

NEOPROBE CORP
Form DEFA14A
August 02, 2011

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

NEOPROBE CORPORATION
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11

- (1) Title of each class of securities to which transaction applies:
- (2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

The purchase price payable under the Asset Purchase Agreement consists of \$30,000,000, subject to a possible adjustment as set forth in the Asset Purchase Agreement, plus royalty payments up to a maximum of \$20,000,000 over the course of six fiscal years. Solely for purposes of calculating the filing fee, the registrant estimates a purchase price of \$50,000,000.

(4) Proposed maximum aggregate value of transaction: \$50,000,000

(5) Total fee paid: \$5,805

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

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- (2) Form, Schedule or Registration Statement No.:
 - (3) Filing Party:
 - (4) Date Filed:
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August 2, 2011

Dear Stockholder:

TIME IS SHORT! VOTE YOUR SHARES!

We have previously mailed you proxy materials for the Annual Meeting of Stockholders of Neoprobe Corporation to be held on August 15, 2011.

According to our latest records, we have not yet received your vote. If you have voted already, we thank you. If not, it is important that you sign and return your Voting Instruction Form today in order to make sure that your shares will be voted at the meeting in accordance with your desires. If you hold your shares in the name of a brokerage firm, your broker cannot vote your shares on certain of these proposals unless they receive your specific instructions. Also, if you hold your shares in the name of a brokerage firm and wish to vote your shares at the Annual Meeting, you need to obtain a legal proxy through your broker to do so.

All of the proposals on the Annual Meeting agenda are important, but this year we have a proposal on the ballot to approve the sale (the "Asset Sale") of our GDS line of gamma detection devices to Devicor Medical Products, Inc. The Asset Sale will provide the Company with access to resources to support and advance development of our current product pipeline including evaluating additional opportunities for our Lymphoseek product and to pursue growth of our pipeline with other product candidates.

ISS, THE LEADING INDEPENDENT PROXY ADVISOR, HAS RECOMMENDED THAT NEOPROBE STOCKHOLDERS VOTE FOR THE ASSET SALE. In recommending Neoprobe stockholders support the asset sale proposal, ISS said, "The Company's rationale for the asset sale appears reasonable, the sale price exceeds the range of implied present values for the GDS business calculated by UBS, and the sale presents no conflicts of interest."

Your Board of Directors recommends that you vote FOR on proposals 1, 2, 3, 5, 6 and 7 and for 3 years on proposal 4.

In the event that your proxy material has been misplaced, we are enclosing for your use a duplicate Voting Instruction Form and return envelope.

Please sign and date the enclosed Voting Instruction Form (or follow the telephone & internet instructions) today. In the event that two Voting Instruction Forms are received from you, the one bearing the latest date will be counted, as it automatically revokes all prior proxies.

Thank you for your cooperation and continued support.

Sincerely,

Dr. Mark J. Pykett
President and Chief Executive Officer

*Permission to use quotations was neither sought nor obtained

Important Notice Regarding the Availability of Proxy Materials for the Stockholder Meeting to be Held on August 15, 2011: The proxy statement and annual report to security holders is available at <http://neoprobe2011.investorroom.com>.

