NEOPROBE CORP
Form 8-K
June 16, 2011

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) June 16, 2011

NEOPROBE CORPORATION
(Exact name of registrant as specified in its charter)

| Delaware | 0-26520 | 31-1080091 |
|---|---|---|
| (State or other jurisdiction of incorporation) | (Commission File Number) | (IRS Employer Identification No.) |

| 425 Metro Place North, Suite 300, Columbus, Ohio | 43017 |
|---|---|
| (Address of principal executive offices) | (Zip Code) |

Registrant's telephone number, including area code (614) 793-7500

(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):

o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 8.01. Other Events.

Neoprobe Corporation (the "Company") announced on June 16, 2011, that it had filed with the United States Food and Drug Administration a response (the "Response") to the Citizen Petition (the "Petition"), filed on June 7, 2011 by MSMB Capital Management LLC, a purported hedge fund with an acknowledged short position in the Company's common stock. The Petition was submitted in anticipation of the Company's pending New Drug Application (NDA) for its lead radiopharmaceutical product, Lymphoseek®. The Response points out that the Petition is replete with factual and regulatory misstatements, demonstrates that the three central premises of the Petition are factually incorrect or misleading, and shows that the Petition mischaracterizes and misstates the regulatory requirements for approval of Lymphoseek as well as generally accepted medical practice in the diagnosis and treatment of breast cancer and melanoma.

On June 16, 2011 the Company also issued a press release announcing the filing of the Response.

The Private Securities Litigation Reform Act of 1995 (the Act) provides a safe harbor for forward-looking statements made by or on behalf of the Company. 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 within the meaning of the Act. 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, Quarterly Reports on Form 10-Q, and other SEC 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 | Response to MSMB Capital Management Citizen Petition, Docket No. FDA-2011-P-0450. |
| 99.2 | Neoprobe Corporation press release dated June 16, 2011, entitled "Neoprobe Files Response to Citizen Petition-- Response Addresses Key Flaws in Arguments Raised in Petition; Company Defends Shareholder and Patient Interests." |

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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: June 16, 2011

By: /s/ Brent L. Larson
Brent L. Larson, Senior Vice President and
Chief Financial Officer