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NEOPROBE CORP  
Form S-8  
December 22, 2005

As filed with the Securities and Exchange Commission on December 22, 2005.

Registration No. 333-\_\_\_\_\_

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

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FORM S-8  
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933  
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NEOPROBE CORPORATION  
(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 300  
Dublin, Ohio 43017  
(Address of Registrant's principal executive offices)

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NEOPROBE CORPORATION  
AMENDED AND RESTATED  
2002 STOCK INCENTIVE PLAN  
(Full Title of the Plan)  
-----

Brent L. Larson  
Vice President, Finance, Chief Financial Officer,  
Treasurer and Secretary  
Neoprobe Corporation  
425 Metro Place North, Suite 300  
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  
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Calculation of Registration Fee  
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Title of Securities to be Registered	Amount to be Registered (2)	Proposed Maximum Offering Price Per Share (3)	Proposed Maximum Aggregate Offering Price (3)	Amount Registr
Common Stock, \$.001 par value	2,000,000	\$0.25	\$500,000	\$5

(1) 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 Neoprobe Corporation Amended and Restated 2002 Stock Incentive Plan (the "Plan"). A Registration Statement on Form S-8 was previously filed on September 23, 2004 (Registration No. 333-119219), for the existing securities available under the Plan.

(2) Represents the additional number of shares of Neoprobe Corporation common stock, par value \$.001, issuable in connection with awards 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) under the Securities Act of 1933, based upon the average of the high and low prices of Neoprobe Corporation Common Stock as reported on the Over-The-Counter Bulletin Board on December 16, 2005.

This Registration Statement shall be deemed to cover an indeterminate number of additional shares of Neoprobe Corporation Common Stock, \$.001 par value, as may be issuable pursuant to future stock dividends, stock splits or similar transactions.

### PART I

#### INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The documents containing the information concerning the Neoprobe Corporation Amended and Restated 2002 Stock Incentive Plan (the "Plan"), specified in Part I, will be sent or given to participants as specified by Rule 428(b)(1). Such documents are not filed as part of this Registration Statement in accordance with the Note to Part I of the Form S-8 Registration Statement.

### PART II

#### INFORMATION NOT REQUIRED IN PROSPECTUS

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

We incorporate by reference into this Registration Statement the contents of the Form S-8 Registration Statement previously filed with the Securities and Exchange Commission (the "Commission") by Neoprobe Corporation (the "Corporation") on September 23, 2004 (Registration No. 333-119219). In addition, the following documents filed with the Commission by the Corporation are incorporated herein by reference:

1. Annual Report on Form 10-KSB for the fiscal year ended December 31, 2004, filed March 31, 2005.
2. Quarterly Report on Form 10-QSB for the quarter ended March 31, 2005 (filed May 16, 2005); Quarterly Report on Form 10-QSB for the quarter ended June 30, 2005 (filed August 15, 2005); and Quarterly Report on Form 10-QSB for the quarter ended

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September 30, 2005 (filed November 14, 2005).

3. Current Report on Form 8-K dated January 3, 2005 (filed January 5, 2005); Current Report on Form 8-K dated January 18, 2005 (filed January 21, 2005); Current Report on Form 8-K (as to Item 8.01 and Exhibit 99.2 to Item 9.01 only) dated February 24, 2005 (filed February 28, 2005); Current Report on Form 8-K (as to Item 8.01 and Exhibit 99.2 to Item 9.01 only) dated April 26, 2005 (filed May 3, 2005); and Current Report on Form 8-K dated September 27, 2005 (filed September 30, 2005).
4. Notice of Annual Meeting and Proxy Statement, filed April 29, 2005.
5. The description of the Corporation's common stock which is contained in the Corporation's Form 8-A filed with the Securities and Exchange Commission pursuant to Section 12 of the Securities Exchange Act of 1934, as amended, as updated in any amendment or report filed for the purpose of updating such description, is hereby incorporated by reference.

All documents filed by the Corporation pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended, after the date of this Registration Statement and 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.

II-1

### Item 8. Exhibits

Exhibit Number -----	Description -----
4(a)	Neoprobe Corporation Amended and Restated 2002 Stock Incentive Plan (previously filed as Appendix A to the Corporation's Definitive Proxy Statement (File No. 000-26520), filed with the Securities and Exchange Commission on April 29, 2005, and incorporated herein by reference).
4(b)	Restated Certificate of Incorporation of Neoprobe Corporation as corrected February 18, 1994, and amended June 27, 1994, June 3, 1996, March 17, 1999, May 9, 2000, June 13, 2003, July 27, 2004, and June 22, 2005 (previously filed as Exhibit 3.1 to the Corporation's Quarterly Report on Form 10-QSB, filed with the Securities and Exchange Commission on August 15, 2005, and incorporated herein by reference).

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- 4(c) Amended and Restated By-laws dated July 21, 1993, as amended July 18, 1995, and May 30, 1996 (previously filed as Exhibit 99.4 to the Corporation's Current Report on Form 8-K, filed with the Securities and Exchange Commission on June 19, 1996, and incorporated herein by reference).
- 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 \* Powers of Attorney.

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 \* Filed herewith.

II-2

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 December 22, 2005.

NEOPROBE CORPORATION

/s/ Brent L. Larson

-----  
 Brent L. Larson, Vice President, Finance, 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
* David C. Bupp ----- David C. Bupp	President, Chief Executive Officer and Director (principal executive officer)	December 22, 2005
/s/ Brent L. Larson ----- Brent L. Larson	Vice President, Finance, Chief Financial Officer, Treasurer and Secretary (principal financial officer and principal accounting officer)	December 22, 2005
* Carl J. Aschinger, Jr.	Director	December 22, 2005

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Carl J. Aschinger, Jr.  
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\* Reuven Avital Director December 2  
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Reuven Avital  
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\* Kirby I. Bland Director December 2  
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Kirby I. Bland  
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\* Julius R. Krevans Chairman of the Board of December 2  
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Directors  
Julius R. Krevans  
-----  
\* Fred B. Miller Director December 2  
-----  
Fred B. Miller  
-----  
\* J. Frank Whitley, Jr. Director December 2  
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J. Frank Whitley, Jr.  
-----  
\* By: /s/ Brent L. Larson  
-----  
Brent L. Larson, attorney-in-fact for each  
of the persons indicated

II-3

Registration No. 333-\_\_\_\_\_

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SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549  
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FORM S-8

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933  
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NEOPROBE CORPORATION

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EXHIBITS  
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EXHIBIT INDEX

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\* Filed herewith.