

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.)

5600 Blazer Parkway, Suite 200, Dublin,
Ohio

(Address of Principal Executive Offices)

43017-7750

(Zip Code)

NAVIDEA BIOPHARMACEUTICALS, INC.
2014 STOCK INCENTIVE PLAN
(Full title of the plan)

Brent L. Larson
Executive Vice President and Chief Financial Officer
Navidea Biopharmaceuticals, Inc.
5600 Blazer Parkway, Suite 200
Dublin, Ohio 43017-7750
(614) 793-7500
(Name, address and telephone number of agent for service)

Copies of correspondence to:
William J. Kelly, Esq.
Dickinson Wright PLLC
150 East Gay Street, 24th Floor
Columbus, Ohio 43215
(614) 744-2937
wkelly@dickinsonwright.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

Accelerated filer

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

Smaller reporting company

Calculation of Registration Fee

Title of securities to be registered	Amount to be registered (1)(3)	Proposed maximum offering price per share (2)	Proposed maximum aggregate offering price (2)	Amount of registration fee (1)
Common Stock, \$.001 par value	7,000,000	\$1.325	\$9,275,000	\$1,194.62

(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) Estimated solely for the purpose of calculating the amount of the proposed maximum aggregate offering price and registration fee pursuant to Rule 457(c) and Rule 457(h) under the Securities Act of 1933, as amended, based upon the average of the high and low sales prices of common stock, \$.001 par value ("Common Stock") of Navidea Biopharmaceuticals, Inc. (the "Company") as reported on the NYSE MKT stock exchange on September 10, 2014.

(3) Represents 5,000,000 shares of Common Stock authorized to be issued under the Company's 2014 Stock Incentive Plan (the "2014 Plan"), plus 2,000,000 shares of Common Stock subject to outstanding awards granted under the Company's Fourth Amended and Restated 2002 Stock Incentive Plan and that expire or terminate for any reason, including expiration, forfeiture, cancellation, or that are withheld, surrendered or tendered in payment of the exercise price of an award, or tendered or withheld to satisfy tax withholding obligations, and therefore are added to the share reserve and are available for issuance under the 2014 Plan pursuant to its terms.

INTRODUCTORY NOTE

On July 17, 2014, Navidea Biopharmaceuticals, Inc. (“Company”) held its annual meeting of stockholders, at which the Company’s stockholders approved the adoption of the 2014 Plan.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The document(s) containing the information specified in this Part I will be sent or given to employees as specified by Rule 428(b) (1) of the Securities Act. Such documents are not being filed with the Securities and Exchange Commission (the “Commission”) either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 of the Securities Act. Such documents and the documents incorporated by reference in this Registration Statement pursuant to Item 3 of Part II hereof, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act of 1933.

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. The Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2013, filed March 14, 2014.
2. All other reports filed by the Company pursuant to Section 13(a) or 15(d) of the Exchange Act since December 31, 2013 (File No. 001-35076).
3. The description of the Company's Common Stock which is contained in the prospectus forming a part of Amendment 1 to the Registration Statement on Form S-3 filed with the Securities and Exchange Commission on May 23, 2014 (File No. 333-195806), as updated in any amendment or report filed for the purpose of updating such description.

All documents subsequently filed by the Company 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, except as to any portion of any such report or other document furnished under current Items 2.02 or 7.01 of Form 8-K that is not deemed filed under such provisions. 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 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

Section 145 of the General Corporation Law of the State of Delaware (Section 145) provides that directors and officers of Delaware corporations may, under certain circumstances, be indemnified against expenses (including attorneys' fees) and other liabilities actually and reasonably incurred by them as a result of any suit brought against them in their capacity as a director or officer, if they acted in good faith and in a manner they reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, if they had no reasonable cause to believe their conduct was unlawful. Section 145 also provides that directors and officers may also be indemnified against expenses (including attorneys' fees) incurred by them in connection with a derivative suit if they acted in good faith and in a manner they reasonably believed to be in or not opposed to the best interests of the corporation, except that no indemnification may be made without court approval if such person was adjudged liable to the corporation.

Article V of the Company's bylaws contains provisions which require that the Company indemnify its officers, directors, employees and agents, in substantially the same language as Section 145.

Article Nine, section (b), of the Company's certificate of incorporation further provides that no director will be personally liable to the Company or its stockholders for monetary damages or for any breach of fiduciary duty except for breach of the director's duty of loyalty to the Company or its stockholders, for acts or omissions not in good faith or involving intentional misconduct or a knowing violation of law, pursuant to Section 174 of the Delaware General Corporation Law (which imposes liability in connection with the payment of certain unlawful dividends, stock purchases or redemptions), or any amendment or successor provision thereto, or for any transaction from which a director derived an improper personal benefit.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits

<u>Exhibit Number</u>	<u>Description</u>
3.1	Amended and Restated Certificate of Incorporation of Navidea Biopharmaceuticals, Inc. as corrected February 18, 1994, and amended June 27, 1994, July 25, 1995, 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, August 2, 2010, January 5, 2012, and June 26, 2013 (incorporated by reference to Exhibit 3.1 to the Company's Annual Report on Form 10-K filed March 14, 2014).
3.2	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).
3.3	Amended and Restated By-Laws dated July 21, 1993, as amended July 18, 1995, May 30, 1996, July 26, 2007 and November 7, 2013 (incorporated by reference to Exhibit 3.2 to the Company's Quarterly Report on Form 10-Q filed November 12, 2013).
4.1	Amended and Restated 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 26, 2013).
5	* Opinion of Dickinson Wright PLLC regarding legality.
10.1	Navidea Biopharmaceuticals, Inc. 2014 Stock Incentive Plan (incorporated by reference to Appendix A to the Company's Definitive Proxy Statement filed June 6, 2014).
23.1	Consent of Dickinson Wright PLLC (included in Exhibit 5 filed herewith).
23.2	* Consent of BDO USA, LLP.
24.1	* Power of Attorney.

* Filed herewith.

Item 9. Undertakings

a) The undersigned Registrant hereby undertakes:

1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the SEC pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in this Registration Statement;

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof; and

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the Registrant's annual report pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer, or controlling person of the Registrant in the successful defense of any action, suit, or proceeding) is asserted by such director, officer, or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

Signatures

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements of filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dublin, State of Ohio, on September 12, 2014.

NAVIDEA BIOPHARMACEUTICALS, INC.

/s/ Brent L. Larson

Brent L. Larson, Executive Vice President, Chief Financial Officer, Treasurer and Secretary

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated:

Signature	Title	Date
<u>/s/ Michael M. Goldberg,*</u> Michael M. Goldberg, M.D.	Interim Chief Executive Officer and Director (principal executive officer)	September 12, 2014
<u>/s/ Brent L. Larson</u> Brent L. Larson	Executive Vice President, Chief Financial Officer, Treasurer and Secretary (principal financial officer and principal accounting officer)	September 12, 2014
<u>/s/ Gordon A. Troup*</u> Gordon A. Troup	Chairman of the Board of Directors	September 12, 2014
<u>/s/ Peter F. Drake*</u> Peter F. Drake, Ph.D.	Director	September 12, 2014
<u>/s/ Brendan A. Ford*</u> Brendan A. Ford	Director	September 12, 2014
<u>/s/Perry A. Karsen*</u> Perry A. Karsen	Director	September 12, 2014
<u>/s/ Eric K. Rowinsky*</u> Eric K. Rowinsky, M.D.	Director	September 12, 2014

* By: /s/ Brent L. Larson

Brent L. Larson, attorney-in-fact for each
of the persons indicated

Registration No. 333-

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

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

Navidea Biopharmaceuticals, Inc.

EXHIBITS

EXHIBIT INDEX

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24.1	* Power of Attorney.

* Filed herewith.

DICKINSON WRIGHT PLLC

150 East Gay Street, 24th Floor
Columbus, Ohio 43215-6194
Telephone: 614/44-2937
Facsimile:

September 12, 2014

Navidea Biopharmaceuticals, Inc.
5600 Blazer Parkway, Suite 200
Dublin, Ohio 43017

Ladies and Gentlemen:

We have acted as counsel to Navidea Biopharmaceuticals, Inc., a Delaware corporation (the "Company"), in connection with the Registration Statement on Form S-8 (the "Registration Statement") filed by the Company with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Act"), with respect to the registration of 7,000,000 shares of the Company's common stock, \$.001 par value (the "Shares"), to be issued under the Company's 2014 Stock Incentive Plan (the "Plan").

In connection with rendering the opinions set forth below, we have examined (i) the Registration Statement, including the exhibits filed therewith; (ii) the Amended and Restated Certificate of Incorporation of the Company, as amended; (iii) the Amended and Restated Bylaws of the Company, as amended; (iv) the Plan; and (v) authorizing resolutions and other actions of the Company. We have also examined originals or copies, certified or otherwise identified to our satisfaction, of such records of the Company and such agreements, certificates of public officials, certificates of officers or other representatives of the Company and others, and such other documents, and have considered such matters of law and fact, in each case as we have deemed appropriate to render the opinions contained herein. With respect to certain facts, we have considered it appropriate to rely upon certificates or other comparable documents of public officials and officers or other appropriate representatives of the Company without investigation or analysis of any underlying data contained therein.

For the purposes of this opinion letter, we have assumed that (i) each document submitted to us is accurate and complete; (ii) each such document that is an original is authentic; (iii) each such document that is a copy conforms to an authentic original; and (iv) all signatures (other than signatures on behalf of the Company) on each such document are genuine. We have not verified any of the foregoing assumptions.

Our examination of law relevant to the matters covered by this opinion is limited to the federal laws of the United States and the corporate laws of the State of Delaware, and we express no opinion as to the effect on the matters covered by this opinion of the laws of any other jurisdiction. We advise you that we are not State of Delaware lawyers, and our knowledge of the Delaware corporate laws for purposes of this opinion is limited to a review of the statutory provisions of such statute as published on the State of Delaware website, including all amendments through August 13, 2014, without regard to any regulations promulgated thereunder or any judicial or administrative interpretations thereof. We are not opining on, and we assume no responsibility for, the applicability to or effect on any of the matters covered herein of (i) any other laws, including the laws of the State of Delaware (except for its corporate laws); (ii) the laws of any other jurisdiction; or (iii) the law of any county, municipality or other political subdivision or local governmental agency or authority. To the extent that laws other than the federal laws of the United States and the corporate laws of the State of Delaware govern, we have rendered our opinion with respect solely to the federal laws of the United States and the corporate laws of the State of Delaware, as applicable.

Assuming that (i) the Registration Statement will be effective and will comply with all applicable laws at the time the Shares are offered or issued as contemplated by the Registration Statement; (ii) a prospectus will have been prepared with respect to the Shares offered thereby and will comply with all applicable laws; (iii) the Shares will be issued and sold in compliance with applicable federal and state securities laws and in the manner stated in the Registration Statement and the prospectus; (iv) the Company shall not have rescinded or otherwise modified any authorization of any such issuance of the Shares; (v) the Company shall remain at all times a corporation incorporated under the laws of the State of Delaware; (vi) the Company shall have reserved a sufficient number of shares of its duly authorized, but unissued, common stock as is necessary to provide for the issuance of the Shares directly pursuant to the Registration Statement; and (vii) the additional qualifications and other matters set forth below, it is our 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.

This opinion is limited to the matters the matters set forth herein and no opinion is intended to be implied or may be inferred beyond those expressly stated herein. This opinion is predicated solely upon laws and regulations in existence as of the current date, and as they currently apply, and as to the facts as they currently exist. We assume no obligation to update or supplement any of our opinions to reflect any changes of law or fact that may occur.

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

Very truly yours,

/s/ Dickinson Wright PLLC

DICKINSON WRIGHT PLLC

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 14, 2014, relating to the consolidated financial statements and the effectiveness of Navidea Biopharmaceuticals, Inc.'s internal control over financial reporting appearing in the Company's Annual Report on Form 10-K for the year ended December 31, 2013.

/s/BDO USA, LLP
Chicago, Illinois

September 12, 2014

POWER OF ATTORNEY

Each of the undersigned officers and directors of Navidea Biopharmaceuticals, Inc., a Delaware corporation (the "Company"), hereby appoints Brent L. Larson as his true and lawful attorney-in-fact, in his name and on his behalf, and in any and all capacities stated below, to sign and to cause to be filed with the Securities and Exchange Commission (the "Commission"), the Company's Registration Statement on Form S-8 (the "Registration Statement") to register under the Securities Act of 1933, as amended, 7,000,000 shares of common stock, \$.001 par value, of the Company to be sold and distributed by the Company pursuant to the Company's 2014 Stock Incentive Plan and any and all amendments, including post-effective amendments, to the Registration Statement, hereby granting unto such attorney-in-fact, full power and authority to do and perform in the name of and on behalf of the undersigned, in any and all such capacities, every act and thing whatsoever necessary to be done in and about the premises as fully as the undersigned could or might do in person, hereby granting to each such attorney-in-fact full power of substitution and revocation, and hereby ratifying all that any such attorney-in-fact or his substitute may do by virtue hereof.

IN WITNESS WHEREOF, the undersigned have signed these presents this 11th day of September, 2014.

Signature	Title
<u>/s/ Michael M. Goldberg</u> Michael M. Goldberg, M.D.	Interim Chief Executive Officer and Director (principal executive officer)
<u>/s/ Brent L. Larson</u> Brent L. Larson	Executive Vice President, Chief Financial Officer, Treasurer and Secretary (principal financial officer and principal accounting officer)
<u>/s/ Gordon A. Troup</u> Gordon A. Troup	Chairman of the Board of Directors
<u>/s/ Peter F. Drake</u> Peter F. Drake, Ph.D.	Director
<u>/s/ Brendan A. Ford</u> Brendan A. Ford	Director
<u>/s/ Perry A. Karsen</u> Perry A. Karsen	Director
<u>/s/ Eric K. Rowinsky</u> Eric K. Rowinsky, M.D.	Director
