

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

FORM 8-K

CURRENT REPORT  
Pursuant to Section 13 or 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) December 16, 2011

NEOPROBE CORPORATION

(Exact name of registrant as specified in its charter)

Delaware	0-26520	31-1080091
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)
425 Metro Place North, Suite 300, Columbus, Ohio		43017
(Address of principal executive offices)		(Zip Code)

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

(Former name or former address, if changed since last report.)

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

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

**Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On December 16, 2011, Neoprobe Corporation (the “Company”) filed a Certificate of Ownership in Delaware to effect a merger of the Company’s wholly owned subsidiary, Neoprobe Name Change, Inc., with and into the Company, and to change the Company’s legal name to “Navidea Biopharmaceuticals, Inc.,” effective January 5, 2012, at 12:01 a.m. eastern time (the “Effective Time”). Pursuant to Section 253 of the General Corporation Law of Delaware, such merger will have the effect of amending the Company’s Amended and Restated Certificate of Incorporation (the “Certificate of Incorporation”) to reflect the new legal name of the Company. Specifically, Article 1 of the Company’s Certificate of Incorporation is deleted in its entirety and replaced with the following: “Article 1: The name of the corporation is Navidea Biopharmaceuticals, Inc.” The name change does not affect the rights of the stockholders of the Company. There will be no other changes to the Company’s Certificate of Incorporation at the Effective Time. A copy of the Certificate of Ownership Merging Neoprobe Name Change, Inc. into Neoprobe Corporation, as filed with the Delaware Secretary of State, is attached hereto as Exhibit 3.1 and is incorporated herein by reference.

The Company will begin trading on the NYSE Amex stock exchange under the ticker symbol “NAVB” on January 5, 2012. The new CUSIP number for Navidea Biopharmaceuticals, Inc. is 63937X 103.

On December 8, 2012, the Company issued a press release announcing the transaction described above. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibits.**

<i>Exhibit Number</i>	<i>Exhibit Description</i>
3.1	Certificate of Ownership Merging Neoprobe Name Change, Inc. into Neoprobe Corporation, effective January 5, 2012, as filed with the Delaware Secretary of State.
99.1	Press Release, dated December 8, 2012, entitled “Neoprobe Corporation to Change Company Name to Navidea Biopharmaceuticals” (incorporated by reference to Exhibit 99.1 to the Company’s Current Report on Form 8-K filed December 8, 2011).

The Private Securities Litigation Reform Act of 1995 (the Act) provides a safe harbor for forward-looking statements made by or on behalf of the Company. Statements contained or incorporated by reference in this Current Report on Form 8-K, which relate to other than strictly historical facts, such as statements about the Company’s plans and strategies, expectations for future financial performance, new and existing products and technologies, anticipated clinical and regulatory pathways, and markets for the Company’s products are forward-looking statements within the meaning of the Act. The words “believe,” “expect,” “anticipate,” “estimate,” “project,” and similar expressions identify forward-looking statements that speak only as of the date hereof. Investors are cautioned that such statements involve risks and uncertainties that could cause actual results to differ materially from historical or anticipated results due to many factors including, but not limited to, the Company’s continuing operating losses, uncertainty of market acceptance of its products, reliance on third party manufacturers, accumulated deficit, future capital needs, uncertainty of capital funding, dependence on limited product line and distribution channels, competition, limited marketing and manufacturing experience, risks of development of new products, regulatory risks and other risks detailed in the Company’s most recent Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, and other SEC filings. The Company undertakes no obligation to publicly update or revise any forward-looking statements.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Neoprobe Corporation

Date: December 21, 2011

By: /s/ Brent L. Larson

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

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CERTIFICATE OF OWNERSHIP  
MERGING  
NEOPROBE NAME CHANGE, INC.  
INTO  
NEOPROBE CORPORATION

(Subsidiary into parent pursuant to Section 253 of the General Corporation Law of Delaware)

\* \* \* \* \*

Neoprobe Corporation, a corporation incorporated on the 28th day of April, 1988, pursuant to the provisions of the General Corporation Law of the State of Delaware (the "Corporation");

**DOES HEREBY CERTIFY:**

**FIRST:** That the Corporation owns all of the capital stock of Neoprobe Name Change, Inc., a corporation incorporated on the 15th day of August, 2011, pursuant to the provisions of the General Corporation Law of the State of Delaware, and that the Corporation, by a resolution of its Board of Directors duly adopted on the 16th day of August, 2011, determined to merge into itself the Subsidiary, which resolution is in the following words to wit:

**WHEREAS**, the Corporation lawfully owns all the outstanding shares of Neoprobe Name Change, Inc. (the "Subsidiary"), a corporation organized and existing under the laws of the State of Delaware;

**WHEREAS**, the Board of Directors deems it to be in the best interests of the Corporation and its stockholders that the Subsidiary be merged with and into the Corporation on January 5, 2012, at 12:01 a.m. eastern time (the "Effective Date");

**WHEREAS**, it is intended that the merger be considered a tax-free plan of reorganization of the Subsidiary pursuant to Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended; and

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**WHEREAS**, the Board of Directors deems it to be in the best interest of the Corporation and its stockholders that the Corporation's name be changed to Navidea Biopharmaceuticals, Inc., pursuant to the authority granted by Section 253 of the General Corporation Law of Delaware, as of the Effective Date.

**NOW, THEREFORE, BE IT RESOLVED**, that the Corporation merge into itself the Subsidiary and assume all of said Subsidiary's liabilities and obligations as of the Effective Date.

**FURTHER RESOLVED**, that pursuant to the authority granted by Section 253 of the General Corporation Law of Delaware, the name of the Corporation is Navidea Biopharmaceuticals, Inc. as of the Effective Date, and Article One of the Amended and Restated Certificate of Incorporation of the Corporation, as corrected February 18, 1994, and amended June 27, 1994, June 3, 1996, March 17, 1999, May 9, 2000, June 13, 2003, July 29, 2004, June 22, 2005, November 20, 2006, December 26, 2007, April 30, 2009, July 27, 2009 and August 2, 2010, is changed to read as follows:

**ARTICLE ONE**

The name of the corporation is Navidea Biopharmaceuticals, Inc.

**FURTHER RESOLVED**, that the appropriate officers of the Corporation be and they hereby are directed to make, execute, and acknowledge a certificate of ownership setting forth a copy of the resolutions to merge the Subsidiary into the Corporation and to assume the Subsidiary's liabilities and obligations, and the date of adoption thereof, and to file the same in the office of the Secretary of State of Delaware, and a certified copy thereof in the office of the Recorder of Deeds of New Castle County.

**FURTHER RESOLVED**, that the appropriate officers of the Corporation are hereby authorized to do any and all things and to take any and all actions, whether within or without the State of Delaware, including executing, delivering, acknowledging, filing, recording, and sealing all documents, certificates, statements, or other instruments, and the making of any expenditures, which they deem necessary or advisable in order to carry out the intent and purposes of these resolutions.

**SECOND:** That anything herein or elsewhere to the contrary notwithstanding, this merger may be amended or terminated and abandoned by the Board of Directors of the Corporation at any time prior to the time that this merger filed with the Secretary of State of Delaware becomes effective.

**IN WITNESS WHEREOF**, the Corporation has caused this certificate to be signed by an authorized officer this 15th day of December, 2011.

Neoprobe Corporation

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

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