be conducted in subjects with head and neck squamous cell carcinoma (NEO3-06). The NEO3-06 clinical study was designed to expand the potential labeling for Lymphoseek as a sentinel lymph node targeting agent after the initial marketing clearance for the product. Our discussions with FDA and the European Medicines Agency (EMA) have also suggested that the NEO3-06 clinical trial will further support the use of Lymphoseek in sentinel lymph node biopsy procedures. We believe the outcome of the trial will be beneficial to the marketing and commercial adoption of Lymphoseek in the U.S. and will support registration in the European Union (EU). Our plan remains to have approximately 20 participating institutions in the NEO3-06 clinical trial. Subject recruitment and enrollment is actively underway at a number of institutions and the trial protocol is currently under review at several other institutions. The accrual rate for this trial is slower than the accrual rate for the NEO3-05 and NEO3-09 trials due in part to the incidence rate for head and neck cancers for subjects eligible to participate in this trial. We do not expect this trial to complete full accrual until sometime in 2012; however, there are opportunities to stop the trial at earlier points in the event we encounter subjects with disease-involved lymph nodes at a higher than historical expected rate.

In March 2010, Neoprobe met with FDA to review the clinical outcomes of NEO3-05. The meeting included a review of the efficacy and safety results of the NEO3-05 clinical study and Neoprobe's plans for the submission of a NDA for Lymphoseek based on the results of NEO3-05 and other previously completed clinical studies. During the meeting, Neoprobe provided FDA with the clinical results of the protocol-compliant clinical sites that participated in the NEO3-05 clinical study that contributed 136 intent-to-treat subjects who provided 215 lymph nodes containing the vital blue dye. 210 of the vital blue dye positive lymph nodes contained Lymphoseek for an overall concordance rate of 98%, achieving a very high level of statistical correlation (p-value = 0.0001) for the primary endpoint of the clinical study. Prior to the meeting, FDA requested that Neoprobe conduct a "reverse concordance" assessment of the clinical study where Lymphoseek might identify lymph nodes missed by the vital blue dyes. This assessment showed that Lymphoseek was able to identify 85 additional lymph nodes that did not contain the vital blue dye, and 18% of these nodes were found by pathology to contain cancer. There were no significant reported safety events related to Lymphoseek. FDA indicated that the clinical data from the NEO3-05 clinical study and other completed clinical evaluations of Lymphoseek would be supportive of a NDA submission for Lymphoseek. FDA also encouraged Neoprobe to request a series of pre-NDA meetings to review the non-clinical and chemistry, manufacturing and control (CMC) components of the NDA prior to its formal submission. Neoprobe completed successful non-clinical and CMC pre-NDA reviews with FDA during the second quarter of 2010.

As a result of the March 2010 meeting, we moved forward with a plan to file the NDA for Lymphoseek later in 2010. A key part of the plan, however, was to ensure that the patient population in the safety database that would be considered in the approval of Lymphoseek would be adequate to meet the expectations of FDA. As such, in July 2010, Neoprobe initiated enrollment in another Phase 3 clinical evaluation of Lymphoseek in subjects with either breast cancer or melanoma (NEO3-09) which we expected would accrue patients, primarily for purposes of augmenting the safety population and to support expanded product labeling claims. Based on guidance received in the March 2010 meeting, we planned to file data related to the NEO3-09 trial as part of a planned major amendment to the primary NDA.

In October 2010, Neoprobe met with FDA for a pre-NDA assessment for Lymphoseek. As a result of the pre-NDA assessment, FDA requested that data from both the completed NEO3-05 study and the NEO3-09 study then in progress be included in the Company's primary NDA for Lymphoseek rather than submitting the NEO3-09 study safety data as a planned major amendment to the ongoing NDA review, as initially intended. The pre-NDA assessment resulted in no modification to the NEO3-09 trial design or endpoints or to any of the other previously agreed-to clinical or regulatory components of the Lymphoseek NDA. As such, NEO3-09 will now be one of two adequate and well-controlled trials included in the primary NDA submission for a first-cycle review.

In February 2011, we announced that we had enrolled an adequate number of subjects to enable us to meet the lymph node accrual goal for the NEO3-09 clinical trial. Top-line data from NEO3-09 was released earlier this month indicating that all primary and secondary endpoints for the study were met. We believe the results of the NEO3-09 clinical study may support the inclusion of enhanced product claims for Lymphoseek in the primary NDA submission.

The Lymphoseek NDA submission will be based on the clinical results of the Phase 3 clinical studies NEO3-05 and NEO3-09, and other already completed clinical evaluations of Lymphoseek. We plan to use the safety and efficacy results from the NEO3-06 Phase 3 clinical evaluations of Lymphoseek, which will include sites in the EU, to support the drug registration application process in the EU through the centralized drug authority EMA as well as to amend the filing in the U.S. for expanded product labeling. Neoprobe expects to submit the NDA for Lymphoseek during the third quarter of 2011. Depending on the timing and the outcome of the FDA regulatory review cycle, we believe that Lymphoseek could be commercialized in mid-2012. We cannot assure you, however, that this product will achieve regulatory approval, or if approved, that it will achieve market acceptance.

Over the past few years, we have also made progress in advancing our RIGScan development program while incurring minimal research expenses. Our RIGS technology, which had been essentially inactive since failing to gain approval following our original license application in 1997, has been the subject of renewed interest due primarily to the analysis of survival data related to patients who participated in the original Phase 3 clinical studies that were completed in 1996. After a successful pre-submission meeting with EMA in July 2008, we submitted a plan during the third quarter of 2008 on how we would propose to complete clinical development for RIGScan. The clinical protocol we submitted to EMA involves approximately 400 patients in a randomized trial of patients with colorectal cancer. The participants in the trial would be randomized to either a control or RIGS treatment arm. Patients randomized to the RIGS arm would have their disease status evaluated at the end of their cancer surgery to determine the presence or absence of RIGS-positive tissue. Patients in both randomized arms would be followed to determine if patients with RIGS-positive status have a lower overall survival rate and/or a higher occurrence of disease recurrence. The hypothesis for the trial is based upon the data from the earlier NEO2-13 and NEO2-14 trial results.

Our desire has been, and continues to be, to develop a clinical development plan which is harmonized between the U.S. and the EU in order to fully engage potential development partners. To that end, during December 2009 we submitted an IND amendment to FDA which included the design of a proposed Phase 3 clinical trial of RIGScan. Since filing the IND amendment, we have determined that due to differences in the current manufacturing process from the process used in the 1990's, a further amendment to the IND should be filed addressing the differences. In addition, in October 2010, we filed a response letter to FDA related to the Agency's complete response letter to the open Biologic License Application (BLA) from 1997. The review responsibility for the RIGS BLA was recently transferred from CBER to the Division of Medical Imaging Products in CDER at FDA. The submission of the BLA response letter was the first of several near-term activities that Neoprobe intends to complete with FDA to reactivate the development of the RIGS technology. We have since filed a new IND request for the biologic component of the RIGS technology and held a pre-IND meeting with FDA to discuss the clinical development and regulatory plans for RIGScan.

The focus of Neoprobe's February 2011 pre-IND meeting with FDA was to first define the basic CMC requirements needed to resume clinical development efforts on RIGScan. FDA reviewed Neoprobe's comprehensive pre-IND package, including key aspects of the clinical development and drug development plans, and provided clear direction to the Company on its clinical and manufacturing activities going forward. As an outcome of the pre-IND meeting, we have clarified the path to reinitiate RIGScan development and the requirements for resuming development activities and moving toward clinical trials. FDA's guidance has provided direction to enhance our manufacturing platform, including process improvements to increase manufacturing efficiency and the quality of the underlying biologic antibody. We can now begin to implement our manufacturing plans through 2011 as a first step to recommencing clinical study of the technology in 2012 and beyond.

It should also be noted that the RIGScan biologic drug has not been produced for several years. We have successfully completed the initial steps in re-characterizing the drug cell line and believe, based on work done to date, that the cell line is still viable. We plan to submit these data to EMA and FDA for their evaluation in connection with preparations to restart pivotal clinical trials. During the third quarter of 2009, we announced that we had executed a Biopharmaceutical Development and Supply Agreement with Laureate Biopharmaceutical Services, Inc. (Laureate Biopharma). This agreement will support the initial evaluation of the viability of the CC49 master working cell bank as well as the initial steps in re-validating the commercial production process for the biologic agent used in RIGScan. Laureate Biopharma has made progress in the re-validation of the manufacturing process and has completed preliminary biologic characterization activities. They are expected to provide Neoprobe with cGMP-produced material to support non-clinical and clinical evaluation within the next few months. Our development plans for RIGScan include the consideration of alternative radiolabeling processes. Depending on the outcome of our evaluation, we will need to establish radiolabeling capabilities for the CC49 antibody in order to meet the regulatory needs for the RIGScan product. We have already begun discussions with parties capable of supporting such activities.

We believe it may be necessary and beneficial for us to identify a development partner to prepare for the pivotal clinical testing that will be necessary to gain marketing clearance for RIGScan. Such a partner may or may not be involved in funding future RIGS development. In the past, we have engaged in discussions with various parties regarding potential partnerships. We believe the recently clarified regulatory pathway with FDA is very valuable, and we believe re-approaching the EMA through the scientific advice process will be helpful in clarifying the regulatory pathway in the EU and will be helpful for us and our potential partners in assessing the full potential for RIGScan. However, even if we are able to make such arrangements on satisfactory terms, we believe that the time required for continued development, regulatory approval and commercialization of a RIGS product would likely be a minimum of five years before we receive any significant product-related royalties or revenues. We cannot assure you that we will be able to complete definitive agreements with a development partner or obtain financing to fund development of the RIGS technology and do not know if such arrangements could be obtained on a timely basis on terms acceptable to us, or at all. We also cannot assure you that FDA or EMA will clear our RIGS products for marketing or that any such products will be successfully introduced or achieve market acceptance.

In 2005, we formed a new subsidiary, Cira Bio, to explore the development of Activated Cellular Therapy (ACT). Neoprobe owns approximately 90% of the outstanding shares of Cira Bio with the remaining shares being held by the principals of a private holding company, Cira LLC. In conjunction with the formation of Cira Bio, an amended technology license agreement also was executed with The Ohio State University, from whom both Neoprobe and Cira LLC had originally licensed or optioned the various cellular therapy technologies. As a result of the cross-license agreements, Cira Bio has the exclusive development and commercialization rights to three issued U.S. patents that cover the oncology and autoimmune applications of its technology. In addition, Cira Bio has exclusive licenses to several pending patent applications.

In 2006, Cira Bio engaged the Battelle Memorial Institute to complete a technology and manufacturing process assessment of the cellular therapy approach. Cira Bio has attempted over the past few years to raise the necessary capital to move this technology platform forward. In August 2007 we entered into a Stock and Technology Option Agreement whereby Neoprobe gained the option to purchase the remaining 10% of Cira Bio from Cira LLC for $250,000; however, this option expired in 2008. The prospects for the ACT technology were buoyed during the fourth quarter of 2009 as a result of the publication of the discovery of a retrovirus linked to chronic fatigue syndrome, an autoimmune dysfunction the treatment of which showed promise during the early clinical trials for ACT. Scientists are continuing to evaluate the data regarding the linkage. Should the link to the retrovirus be further substantiated, the development prospects for ACT will likely improve. We do not know if our assessment of the technology's prospects will ultimately yield positive results or if we will be successful in obtaining funding on terms acceptable to us, or at all. In the event we fail to obtain financing for Cira Bio, the technology rights for the oncology applications of ACT may revert back to Neoprobe and the technology rights for the viral and autoimmune applications may revert back to Cira LLC upon notice by either party.

Our gamma detection devices are distributed in most global markets by Devicor Medical Products, Inc. (Devicor). Prior to July 2010, our gamma detection device products were marketed through a distribution arrangement with Ethicon Endo-Surgery, Inc. (EES), a Johnson & Johnson company. In July 2010, Devicor acquired EES' breast care business, including an assignment of the distribution agreement with Neoprobe. Throughout their sales history, our products have generally commanded a price premium in most of the markets in which they are sold, which we believe is due to their superior performance and ease of use. While we continue to believe in the technical and user-friendly superiority of our products, the competitive landscape continues to evolve and current economic conditions present a number of challenges to the outlook for medical device sales. We may lose market share or experience price erosion and/or lower sales volumes as a result, any of which would have a direct negative impact on net income. If price erosion occurs in 2011, or if the U.S. Dollar gains significantly against the Euro, there is a risk associated with future sales prices of our gamma detection devices to Devicor that may erode some or all of the premium we received in prior years in excess of the floor price. As we evaluate growth opportunities in our drug development segment, we may also evaluate strategic options related to our gamma detection device business.

Overall, we expect revenues from our gamma detection devices to result in a net profit in 2011 for that line of business, excluding general and administrative costs, interest and other financing-related charges; however, as the market continues to approach saturation into current applications, we do not expect significant growth in the market for gamma detection devices until after the impact of Lymphoseek is felt in the application of intraoperative lymphatic mapping beyond breast cancer and melanoma. Our overall operating results for 2011 will also be greatly affected by the increased level of development activity we continue to conduct to support our radiopharmaceutical products. Primarily as a result of the significant development costs we expect to incur related to the continued clinical development of Lymphoseek and RIGScan, we do not expect to achieve overall operating profitability during 2011. We cannot assure you that our current or potential new products will be successfully commercialized, that we will achieve significant product revenues, or that we will achieve or be able to sustain profitability in the future.

Results of Operations

Revenue for the first quarter of 2011 increased to $2.8 million for the first quarter of 2011 from $2.7 million during the same period in 2010. Research and development expenses, as a percentage of net sales, increased to 105% during the first quarter of 2011 from 91% during the same period in 2010. Due to the ongoing development activities of the Company, research and development expenses as a percentage of sales are expected to be higher in 2011 than they were in 2010. Selling, general and administrative expenses, as a percentage of net sales, increased to 120% during the first quarter of 2011 from 43% during the same period in 2010, primarily related to the separation of our former President and CEO, David Bupp.

Three Months Ended March 31, 2011 and 2010

Net Sales and Margins. Net sales, comprised primarily of sales of our gamma detection systems, decreased to $2.5 million during the first quarter of 2011 from $2.7 million during the first quarter of 2010. Gross margins on net sales increased to 69% of net sales for the first quarter of 2011 compared to 67% of net sales for the same period in 2010.

Decreases in gamma detection device sales of $182,000 and service revenue of $25,000 was offset by an increase in extended warranty revenue of $27,000. Of the $182,000 decrease in gamma detection device sales, approximately $138,000 was attributable to decreased net sales volumes and $44,000 was attributable to decreased net sales prices. The price at which we sell our gamma detection device products to Devicor is based on a fixed percentage of their global end-customer average sales price, subject to a minimum floor price. Declines in sales prices and wireless probe sales volumes were offset by increased sales volumes of corded probes and control units. The increase in gross margins on net product sales was due to net changes in the product mix offset by the impact of the decline in sales prices.

License and Grant Revenue. License revenue for the first quarter of both 2011 and 2010 included $25,000 from the pro-rata recognition of license fees related to the renewed distribution agreement with Devicor. During the first quarter of 2011, we recognized approximately $336,000 in grant revenue related to the Ohio Third Frontier grant to support Lymphoseek development. No grant revenue was recognized during the first quarter of 2010.

Research and Development Expenses. Research and development expenses increased $188,000, or 8%, to $2.6 million during the first quarter of 2011 from $2.4 million during the same period in 2010. Research and development expenses in the first quarter of 2011 included approximately $2.3 million in drug and therapy product development costs and $313,000 in gamma detection device development costs. This compares to expenses of $2.2 million and $172,000 in these segment categories during the same period in 2010. The changes in each category were primarily due to (i) increased clinical activity costs of $474,000, regulatory consulting costs of $27,000, and compensation of $23,000, offset by decreased pricing study costs of $217,000 and process development costs of $156,000 related to Lymphoseek; and decreased process development costs of $251,000 and pricing study costs of $108,000, offset by increased regulatory consulting costs of $212,000 related to RIGScan, and (ii) increased gamma camera license fees of $63,000, net increases in development costs of $37,000 related to new and enhanced products, and increased general overhead expenses of $37,000, including decreased overhead capitalized to inventory related to decreased production of $16,000, respectively.

Selling, General and Administrative Expenses. Selling, general and administrative expenses increased $1.8 million, or 163%, to $2.9 million during the first quarter of 2011 from $1.1 million during the same period in 2010. The net increase was primarily due to separation costs of $1.5 million related to the separation of our former President and CEO, David Bupp, increased compensation costs of $196,000 related to increased headcount and incentive-based compensation, and increased investor relations fees of $64,000.

Other Income (Expenses). Other expense, net, was $953,000 during the first quarter of 2011 as compared to other expense, net, of $712,000 during the same period in 2010. During the first quarters of 2011 and 2010, we recorded charges of $954,000 and $429,000, respectively, related to the increases in derivative liabilities resulting from the requirement to mark our derivative liabilities to market. Interest expense decreased $282,000 to $2,000 during the first quarter of 2011 from $284,000 for the same period in 2010, primarily due to the June 2010 exchange of the convertible debt agreements we completed in December 2007 and April 2008 for convertible preferred stock. Of this interest expense, $167,000 in the first quarter of 2010 was non-cash in nature due to the payment or accrued payment of interest on our convertible debt with shares of our common stock. An additional $8,000 in the first quarter of 2010 was non-cash in nature related to the amortization of debt issuance costs and discounts resulting from the warrants and conversion features of the convertible debt.

Liquidity and Capital Resources

Cash balances increased to $9.7 million at March 31, 2011 from $6.4 million at December 31, 2010. The net increase was primarily due to cash received for the exercise of warrants and stock options, partially offset by cash used to fund our operations, mainly for research and development activities. The current ratio increased to 3.0:1 at March 31, 2011 from 2.6:1 at December 31, 2010.

Operating Activities. Cash used in operations increased $1.2 million to $1.8 million during the first quarter of 2011 compared to $576,000 during the same period in 2010.

Accounts receivable decreased to $1.8 million at March 31, 2011 from $2.0 million at December 31, 2010. The decrease was primarily a result of normal fluctuations in timing of purchases and payments by Devicor and EES, partially offset by an increase in grant revenue receivable from the State of Ohio. We expect overall receivable levels will continue to fluctuate during 2011 depending on the timing of purchases and payments by our customers.
Inventory levels increased to $1.5 million at March 31, 2011 from $1.4 million at December 31, 2010. Pharmaceutical work-in-process increased related to the finishing and vialing of a new lot of Lymphoseek. Gamma detection device materials and finished goods inventory levels decreased as we produced and sold those products. We expect inventory levels to increase over the remainder of 2011 as we produce additional drug inventory in anticipation of the Lymphoseek product launch.

Accounts payable decreased to $859,000 at March 31, 2011 from $1.5 million at December 31, 2010 as outstanding invoices were paid during the first quarter of 2011. Accrued liabilities and other increased to $2.8 million at March 31, 2011 from $1.3 million at December 31, 2010, primarily due to separation costs related to the separation of our former CEO, David Bupp, coupled with increased professional services during the first quarter of 2011. Our payable and accrual balances will continue to fluctuate but will likely increase overall as we increase our level of development activity related to RIGScan.

Investing Activities. Investing activities used $61,000 during the first quarter of 2011 compared to using $103,000 during the same period in 2010. Capital expenditures of $57,000 during the first quarter of 2011 were primarily for computers, equipment to be used in the production of Lymphoseek and gamma detection devices, and software. Capital expenditures of $90,000 during the first quarter of 2010 were primarily for equipment to be used in the production of Lymphoseek and software. We do not expect to incur significant additional costs for Lymphoseek production equipment. As such, we expect our overall capital expenditures for the remainder of 2011 will be lower than in 2010. Payments for patent and trademark costs were $5,000 and $13,000 during the first quarters of 2011 and 2010, respectively.

Financing Activities. Financing activities provided $5.1 million during the first quarter of 2011 compared to $996,000 provided during the same period in 2010. The $5.1 million provided by financing activities in the first quarter of 2011 consisted primarily of proceeds from the issuance of common stock of $5.2 million, offset slightly by payments of notes payable of $26,000, preferred stock dividends of $25,000, and capital leases of $3,000. The $996,000 provided by financing activities in the first quarter of 2010 consisted primarily of proceeds from the issuance of common stock of $1.0 million, offset slightly by payments of capital leases of $3,000 and payments of stock offering costs of $1,000.

In December 2006, we entered into a common stock purchase agreement with Fusion Capital Fund II, LLC (Fusion Capital), an Illinois limited liability company, to sell $6.0 million of our common stock to Fusion Capital over a 24-month period which ended on November 21, 2008. Upon execution of the agreement, we issued to Fusion Capital 720,000 shares of our common stock as a commitment fee. Through November 2008, we sold to Fusion Capital under the agreement 7,568,671 shares for proceeds of $1.9 million. As sales of our common stock were made under the original agreement, we issued an additional 234,000 shares of our common stock to Fusion Capital as an additional commitment fee. In December 2008, we entered into an amendment to the agreement which gave us a right to sell an additional $6.0 million of our common stock to Fusion Capital before March 1, 2011, along with the $4.1 million of the unsold balance of the $6.0 million we originally had the right to sell to Fusion Capital under the original agreement. As consideration for Fusion Capital's agreement to enter into the amendment, we issued Fusion Capital an additional 360,000 shares. Also, we agreed to issue to Fusion Capital an additional 486,000 shares of our common stock as a commitment fee pro rata as we sold the first $4.1 million of our common stock under the amended agreement. In March 2010, we sold to Fusion Capital under the amended agreement 540,541 shares for proceeds of $1.0 million and issued an additional 120,000 shares of our common stock to Fusion Capital as an additional commitment fee related to the sale. The agreement with Fusion Capital expired as planned on March 1, 2011, and as a result, Fusion Capital may liquidate any commitment fee shares issued to it during the term of the agreement.

In July 2007, David C. Bupp, our then-current President and CEO, and certain members of his family (the Bupp Investors) purchased a $1.0 million convertible note (the Bupp Note) and warrants. The Bupp Note bore interest at 10% per annum, had an original term of one year and was repayable in whole or in part with no penalty. The note was convertible, at the option of the Bupp Investors, into shares of our common stock at a price of $0.31 per share. As part of this transaction, we issued the Bupp Investors Series V warrants to purchase 500,000 shares of our common stock at an exercise price of $0.31 per share, expiring in July 2012.

In December 2007, we entered into a Securities Purchase Agreement with Platinum Montaur Life Sciences, LLC (Montaur), pursuant to which we issued Montaur a 10% Series A Convertible Senior Secured Promissory Note in the principal amount of $7,000,000, $3.5 million of which was convertible into shares of our common stock at the conversion price of $0.26 per share, due December 26, 2011 (the Series A Note); and a five-year Series W warrant to purchase 6,000,000 shares of our common stock at an exercise price of $0.32 per share.

In connection with the Securities Purchase Agreement, Montaur requested that the term of the $1.0 million Bupp Note be extended approximately 42 months or until at least one day following the maturity date of the Series A Note. In consideration for the Bupp Investors' agreement to extend the term of the Bupp Note pursuant to an Amendment to the Bupp Purchase Agreement, dated December 26, 2007, we agreed to provide security for the obligations evidenced by the Amended 10% Convertible Note in the principal amount of $1,000,000, due December 31, 2011, executed by Neoprobe in favor of the Bupp Investors (the Amended Bupp Note), under the terms of a Security Agreement, dated December 26, 2007, by and between Neoprobe and the Bupp Investors (the Bupp Security Agreement). As further consideration for extending the term of the Bupp Note, we issued the Bupp Investors additional Series V warrants to purchase 500,000 shares of our common stock at an exercise price of $0.32 per share, expiring in December 2012.

In April 2008, following receipt by the Company of clearance from the United States Food and Drug Administration to commence a Phase 3 clinical trial for Lymphoseek in patients with breast cancer or melanoma, we amended the Securities Purchase Agreement related to the second tranche and issued Montaur a 10% Series B Convertible Senior Secured Promissory Note in the principal amount of $3,000,000, which was convertible into shares of our common stock at the conversion price of $0.36 per share, also due December 26, 2011 (the Series B Note, and hereinafter referred to collectively with the Series A Note as the Montaur Notes); and a five-year Series X warrant to purchase 8,333,333 shares of our common stock at an exercise price of $0.46 per share.

In December 2008, after we obtained 135 vital blue dye lymph nodes from patients who had completed the injection of the drug and surgery in a Phase 3 clinical trial of Lymphoseek in patients with breast cancer or melanoma, we issued Montaur 3,000 shares of our 8% Series A Cumulative Convertible Preferred Stock (the Series A Preferred Stock) and a five-year Series Y warrant to purchase 6,000,000 shares of our common stock at an exercise price of $0.575 per share (hereinafter referred to collectively with the Series W warrant and Series X warrant as the Montaur Warrants), for an aggregate purchase price of $3,000,000. The "Liquidation Preference Amount" for the Series A Preferred Stock was $1,000 and the "Conversion Price" of the Series A Preferred Stock was set at $0.50 on the date of issuance, thereby making the shares of Series A Preferred Stock convertible into an aggregate 6,000,000 shares of our common stock, subject to adjustment as described in the Certificate of Designations.

In July 2009, we entered into a Securities Amendment and Exchange Agreement with Montaur, pursuant to which Montaur agreed to the amendment and restatement of the terms of the Montaur Notes, the Series A Preferred Stock, and the Montaur Warrants. The Series A Note was amended to grant Montaur conversion rights with respect to the $3.5 million portion of the Series A Note that was previously not convertible. The newly convertible portion of the Series A Note was convertible into 3,600,000 shares of our common stock at $0.9722 per share. The amendments also eliminated certain price reset features of the Montaur Notes, the Series A Preferred Stock and the Montaur Warrants that had created significant non-cash derivative liabilities on the Company's balance sheet. In conjunction with this transaction, we issued Montaur a Series AA Warrant to purchase 2.4 million shares of our common stock at an exercise price of $0.97 per share, expiring in July 2014. The change in terms of the Montaur Notes, the Series A Preferred Stock and the Montaur Warrants were treated as an extinguishment of debt for accounting purposes. Following the extinguishment, the Company's balance sheet reflected the face value of the $10 million due to Montaur pursuant to the Montaur Notes, which approximated fair value at the date of the extinguishment.

In June 2010, we entered into a Securities Exchange Agreement with Montaur, pursuant to which Montaur exchanged the Montaur Notes and the Series A Preferred Stock for 10,000 shares of Series B Convertible Preferred Stock (the Series B Preferred Stock), convertible into 32,700,000 shares of common stock. The Series B Preferred Stock is convertible at the option of Montaur, carries no dividend requirements and participates equally with our common stock in liquidation proceeds based upon the number of common shares into which the Series B Preferred Stock is then convertible. As consideration for the exchange, Neoprobe issued additional Series B Preferred Stock which is convertible into 1.3 million shares of common stock.

Also in June 2010, we entered into a Securities Exchange Agreement with the Bupp Investors, pursuant to which the Bupp Investors exchanged the Amended Bupp Note for 1,000 shares of Series C Convertible Preferred Stock (the Series C Preferred Stock), convertible into 3,226,000 shares of common stock. The Series C Preferred Stock has a 10% dividend rate, payable quarterly, and participates equally with our common stock in liquidation proceeds based upon the number of common shares into which the Series C Preferred Stock is then convertible. The exchange of the Montaur Notes, the Series A Preferred Stock and the Amended Bupp Note were treated as extinguishments for accounting purposes. As a result of these exchange transactions, all security interests in the Company's assets held by Montaur and the Bupp Investors were extinguished.

During 2009 the largest aggregate amount outstanding on the Amended Bupp Note was $1.0 million, and, prior to the extinguishment of the Amended Bupp Note on June 25, 2010, the largest aggregate amount of principal outstanding on the Amended Bupp Note during 2010 was $1.0 million. The Company paid $0 of principal outstanding on the Amended Bupp Note during 2009, and $0 of the principal outstanding on the Amended Bupp Note during 2010. The Company paid $100,000 of interest on the Amended Bupp Note during 2009, and $48,611 of interest on the Amended Bupp Note during 2010. During 2009, and prior to the extinguishment of the Amended Bupp Note on June 25, 2010, the Amended Bupp Note accrued interest at the rate of 10% per annum.

In November 2010, we entered into a Securities Purchase Agreement with institutional investors for a registered direct offering of 3,157,896 shares of our common stock at a price of $1.90 per share for total gross proceeds of $6.0 million. In addition to the common stock, we issued one-year Series CC warrants to purchase 1,578,948 shares of our common stock at an exercise price of $2.11 per share, and two-year Series DD warrants to purchase 1,578,948 shares of our common stock at an exercise price of $2.11 per share. As compensation for the services of the placement agent in connection with the offering, we paid the placement agent $420,000 (7% of the gross proceeds) and issued five-year Series EE warrants to purchase 157,895 shares of our common stock at an exercise price of $2.375 per share. The common stock, warrants, and shares of common stock underlying the warrants were issued pursuant to a shelf registration statement on Form S-3 that was declared effective by the Securities and Exchange Commission on August 3, 2010.

During the first quarter of 2011, certain outside investors exercised 1,578,948 Series CC warrants in exchange for issuance of 1,578,948 shares of our common stock, resulting in gross proceeds of $3,331,580. Also during the first quarter of 2011, certain outside investors exercised 799,474 Series DD warrants in exchange for issuance of 799,474 shares of our common stock, resulting in gross proceeds of $1,686,890.

Our future liquidity and capital requirements will depend on a number of factors, including our ability to expand market acceptance of our current products, our ability to complete the commercialization of new products, our ability to monetize our investment in non-core technologies, our ability to obtain milestone or development funds from potential development and distribution partners, regulatory actions by FDA and international regulatory bodies, and intellectual property protection. Our most significant near-term development priority is to file the NDA for Lymphoseek and to continue our pre-commercialization activities. We also expect to continue to refine the amount of development costs necessary to commercialize RIGScan but believe that it will require total additional commitments of approximately $5 million during 2011 to restart manufacturing and other activities necessary to prepare for clinical trials. We are in the process of evaluating our funding alternatives related to RIGScan, but have not ruled out funding it in connection with a partner. We also expect to use approximately $2.3 million in cash over the course of the second quarter of 2011 to fund matters related to Mr. Bupp's separation and the tax liability due on his recent net exercise of stock options. We believe our current funds will be adequate to sustain our operations at present levels for the forseeable future. We recently filed a registration statement on Form S-3 to provide us with future funding alternatives and flexibility as we evaluate our strategic goals and plans for expansion of our product pipeline, although we have not decided whether, when or how much capital might be raised under the registration statement. We cannot assure you that we will be successful in raising additional capital at terms acceptable to the Company, or at all. We also cannot assure you that we will be able to successfully obtain regulatory approval for and commercialize new products, that we will achieve significant product revenues from our current or potential new products or that we will achieve or sustain profitability in the future.

Recent Accounting Developments

In December 2010, the FASB issued ASU 2010-27, *Fees Paid to the Federal Government by Pharmaceutical Manufacturers*. ASU 2010-27 specifies that the liability for the Company's portion of the annual fee on the pharmaceutical manufacturing industry should be estimated and recorded in full upon the first qualifying sale with a corresponding deferred cost that is amortized to expense using a straight-line method of allocation unless another method better allocates the fee over the calendar year that it is payable. ASU 2010-27 is effective for calendar years beginning after December 31, 2010, when the fee initially becomes effective. ASU 2010-27 will not impact our consolidated financial position, results of operations or cash flows until the period in which we begin sales of our pharmaceutical products. The effect the adoption of ASU 2010-27 will have on us will depend on the amount of the total annual fee and the amount of Neoprobe's annual sales relative to the total sales of all other U.S. pharmaceutical manufacturers.

Critical Accounting Policies

We consider the following accounting policies to be critical to our results of operations and financial condition.

Revenue Recognition. We currently generate revenue primarily from sales of our gamma detection products. Our standard shipping terms are FOB shipping point, and title and risk of loss passes to the customer upon delivery to a common carrier. We generally recognize sales revenue related to sales of our products when the products are shipped. Our customers have no right to return products purchased in the ordinary course of business.

The prices we charge our primary customer, Devicor, related to sales of products are subject to retroactive annual adjustment based on a fixed percentage of the actual sales prices achieved by Devicor on sales to end customers made during each fiscal year. To the extent that we can reasonably estimate the end-customer prices received by Devicor, we record sales to Devicor based upon these estimates. If we are unable to reasonably estimate end customer sales prices related to certain products sold to Devicor, we record revenue related to these product sales at the minimum (i.e., floor) price provided for under our distribution agreement with Devicor.

We also generate revenue from the service and repair of out-of-warranty products. Fees charged for service and repair on products not covered by an extended service agreement are recognized on completion of the service process when the serviced or repaired product has been returned to the customer. Fees charged for service or repair of products covered by an extended warranty agreement are deferred and recognized as revenue ratably over the life of the extended service agreement.

We generate additional revenue from grants to support various product development initiatives. We generally recognize grant revenue when expenses reimbursable under the grants have been incurred and payments under the grants become contractually due.

Use of Estimates. The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. We base these estimates and assumptions upon historical experience and existing, known circumstances. Actual results could differ from those estimates. Specifically, management may make significant estimates in the following areas:

- *Stock-Based Compensation.* Stock-based payments to employees and directors, including grants of stock options, are recognized in the statements of operations based on their estimated fair values. The fair value of each option award is estimated on the date of grant using the Black-Scholes option pricing model to value share-based payments. Compensation cost arising from stock-based awards is recognized as expense using the straight-line method over the vesting period.

- *Inventory Valuation.* We value our inventory at the lower of cost (first-in, first-out method) or market. Our valuation reflects our estimates of excess, slow moving and obsolete inventory as well as inventory with a carrying value in excess of its net realizable value. Write-offs are recorded when product is removed from saleable inventory. We review inventory on hand at least quarterly and record provisions for excess and obsolete inventory based on several factors, including current assessment of future product demand, anticipated release of new products into the market, historical experience and product expiration. Our industry is characterized by rapid product development and frequent new product introductions. Uncertain timing of product approvals, variability in product launch strategies, regulations regarding use and shelf life, product recalls and variation in product utilization all impact the estimates related to excess and obsolete inventory.

- *Fair Value of Derivative Instruments.* Derivative instruments embedded in contracts, to the extent not already a free-standing contract, are bifurcated and accounted for separately. All derivatives are recorded on the consolidated balance sheet at fair value in accordance with current accounting guidelines for such complex financial instruments. Fair value of warrant liabilities is determined based on a Black-Scholes option pricing model calculation. Unrealized gains and losses on the derivatives are classified in other expenses as a change in derivative liabilities in the statements of operations. We do not use derivative instruments for hedging of market risks or for trading or speculative purposes.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Interest Rate Risk. As of March 31, 2011, our $9.7 million in cash was primarily invested in interest-bearing money market accounts. We believe that a hypothetical 10% increase or decrease in market interest rates would not have a material impact on our consolidated financial position, results of operations or cash flows.

Foreign Currency Exchange Rate Risk. We are exposed to foreign currency risk related to translation of end-customer sales prices achieved by our primary marketing partner, Devicor, that are denominated in a currency other than the US Dollar (USD). Such foreign currencies currently include the Canadian dollar and the Eurozone euro. Sales made by Devicor that are denominated in foreign currencies are translated into USD and are factored into the global average end-customer sales price, of which Neoprobe receives a fixed percentage. Assuming no changes in sales volume or pricing, a sensitivity analysis indicates that if the USD weakens by 10% against the applicable foreign currencies, our sales revenue for 2011 would increase by approximately $87,000. Conversely, if the USD strengthens by 10% against the applicable foreign currencies, our sales revenue for 2011 would decrease by approximately $89,000. We do not currently have material foreign currency exposure related to our assets as the majority are denominated in U.S. currency and our foreign-currency based transaction exchange risk is not material. For the three-month periods ended March 31, 2011 and 2010, we recorded less than $1,000 of foreign currency transaction losses in each period.

Equity Price Risk. We do not use derivative instruments for hedging of market risks or for trading or speculative purposes. Derivative instruments embedded in contracts, to the extent not already a free-standing contract, are bifurcated and accounted for separately. All derivatives are recorded on the consolidated balance sheet at fair value in accordance with current accounting guidelines for such complex financial instruments. Fair value of warrant liabilities is determined based on a Black-Scholes option pricing model calculation which includes the price of Company stock. As of March 31, 2011, we had approximately $146,000 of derivative liabilities recorded on our balance sheet related to 40,000 of our Series V warrants. We believe that a hypothetical 50% increase or decrease in our stock price would not have a material impact on our consolidated financial position, results of operations or cash flows.

Item 4. Controls and Procedures

Disclosure Controls and Procedures

We maintain disclosure controls and procedures designed to ensure that information required to be disclosed in reports filed under the Exchange Act is recorded, processed, summarized, and reported within the specified time periods. As a part of these controls, our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Rule 13a-15(f) under the Exchange Act.

Under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, we evaluated the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rule 13a-15(e) under the Exchange Act) as of March 31, 2011. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is accumulated and communicated to our management, including our principal executive and principal financial officers, as appropriate, to allow timely decisions regarding required disclosure. Based on our evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that, as of the end of the period covered by this report, our disclosure controls and procedures are adequately designed and are effective.

Our management, including our Chief Executive Officer and Chief Financial Officer, understands that our disclosure controls and procedures do not guarantee that all errors and all improper conduct will be prevented. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute assurance that the objectives of the control systems are met. Further, a design of a control system must reflect the fact that there are resource constraints, and the benefit of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of improper conduct, if any, have been detected. These inherent limitations include the realities that judgments and decision-making can be faulty, and that breakdowns can occur because of a simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more persons, or by management override of the control. Further, the design of any system of controls is also based in part upon assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Over time, controls may become inadequate because of changes in conditions, or the degree of compliance with the policies or procedures may deteriorate. Because of the inherent limitations of a cost-effective control system, misstatements due to error or fraud may occur and may not be detected.

Our internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles, and includes those policies and procedures that:

- pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

- provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles and that receipts and expenditures of the company are being made only in accordance with authorization of management and directors of the company; and

- provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the company's assets that could have a material effect on the financial statements.

Changes in Control Over Financial Reporting

During the quarter ended March 31, 2011, there were no changes in our internal control over financial reporting that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II - OTHER INFORMATION

Item 1A. Risk Factors

There have been the following material changes to the Company's risk factors as previously disclosed in the Company's Annual Report on Form 10-K for the year ended December 31, 2010, filed with the SEC on March 16, 2011:

We may have difficulty raising additional capital, which could deprive us of necessary resources to pursue our business plans.

We expect to devote significant capital resources to fund research and development, to maintain existing and secure new manufacturing capacity, and to acquire new product candidates. In order to support the initiatives envisioned in our business plan, we may need to raise additional funds through the sale of assets, public or private debt or equity financing, collaborative relationships or other arrangements. Our ability to raise additional financing depends on many factors beyond our control, including the state of capital markets, the market price of our common stock and the development or prospects for development of competitive technology by others. Sufficient additional financing may not be available to us or may be available only on terms that would result in further dilution to the current owners of our common stock.

Our future expenditures on our programs are subject to many uncertainties, including whether our product candidates will be developed or commercialized with a partner or independently. Our future capital requirements will depend on, and could increase significantly as a result of, many factors, including:

- the costs of seeking regulatory approval for our product candidates, including any nonclinical testing or bioequivalence or clinical studies, process development, scale-up and other manufacturing and stability activities, or other work required to achieve such approval, as well as the timing of such activities and approval;
- the extent to which we invest in or acquire new technologies, product candidates, products or businesses and the development requirements with respect to any acquired programs;
- the scope, prioritization and number of development and/or commercialization programs we pursue and the rate of progress and costs with respect to such programs;
- the costs related to developing, acquiring and/or contracting for sales, marketing and distribution capabilities and regulatory compliance capabilities, if we commercialize any of our product candidates for which we obtain regulatory approval without a partner;
- the timing and terms of any collaborative, licensing and other strategic arrangements that we may establish;
- the extent to which we will need to expand our workforce to pursue our business plan, and the costs involved in recruiting, training and incentivizing new employees;
- the effect of competing technological and market developments; and
- the cost involved in establishing, enforcing or defending patent claims and other intellectual property rights.

We believe that we have access to sufficient financial resources with which to fund our operations or those of our subsidiaries for the foreseeable future. However, we may decide to grow our organization by pursuing development or commercialization activities for our current or future product candidates, or we may incur unexpected expenses. Such events may shorten the period through which our current operating funds will sustain us. We may also acquire new technologies, product candidates and/or products and the cost to acquire, develop and/or commercialize such new technologies, product candidates and/or products may shorten the period through which our current operating funds will sustain us. However, we may not be able to obtain sufficient additional funding on satisfactory terms, if at all. If we are unsuccessful in raising additional capital, or the terms of raising such capital are unacceptable, we may have to modify our business plan and/or significantly curtail our planned development activities, acquisition of new product candidates and other operations.

Our ability to raise capital may be limited by applicable laws and regulations.

Our ability to raise additional capital through the sale and issuance of our equity securities may be limited by, among other things, current Commission, and NYSE Amex rules and regulations. Our capital raising plans include primary offerings of equity securities using a "shelf" registration on Form S-3, which typically enables an issuer to raise additional capital on a more timely and cost effective basis than through other means, such as registration of a securities offering under a Form S-1 registration statement. Under current Commission rules and regulations, to be eligible to use a Form S-3 registration statement for primary offerings without restriction as to the amount of securities to be sold and issued, an issuer must, among other requirements, have outstanding common equity with a market value of at least $75 million held by non-affiliates. Although we currently have outstanding common equity with a market value of at least $75 million held by non-affiliates, if we file a "shelf" Form S-3 registration statement at a time when the aggregate market value of our common stock held by non-affiliates, or public float, is less than $75 million (calculated as set forth in Form S-3 and Commission rules and regulations), the amount we could raise through primary offerings of our securities in any 12-month period using the Form S-3 registration statement may be limited to an aggregate of one-third of our public float. Moreover, the market value of all securities sold by us under a Form S-3 registration statement during the prior 12 months may be subtracted from that amount to determine the amount we can then raise under the Form S-3 registration statement. Even if we file a "shelf" Form S-3 registration statement at a time when our public float is $75 million or more (calculated as set forth in Form S-3 and Commission rules and regulations), we may become subject to the one-third of public float limitation described above in the future. The Commission's rules and regulations require that we periodically re-evaluate the value of our public float. If, at a re-evaluation date, our public float is less than $75 million (calculated as set forth in Form S-3 and Commission rules and regulations), the amount we could raise through primary offerings of our securities in any 12-month period using a Form S-3 registration statement would be subject to the one-third of public float limitation described above.

In addition, under current Commission rules and regulations, if our public float is less than $75 million or if we seek to register a resale offering (i.e., an offering of securities of ours by persons other than us), we must, among other requirements, maintain our listing with the NYSE Amex or have our common stock listed and registered on another national securities exchange in order to be eligible to use a Form S-3 registration statement for any primary or resale offering. Alternative means of raising capital through sales of our securities, including through the use of a Form S-1 registration statement, may be more costly and time-consuming.

Currently, our common stock is listed on the NYSE Amex equities market. The NYSE Amex will review the appropriateness of continued listing of any issuer that falls below the exchange's continued listing standards. For additional information regarding this risk, see the risk factor below titled "Our failure to maintain continued compliance with the listing requirements of the NYSE Amex Equities exchange could result in the delisting of our common stock." If our common stock were delisted from the NYSE Amex, our ability to raise capital on terms and conditions we deem acceptable, if at all, may be materially impaired.

Our ability to timely raise sufficient additional capital also may be limited by the NYSE Amex's requirements relating to stockholder approval for transactions involving the issuance of our common stock or securities convertible into our common stock. For instance, the NYSE Amex requires that we obtain stockholder approval of any transaction involving the sale, issuance or potential issuance by us of our common stock (or securities convertible into our common stock) at a price less than the greater of book or market value, which (together with sales by our officers, directors and principal stockholders) equals 20% or more of our presently outstanding common stock, unless the transaction is considered a "public offering" by the NYSE Amex staff. Based on our outstanding common stock as of April 26, 2011 and a closing price of $4.77, which was the closing price of our common stock on April 26, 2011, we could not raise more than approximately $85,270,955 without stockholder approval, unless the transaction is deemed a public offering or does not involve the sale, issuance or potential issuance by us of our common stock (or securities convertible into our common stock) at a price less than the greater of book or market value. However, certain prior sales by us may be aggregated with any offering we may propose in the near-term, further limiting the amount we could raise in any future offering that is not considered a public offering by the NYSE Amex staff and would involve the sale, issuance or potential issuance by us of our common stock (or securities convertible into our common stock) at a price less than the greater of book or market value. The NYSE Amex will also require stockholder approval if the issuance or potential issuance of additional shares will be considered by the exchange staff to result in a change of control of Neoprobe.

Obtaining stockholder approval is a costly and time-consuming process. If we are required to obtain stockholder approval, we would expect to spend substantial additional money and resources. In addition, seeking stockholder approval would delay our receipt of otherwise available capital, which may materially and adversely affect our ability to execute our current business strategy, and there is no guarantee our stockholders ultimately would approve a proposed transaction. A public offering under the NYSE Amex rules typically involves broadly announcing the proposed transaction, which often times has the effect of depressing the issuer's stock price. Accordingly, the price at which we could sell our securities in a public offering may be less and the dilution existing stockholders experience may in turn be greater than if we were able to raise capital through other means.

Clinical trials for our radiopharmaceutical product candidates will be lengthy and expensive and their outcome is uncertain.

Before obtaining regulatory approval for the commercial sale of any product candidates, we must demonstrate through preclinical testing and clinical trials that our product candidates are safe and effective for use in humans. Conducting clinical trials is a time consuming, expensive and uncertain process and may take years to complete. During 2009, we successfully completed a Phase 3 clinical trial in subjects with breast cancer or melanoma for our most advanced radiopharmaceutical product candidate, Lymphoseek. We have completed enrollment in a second Phase 3 trial for this product also in subjects with breast cancer or melanoma and are in the process of analyzing the results of the trial. In addition, we are enrolling subjects in a third Phase 3 clinical trial in subjects with head and neck squamous cell carcinoma. We also continue to have dialogue with FDA and EMA regarding our other radiopharmaceutical product candidate, RIGScan. In February 2011, we met with FDA to discuss filing a new Investigational New Drug (IND) application in the U.S. for RIGScan to begin to reinitiate development of this product candidate, and are now preparing for manufacturing activities. We also intend to approach EMA during 2011 in our efforts to develop, to the extent possible, a harmonized clinical and regulatory developmental pathway for RIGScan in the U.S. and EU.

Historically, the results from preclinical testing and early clinical trials have often not been generally predictive of results obtained in later clinical trials. Frequently, drugs that have shown promising results in preclinical or early clinical trials subsequently fail to establish sufficient safety and efficacy data necessary to obtain regulatory approval. At any time during the clinical trials, we, the participating institutions, FDA or EMA might delay or halt any clinical trials for our product candidates for various reasons, including:

- ineffectiveness of the product candidate;
- discovery of unacceptable toxicities or side effects;
- development of disease resistance or other physiological factors;
- delays in patient enrollment; or
- other reasons that are internal to the businesses of our potential collaborative partners, which reasons they may not share with us.

While we have achieved some level of success in our recent Phase 2 and Phase 3 clinical trials for Lymphoseek, the results of these clinical trials, as well as pending and future trials for these and other product candidates that we may develop or acquire, are subject to review and interpretation by various regulatory bodies during the regulatory review process and may ultimately fail to demonstrate the safety or effectiveness of our product candidates to the extent necessary to obtain regulatory approval or such that commercialization of our product candidates is worthwhile. Any failure or substantial delay in successfully completing clinical trials and obtaining regulatory approval for our product candidates could severely harm our business.

We may be unable to establish the pharmaceutical manufacturing capabilities necessary to develop and commercialize our potential products.

We do not currently have any manufacturing capability for the radiopharmaceutical compounds necessary for clinical testing or commercial sale. We intend to rely on third-party contract manufacturers to produce sufficiently large quantities of drug materials that are and will be needed for clinical trials and commercialization of our potential products. Third-party manufacturers may not be able to meet our needs with respect to timing, quantity or quality of materials. We have a supply agreement with Reliable Biopharmaceuticals to manufacture the active pharmaceutical ingredient for our Lymphoseek product and are in the process of finalizing a supply contract with a third-party manufacturer for the finishing and vialing of our Lymphoseek product. However, if we are unable to contract for a sufficient supply of needed materials on acceptable terms, or if we should encounter delays or difficulties in our relationships with manufacturers, our clinical trials may be delayed, thereby delaying the submission of product candidates for regulatory approval and the market introduction and subsequent commercialization of our potential products. Any such delays may lower our revenues and potential profitability.

We and any third-party manufacturers that we may use must continually adhere to current Good Manufacturing Practices regulations enforced by FDA through its facilities inspection program. If our facilities or the facilities of third-party manufacturers cannot pass a pre-approval plant inspection, FDA will not grant approval to our product candidates. In complying with these regulations and foreign regulatory requirements, we and any of our third-party manufacturers will be obligated to expend time, money and effort on production, record-keeping and quality control to assure that our potential products meet applicable specifications and other requirements. If we or any third-party manufacturer with whom we may contract fail to maintain regulatory compliance, we or the third party may be subject to fines and/or manufacturing operations may be suspended.

We rely on third parties to manufacture our medical device products and our business will suffer if they do not perform.

We rely on independent contract manufacturers for the manufacture of our current neoprobe GDS line of gamma detection systems. Our business will suffer if our contract manufacturers have production delays due to material shortages, such as may result from the March 2011 Japanese earthquake and tsunami, or quality problems. Furthermore, medical device manufacturers are subject to the quality system regulations of FDA, international quality standards, and other regulatory requirements. If our contractors do not operate in accordance with regulatory requirements and quality standards, our business will suffer. We use or rely on components and services used in our devices that are provided by sole source suppliers. The qualification of additional or replacement vendors is time consuming and costly. If a sole source supplier has significant problems supplying our products, our sales and revenues will be hurt until we find a new source of supply. In addition, our distribution agreement with Devicor for gamma detection devices contains failure to supply provisions, which, if triggered, could have a significant negative impact on our business.

We may not have sufficient legal protection against infringement or loss of our intellectual property, and we may lose rights to our licensed intellectual property if diligence requirements are not met.

Our success depends, in part, on our ability to secure and maintain patent protection for our products and product candidates, to preserve our trade secrets, and to operate without infringing on the proprietary rights of third parties. While we seek to protect our proprietary positions by filing United States and foreign patent applications for our important inventions and improvements, domestic and foreign patent offices may not issue these patents. Third parties may challenge, invalidate, or circumvent our patents or patent applications in the future. Competitors, many of which have significantly more resources than we have and have made substantial investments in competing technologies, may apply for and obtain patents that will prevent, limit, or interfere with our ability to make, use, or sell our products either in the United States or abroad.

Numerous U.S. and foreign issued patents and pending patent applications, which are owned by third parties, exist in the fields in which we are or may be developing products. As the biotechnology and pharmaceutical industry expands and more patents are issued, the risk increases that we will be subject to claims that our products or product candidates, or their use, infringe the rights of others. In the United States, patent applications are secret until patents are issued, and in foreign countries, patent applications are secret for a time after filing. Publications of discoveries tend to significantly lag the actual discoveries and the filing of related patent applications. Third parties may have already filed applications for patents for products or processes that will make our products obsolete, limit our patents, invalidate our patent applications or create a risk of infringement claims.

We or our suppliers may be exposed to, or threatened with, future litigation by third parties having patent or other intellectual property rights alleging that our products, product candidates and/or technologies infringe their intellectual property rights or that the process of manufacturing our products or any of their respective component materials, or the component materials themselves, or the use of our products, product candidates or technologies, infringe their intellectual property rights. If one of these patents was found to cover our products, product candidates, technologies or their uses, or any of the underlying manufacturing processes or components, we could be required to pay damages and could be unable to commercialize our products or use our technologies or methods unless we are able to obtain a license to the patent or intellectual property right. A license may not be available to us in a timely manner or on acceptable terms, if at all. In addition, during litigation, a patent holder could obtain a preliminary injunction or other equitable remedy that could prohibit us from making, using or selling our products, technologies or methods.

In addition, it may be necessary for us to enforce patents under which we have rights, or to determine the scope, validity and unenforceability of other parties' proprietary rights, which may affect our rights. There can be no assurance that our patents would be held valid by a court or administrative body or that an alleged infringer would be found to be infringing. The uncertainty resulting from the mere institution and continuation of any patent related litigation or interference proceeding could have a material and adverse effect on us.

We typically require our employees, consultants, advisers and suppliers to execute confidentiality and assignment of invention agreements in connection with their employment, consulting, advisory, or supply relationships with us. They may breach these agreements and we may not obtain an adequate remedy for breach. Further, third parties may gain access to our trade secrets or independently develop or acquire the same or equivalent information.

Agencies of the United States government conducted some of the research activities that led to the development of antibody technology that some of our proposed antibody-based surgical cancer detection products use. When the United States government participates in research activities, it retains rights that include the right to use the technology for governmental purposes under a royalty-free license, as well as rights to use and disclose technical data that could preclude us from asserting trade secret rights in that data and software.

We may have difficulty attracting and retaining qualified personnel and our business may suffer if we do not.

Our business has experienced a number of successes and faced several challenges in recent years that have resulted in several significant changes in our strategy and business plan, including the shifting of resources to support our current product initiatives. Our management will need to remain flexible to support our business model over the next few years. However, losing members of the Neoprobe management team could have an adverse effect on our operations. Our success depends on our ability to attract and retain technical and management personnel with expertise and experience in the medical device and pharmaceutical industries, and the acquisition of additional product candidates may require us to acquire additional highly qualified personnel. The competition for qualified personnel in the biotechnology industry is intense and we may not be successful in hiring or retaining the requisite personnel. If we are unable to attract and retain qualified technical and management personnel, we will suffer diminished chances of future success.

Our failure to maintain continued compliance with the listing requirements of the NYSE Amex Equities exchange could result in the delisting of our common stock.

Our common stock is listed on the NYSE Amex Equities exchange, referred to as the Exchange, having recently been listed in February 2011. The rules of NYSE Amex provide that shares be delisted from trading in the event the financial condition and/or operating results of the Company appear to be unsatisfactory, the extent of public distribution or the aggregate market value of the common stock has become so reduced as to make further dealings on the Exchange inadvisable, the Company has sold or otherwise disposed of its principal operating assets, or has ceased to be an operating company, or the Company has failed to comply with its listing agreements with the Exchange. For example, the NYSE Amex normally will consider suspending trading in, or removing from the list, securities of an issuer that has stockholders' equity of less than $6.0 million if such issuer has sustained losses from continuing operations and/or net losses in its five most recent fiscal years. There can be no assurance that the Company will continue to meet the requirements necessary to maintain the listing of its common stock on the Exchange. For example, we may determine to grow our organization or product pipeline or pursue development or other activities at levels or on timelines that reduces our stockholders' equity below the level required to maintain compliance with NYSE Amex continued listing standards.

The delisting of our common stock from the NYSE Amex likely would reduce the trading volume and liquidity in our common stock and may lead to decreases in the trading price of our common stock. The delisting of our common stock may also materially impair our stockholders' ability to buy and sell shares of our common stock. In addition, the delisting of our common stock could significantly impair our ability to raise capital, which is critical to the execution of our current business strategy.

The price of our common stock has been highly volatile due to several factors that will continue to affect the price of our stock.

Our common stock traded as low as $1.50 per share and as high as $4.85 per share during the 12-month period ended April 26, 2011. The market price of our common stock has been and is expected to continue to be highly volatile. Factors, including announcements of technological innovations by us or other companies, regulatory matters, new or existing products or procedures, concerns about our financial position, operating results, litigation, government regulation, developments or disputes relating to agreements, patents or proprietary rights, may have a significant impact on the market price of our stock. In addition, potential dilutive effects of future sales of shares of common stock by the company and by stockholders, and subsequent sale of common stock by the holders of warrants and options could have an adverse effect on the market price of our shares.

Some additional factors which could lead to the volatility of our common stock include:

- price and volume fluctuations in the stock market at large or of companies in our industry which do not relate to our operating performance;
- changes in securities analysts' estimates of our financial performance or deviations in our business and the trading price of our common stock from the estimates of securities analysts;
- FDA or international regulatory actions and regulatory developments in the U.S. and foreign countries;
- financing arrangements we may enter that require the issuance of a significant number of shares in relation to the number of shares currently outstanding;
- public concern as to the safety of products that we or others develop; and
- fluctuations in market demand for and supply of our products.

The realization of any of the foregoing could have a dramatic and adverse impact on the market price of our common stock. In addition, class action litigation has often been instituted against companies whose securities have experienced substantial decline in market price. Moreover, regulatory entities often undertake investigations of investor transactions in securities that experience volatility following an announcement of a significant event or condition. Any such litigation brought against us or any such investigation involving our investors could result in substantial costs and a diversion of management's attention and resources, which could hurt our business, operating results and financial condition.

An investor's ability to trade our common stock may be limited by trading volume.

Historically, the trading volume for our common stock has been relatively limited. The average daily trading volume for our common stock on the OTC Bulletin Board for the 12-month period ended January 31, 2011 was approximately 194,000 shares. Following the listing of our common stock on the Exchange on February 10, 2011, trading in our common stock was more active; during the period beginning on February 10, 2011 and ending on April 21, 2011, the average daily trading volume for our common stock on the NYSE Amex was approximately 1.0 million shares. We cannot, however, assure that this trading volume will be consistently maintained in the future.

Because we do not expect to pay dividends on our common stock in the foreseeable future, stockholders will only benefit from owning common stock if it appreciates.

We have paid no cash dividends on any of our common stock to date, and we currently intend to retain our future earnings, if any, to fund the development and growth of our business. As a result, with respect to our common stock, we do not expect to pay any cash dividends in the foreseeable future, and payment of cash dividends, if any, will also depend on our financial condition, results of operations, capital requirements and other factors and will be at the discretion of our board of directors. Furthermore, we are subject to various laws and regulations that may restrict our ability to pay dividends and we may in the future become subject to contractual restrictions on, or prohibitions against, the payment of dividends. Due to our intent to retain any future earnings rather than pay cash dividends on our common stock and applicable laws, regulations and contractual obligations that may restrict our ability to pay dividends on our common stock, the success of your investment in our common stock will likely depend entirely upon any future appreciation and there is no guarantee that our common stock will appreciate in value.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

(a) During the three-month period ended March 31, 2011, an outside investor exercised a total of 60,000 Series Z Warrants on a cashless basis in exchange for issuance of 46,902 shares of our common stock. The issuance of the shares was exempt from registration under Sections 4(2) and 4(6) of the Securities Act and Regulation D. The outside investor referred to above is an accredited investor as defined in Rule 501(a) of Regulation D, and was fully informed regarding the investment. In addition, neither the Company, nor anyone acting on its behalf, offered or sold these securities by any form of general solicitation or general advertising.

Item 6. Exhibits

31.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.*
31.2	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.*
32.1	Certification of Chief Executive Officer of Periodic Financial Reports pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350.*
32.2	Certification of Chief Financial Officer of Periodic Financial Reports pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350.*

* Filed herewith.

Items 1, 3, 4 and 5 are not applicable and have been omitted.

SIGNATURES

In accordance with the requirements of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

NEOPROBE CORPORATION
(the Company)
Dated: May 10, 2011

By: /s/ Mark J. Pykett

Mark J. Pykett, V.M.D., Ph.D.
President and Chief Executive Officer
(duly authorized officer; principal executive officer)

By: /s/ Brent L. Larson

Brent L. Larson
Senior Vice President and Chief Financial Officer
(principal financial and accounting officer)

Exhibit 31.1

CERTIFICATION OF CHIEF EXECUTIVE OFFICER
PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Mark J. Pykett, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Neoprobe Corporation;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

May 10, 2011

/s/ Mark J. Pykett
Mark J. Pykett, V.M.D., Ph.D.
President and Chief Executive Officer

Exhibit 31.2

CERTIFICATION OF CHIEF FINANCIAL OFFICER
PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Brent L. Larson, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Neoprobe Corporation;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f))for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

May 10, 2011

/s/ Brent L. Larson
Brent L. Larson
Senior Vice President and Chief Financial Officer

Exhibit 32.1

CERTIFICATION OF PERIODIC FINANCIAL REPORT PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002,18 U.S.C. SECTION 1350

The undersigned hereby certifies that he is the duly appointed and acting Chief Executive Officer of Neoprobe Corporation (the "Company") and hereby further certifies as follows:

(1) The periodic report containing financial statements to which this certificate is an exhibit fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the periodic report to which this certificate is an exhibit fairly presents, in all material respects, the financial condition and results of operations of the Company.

In witness whereof, the undersigned has executed and delivered this certificate as of the date set forth opposite his signature below.

May 10, 2011

/s/ Mark J. Pykett
Mark J. Pykett, V.M.D., Ph.D.
President and Chief Executive Officer

Exhibit 32.2

CERTIFICATION OF PERIODIC FINANCIAL REPORT PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002, 18 U.S.C. SECTION 1350

The undersigned hereby certifies that he is the duly appointed and acting Chief Financial Officer of Neoprobe Corporation (the "Company") and hereby further certifies as follows:

(1) The periodic report containing financial statements to which this certificate is an exhibit fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the periodic report to which this certificate is an exhibit fairly presents, in all material respects, the financial condition and results of operations of the Company.

In witness whereof, the undersigned has executed and delivered this certificate as of the date set forth opposite his signature below.

May 10, 2011

/s/ Brent L. Larson
Brent L. Larson
Senior Vice President and Chief Financial Officer