

NEOPROBE CORP  
Form 8-K  
January 28, 2010

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)      January 26, 2010

NEOPROBE CORPORATION

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(Exact name of registrant as specified in its charter)

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| Delaware<br>(State or other jurisdiction<br>of incorporation)                                | 0-26520<br>(Commission<br>File Number) | 31-1080091<br>(IRS Employer<br>Identification No.) |
| 425 Metro Place North, Suite 300, Columbus, Ohio<br>(Address of principal executive offices) |  | 43017<br>(Zip Code)                                |
| Registrant's telephone number,<br>including area code  | (614) 793-7500                         |  |

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(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))
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Item 8.01. Other Events.

On January 26, 2010, Neoprobe Corporation (the “Company”) issued a press release announcing that it had completed a license amendment with The Dow Chemical Company for a variety of antibodies used in its proprietary surgical oncology system called radioimmunoguided surgery or RIGS®. The license amendment covers antibodies that target a variety of cancers including colon, rectal, breast, bladder, ovarian and endometrial. The antibodies were developed in the research laboratories of the National Institutes of Health (NIH) and Dow. In addition, the Company and Dow have agreed that the Company will assume direct responsibility for the licensing agreements. Dow will be compensated for its contributions when the Company successfully introduces commercial products.. A copy of the complete text of the Company’s January 26, 2010, press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

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. 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 and other Securities and Exchange Commission filings. The Company undertakes no obligation to publicly update or revise any forward-looking statements.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit

Number Exhibit Description

99.1 Neoprobe Corporation press release dated January 26, 2010, entitled “Neoprobe Completes RIGS Antibody License Amendments.”

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: January 28, 2010

By:

/s/ Brent L.

Larson

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