

NEOPROBE CORP
Form 424B3
November 30, 2005

Filed Pursuant to Rule 424(b)(3)
Registration No. 333-121673

PROSPECTUS SUPPLEMENT

Number 3

to

Prospectus dated January 12, 2005, and Prospectus Supplements dated April 21, 2005, and August 24, 2005,

of

NEOPROBE CORPORATION

32,350,000 Shares of Common Stock

This Prospectus Supplement relates to the sale of up to 32,350,000 shares of Neoprobe Corporation common stock (the "Shares"). The Shares are being registered to permit public secondary trading of the shares that are being offered by the selling stockholders named in the prospectus. We are not selling any of the Shares in this offering and therefore will not receive any proceeds from this offering.

This Prospectus Supplement No. 3 includes the attached Quarterly Report on Form 10-QSB (the "Form 10-QSB") of Neoprobe Corporation (the "Company"), for the quarter ended September 30, 2005, filed by the Company with the Securities and Exchange Commission on November 14, 2005. The exhibits to the Form 10-QSB are not included with this Prospectus Supplement No. 3 and are not incorporated by reference herein. This Prospectus Supplement No. 3 should be read in conjunction with the prospectus supplements dated April 21, 2005, and August 24, 2005.

Our common stock is traded on the Over-the-Counter Bulletin Board under the symbol "NEOP."

NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR PASSED UPON THE ACCURACY OR ADEQUACY OF THIS PROSPECTUS SUPPLEMENT. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

The date of this Prospectus Supplement No. 3 is November 30, 2005.

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549**

FORM 10-QSB

(Mark One)

**QUARTERLY REPORT UNDER SECTION 13 OR 15 (d) OF THE
SECURITIES EXCHANGE ACT OF 1934
For the quarterly period ended: September 30, 2005**

or

**TRANSITION REPORT UNDER SECTION 13 OR 15 (d) OF THE
EXCHANGE ACT
For the transition period from _____ to _____**

Commission File Number: 0-26520

NEOPROBE CORPORATION

(Exact name of small business issuer 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 principal executive offices)

614.793.7500

(Issuer's telephone number)

58,623,059 shares of common stock, par value \$.001 per share

(Number of shares of issuer's common equity outstanding as of the close of business on November 7, 2005)

Check whether the issuer (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

**APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY
PROCEEDINGS DURING THE PRECEDING FIVE YEARS**

Check whether the registrant filed all documents and reports required to be filed by Section 12, 13 or 15(d) of the Exchange Act after the distribution of securities under a plan confirmed by a court. Yes No

APPLICABLE ONLY TO CORPORATE ISSUERS

State the number of shares outstanding of each of the issuer's classes of common equity, as of the latest practicable date: 58,623,059 shares of common stock, par value \$.001 per share (as of the close of business on November 7, 2005).

Transitional Small Business Disclosure Format (check one) Yes No

PART I - FINANCIAL INFORMATION**Item 1. Financial Statements****Neoprobe Corporation and Subsidiaries
Consolidated Balance Sheets**

	September 30, 2005 (unaudited)	December 31, 2004
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 3,560,771	\$ 9,842,658
Available-for-sale securities	3,470,758	—
Accounts receivable, net	874,613	411,856
Inventory	817,723	855,022
Prepaid expenses and other	164,286	327,408
Total current assets	8,888,151	11,436,944
Property and equipment	2,395,652	2,341,785
Less accumulated depreciation and amortization	2,101,935	2,003,942
	293,717	337,843
Patents and trademarks	3,170,210	3,155,334
Non-compete agreements	584,516	584,516
Acquired technology	237,271	237,271
	3,991,997	3,977,121
Less accumulated amortization	1,779,802	1,458,012
	2,212,195	2,519,109
Other assets	885,030	1,071,999
Total assets	\$ 12,279,093	\$ 15,365,895

Continued

Neoprobe Corporation and Subsidiaries
Consolidated Balance Sheets, continued

	September 30, 2005	December 31, 2004
	(unaudited)	
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	\$ 307,194	\$ 198,912
Accrued liabilities and other	383,430	378,247
Capital lease obligations, current	18,076	13,863
Deferred revenue, current	294,547	176,192
Notes payable to finance companies	17,710	242,722
Total current liabilities	1,020,957	1,009,936
Capital lease obligations	34,564	30,297
Deferred revenue	50,171	57,591
Notes payable to CEO, net of discounts of \$27,849 and \$32,204, respectively	72,151	67,796
Notes payable to investor, net of discounts of \$2,227,915 and \$2,576,302, respectively	5,772,085	5,423,698
Liability related to warrants to purchase common stock	—	2,560,307
Other liabilities	19,876	52,440
Total liabilities	6,969,804	9,202,065
Commitments and contingencies		
Stockholders' equity:		
Preferred stock; \$.001 par value; 5,000,000 shares authorized at September 30, 2005 and December 31, 2004; none issued and outstanding (500,000 shares designated as Series A, \$.001 par value, at September 30, 2005 and December 31, 2004; none outstanding)	—	—
Common stock; \$.001 par value; 150,000,000 shares authorized, 58,622,059 shares issued and outstanding at September 30, 2005; 100,000,000 shares authorized, 58,378,143 shares issued and outstanding at December 31, 2004	58,622	58,378
Additional paid-in capital	134,903,259	132,123,605
Accumulated deficit	(129,649,802)	(126,018,153)
Accumulated other comprehensive loss	(2,790)	—
Total stockholders' equity	5,309,289	6,163,830
Total liabilities and stockholders' equity	\$ 12,279,093	\$ 15,365,895

See accompanying notes to the consolidated financial statements.

Neoprobe Corporation and Subsidiaries
Consolidated Statements of Operations
(unaudited)

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2005	2004	2005	2004
Revenues:				
