

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

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POST-EFFECTIVE AMENDMENT NO. 1  
TO  
FORM S-8  
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

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**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)

43017-7550  
(Zip Code)

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

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Brent L. Larson  
Executive Vice President and Chief Financial Officer  
Navidea Biopharmaceuticals, Inc.  
5600 Blazer Parkway, Suite 200  
Dublin, Ohio 43017-7550  
(614) 793-7500  
(Name, address and telephone number of agent for service)

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

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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

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## EXPLANATORY NOTE

Navidea Biopharmaceuticals, Inc. (the “Company”) is filing this Post-Effective Amendment No. 1 to Form S-8 Registration Statement (the “Post-Effective Amendment”) to deregister certain securities originally registered by the Company pursuant to its Registration Statement on Form S-8 filed with the Securities and Exchange Commission (the “Commission”) on August 15, 2012 (Registration Statement No. 333-183317 and referred to herein as the “Prior Registration Statement”) with respect to shares of the Company’s common stock, par value \$.001 per share (the “Common Stock”), thereby registered for offer or sale pursuant to the Navidea Biopharmaceuticals, Inc. Amended and Restated 2002 Stock Incentive Plan (the “2002 Plan”). The Prior Registration Statement registered 5,000,000 shares of Common Stock.

The Company has since adopted a new equity incentive plan, the Navidea Biopharmaceuticals, Inc. 2014 Stock Incentive Plan (the “2014 Plan”), which was approved by the stockholders on July 17, 2014, and no future awards will be made under the 2002 Plan. At the time of the adoption of the 2014 Plan, there were 471,352 shares that remained available for grants under the 2002 Plan.

On September 12, 2014, the Company filed a Registration Statement on Form S-8 (the “New Registration Statement”) to register the shares of Common Stock now available for offer or sale pursuant to the 2014 Plan, including 2,000,000 shares of Common Stock subject to outstanding awards granted under the 2002 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 (Registration No. 333-198716).

This Post-Effective Amendment is being filed to deregister from the Prior Registration Statement the 2,000,000 shares from the 2002 Plan that are registered under the New Registration Statement, plus the 471,352 shares that are no longer available for grants under the 2002 Plan, for a total of 2,471,352 shares being deregistered.

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## 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 Post-Effective Amendment No.1 to Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dublin, State of Ohio, on September 16, 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:

<b>Signature</b>	<b>Title</b>	<b>Date</b>
<u>/s/ Michael M. Goldberg,*</u> Michael M. Goldberg, M.D.	Interim Chief Executive Officer and Director (principal executive officer)	September 16, 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 16, 2014
<u>/s/ Gordon A. Troup*</u> Gordon A. Troup	Chairman of the Board of Directors	September 16, 2014
<u>/s/ Peter F. Drake*</u> Peter F. Drake, Ph.D.	Director	September 16, 2014
<u>/s/ Brendan A. Ford*</u> Brendan A. Ford	Director	September 16, 2014
<u>/s/ Eric K. Rowinsky*</u> Eric K. Rowinsky, M.D.	Director	September 16, 2014

\* By: /s/ Brent L. Larson

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

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