Khosrovi Behzad Form 4/A November 01, 2012

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Khosrovi Behzad

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

NovaBay Pharmaceuticals, Inc.

(Check all applicable)

[NBY]

(Middle)

(Zip)

(Last) (First) 3. Date of Earliest Transaction

X_ Officer (give title below)

Director

10% Owner Other (specify

C/O NOVABAY

PHARMACEUTICALS, INC., 5980

09/26/2012

(Month/Day/Year)

SVP Product Development

HORTON STREET, SUITE 550

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

10/12/2012

X Form filed by One Reporting Person Form filed by More than One Reporting

EMERYVILLE, CA 94608

(City) (State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

(Instr. 8)

(Instr. 4)

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

5. Amount of Securities Beneficially Owned

Following

6. Ownership 7. Nature of Form: Direct (D) or Indirect Beneficial

Indirect Ownership (Instr. 4)

(A)

Reported Transaction(s)

(Instr. 3, 4 and 5)

(Instr. 3 and 4) Code V Amount (D) Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Edgar Filing: Khosrovi Behzad - Form 4/A

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (right to buy) (1)	\$ 1.22 (2)	09/26/2012(3)		A	25,000	09/26/2013	09/26/2022	Common Stock	25,000

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Khosrovi Behzad C/O NOVABAY PHARMACEUTICALS, INC. 5980 HORTON STREET, SUITE 550 EMERYVILLE, CA 94608

SVP Product Development

Signatures

/s/ Theresa Granados, Attorney-in-Fact for Behzad Khosrovi

11/01/2012

Date

**Signature of Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- Twenty-five percent (25%) of the option shares vest and become exercisable on the first anniversary of the date of grant, and the balance (1) of the option shares vest and become exercisable in a series of twelve (12) equal installments upon the completion of each three (3) months beginning September 26, 2013.
- (2) Original Form 4 filed on 10/12/2012. This amendment is filed to correct the exercise price from \$1.29 to \$1.22 the closing price on the date the Compensation Committee approved the grant on September 26, 2012.
- Original Form 4 filed on 10/12/2012. This amendment is filed to correct the grant date from October 10, 2012 to September 26, 2012, the date the Compensation Committee approved the grant. There was a misunderstanding, management thought the grant will be subject to Board ratification at the Board's meeting on 10/10/2012, but the Board agreed that the grant date should be September 26, 2012, the date the Compensation Committee approved the grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 2