

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

FORM S-8  
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

**NAVIDEA BIOPHARMACEUTICALS, INC.**

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction  
of incorporation or organization)

31-1080091  
(I.R.S. Employer  
Identification No.)

425 Metro Place North, Suite 450, Dublin, Ohio  
(Address of Principal Executive Offices)

43017  
(Zip Code)

**NAVIDEA BIOPHARMACEUTICALS, INC.  
FOURTH AMENDED AND RESTATED  
2002 STOCK INCENTIVE PLAN**  
(Full title of the plan)

Brent L. Larson  
Senior Vice President and Chief Financial Officer  
Navidea Biopharmaceuticals, Inc.  
425 Metro Place North, Suite 450  
Dublin, Ohio 43017  
(614) 793-7500  
(Name, address and telephone number of agent for service)

Copies of Correspondence to:  
William J. Kelly, Jr., Esq.  
Porter, Wright, Morris & Arthur LLP  
41 South High Street  
Columbus, Ohio 43215  
(614) 227-2136  
wjkelly@porterwright.com

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   
Non-accelerated filer  (Do not check if a smaller reporting company)

Accelerated filer   
Smaller reporting company

### Calculation of Registration Fee

Title of securities to be registered	Amount to be registered (1)(2)	Proposed maximum offering price per share (3)	Proposed maximum aggregate offering price (3)	Amount of registration fee (1)
Common Stock, \$.001 par value	5,000,000	\$3.63	\$18,150,000	\$2,080

(1) In accordance with Rule 416 under the Securities Act of 1933, as amended, this registration statement shall be deemed to cover any additional securities that may from time to time be offered or issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.

(2) Pursuant to General Instruction E to Form S-8, a filing fee is only being paid with respect to the registration of additional securities for the Navidea Biopharmaceuticals, Inc. Fourth Amended and Restated 2002 Stock Incentive Plan (the "Plan"). Registration Statements on Form S-8 were previously filed on September 23, 2004 (Registration No. 333-119219), December 22, 2005 (Registration No. 333-130640), and August 20, 2008 (Registration No. 333-153110) for the existing securities available under the Plan.

(3) Estimated solely for the purpose of calculating the proposed maximum aggregate offering price and the registration fee pursuant to Rule 457(h) and Rule 457(c) under the Securities Act of 1933, as amended, based upon the average of the high and low prices of Navidea Biopharmaceuticals, Inc. common stock as reported on the NYSE MKT stock exchange on August 8, 2012.

## EXPLANATORY NOTE

This Registration Statement on Form S-8 (the "Registration Statement") is being filed for the purpose of registering an additional 5,000,000 shares of the common stock of Navidea Biopharmaceuticals, Inc. (the "Corporation") to be issued pursuant to the Corporation's Fourth Amended and Restated 2002 Stock Incentive Plan (the "Plan"). The shares of common stock of the Corporation being registered hereunder represent an increase in the number of shares available for issuance under the Plan, which increase was approved with respect to 3,000,000 shares by the Corporation's Board of Directors and by the Corporation's stockholders at the annual meeting of stockholders held August 15, 2011, and with respect to an additional 2,000,000 shares by the Corporation's Board of Directors and the Corporation's stockholders at the annual meeting of stockholders held August 14, 2012. Pursuant to General Instruction E to Form S-8, we incorporate by reference into this Registration Statement the contents of the Corporation's Registration Statement on Form S-8 previously filed with the Securities and Exchange Commission (the "Commission") on September 23, 2004 (Registration No. 333-119219), the Registration Statement on Form S-8 previously filed with the Commission on December 22, 2005 (Registration No. 333-130640), and the Registration Statement on Form S-8 previously filed with the Commission on August 20, 2008 (Registration No. 333-153110).

## PART II

### INFORMATION NOT REQUIRED IN PROSPECTUS

#### Item 3. Incorporation of Documents by Reference

The following documents, all of which were previously filed by the Corporation (File No. 001-35076) with the Commission pursuant to the Securities Exchange Act of 1934, as amended ("Exchange Act"), are hereby incorporated by reference:

1. Annual Report on Form 10-K for the fiscal year ended December 31, 2011, filed March 7, 2012.
2. All other reports filed by the Registrant pursuant to Section 13(a) or 15(d) of the Exchange Act since December 31, 2011 (File No. 001-35076).
3. The description of the Corporation's common stock which is contained in the Corporation's prospectus supplement filed with the Securities and Exchange Commission on November 9, 2010, (File No. 333-168485) pursuant to Rule 424(b)(5), as updated in any amendment or report filed for the purpose of updating such description.

All documents subsequently filed by the Corporation pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents. Any statement incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

## Item 8. Exhibits

<u>Exhibit Number</u>	<u>Description</u>
4(a)	Amended and Restated Certificate of Incorporation of Navidea Biopharmaceuticals, Inc. (incorporated by reference to Exhibit 3.1 to the Company's Annual Report on Form 10-K filed March 7, 2012).
4(b)	Certificate of Ownership Merging Neoprobe Name Change, Inc. into Neoprobe Corporation, effective January 5, 2012, as filed with the Delaware Secretary of State (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed December 21, 2011).
4(c)	Amended and Restated By-Laws dated July 21, 1993, as amended July 18, 1995, May 30, 1996 and July 26, 2007 (incorporated by reference to Exhibit 3.2 to the Company's Current Report on Form 8-K filed August 3, 2007).
4(d)	Certificate of Designations, Voting Powers, Preferences, Limitations, Restrictions, and Relative Rights of Series B Cumulative Convertible Preferred Stock (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed June 28, 2010).
4(e)	Certificate of Designations, Voting Powers, Preferences, Limitations, Restrictions, and Relative Rights of Series C 10% Cumulative Convertible Preferred Stock (incorporated by reference to Exhibit 4.2 to the Company's Current Report on Form 8-K filed June 28, 2010).
5	* Opinion of Porter, Wright, Morris & Arthur LLP regarding legality.
23(a)	Consent of Porter, Wright, Morris & Arthur LLP (included in Exhibit 5 filed herewith).
23(b)	* Consent of Independent Registered Public Accounting Firm.
24	* Power of Attorney.
99	Navidea Biopharmaceuticals, Inc. Fourth Amended and Restated 2002 Stock Incentive Plan (incorporated by reference to Appendix A to the Company's Definitive Proxy Statement filed July 10, 2012).

\* Filed herewith.



**Registration No. 333-**

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**FORM S-8  
REGISTRATION STATEMENT  
UNDER  
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**Navidea Biopharmaceuticals, Inc.**

**EXHIBITS**

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## EXHIBIT INDEX

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**PORTER, WRIGHT, MORRIS & ARTHUR LLP**

41 South High Street  
Columbus, Ohio 43215-6194  
Telephone: 614/227-2000  
Facsimile: 614/227-2100

August 15, 2012

Navidea Biopharmaceuticals, Inc.  
425 Metro Place North, Suite 450  
Dublin, Ohio 43017

Re: Registration Statement on Form S-8  
Navidea Biopharmaceuticals, Inc. Fourth Amended and Restated 2002 Stock Incentive Plan (the "Plan")

Ladies and Gentlemen:

We have acted as counsel for Navidea Biopharmaceuticals, Inc., a Delaware corporation ("Navidea"), in connection with the Registration Statement on Form S-8 (the "Registration Statement"), filed by Navidea with the Securities and Exchange Commission under the Securities Act of 1933, as amended, with respect to the registration of 5,000,000 shares of Navidea Common Stock, \$.001 par value (the "Shares"), to be issued under the Plan.

In connection with this opinion, we have examined such corporate records, documents and other instruments of the registrant as we have deemed necessary.

Based on the foregoing, we are of the opinion that the Shares will, when issued and paid for in accordance with the provisions of the Plan, be legally issued, fully paid and nonassessable, and entitled to the benefits of the Plan.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement.

Very truly yours,

/s/ Porter, Wright, Morris & Arthur LLP

PORTER, WRIGHT, MORRIS & ARTHUR LLP

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Consent of Independent Registered Public Accounting Firm

Navidea Biopharmaceuticals, Inc.  
Dublin, Ohio

We hereby consent to the incorporation by reference in the Prospectus constituting a part of this Registration Statement of our reports dated March 6, 2012, relating to the consolidated financial statements and the effectiveness of Navidea Biopharmaceutical Inc.'s internal control over financial reporting appearing in the Company's Annual Report on Form 10-K for the year ended December 31, 2011.

/s/ BDO USA, LLP  
Chicago, Illinois

August 15, 2012

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