NovaBay Pharmaceuticals, Inc.

Form 4

March 05, 2015

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue.

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 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

Najafi Ramin

(Last)

2. Issuer Name and Ticker or Trading

Symbol

NovaBay Pharmaceuticals, Inc.

[NBY]

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

Chief Executive Officer / Chairman

C/O NOVABAY

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

(Month/Day/Year)

X Director _X__ 10% Owner _X__ Officer (give title __X__ Other (specify below) below)

03/03/2015

PHARMACEUTICALS, INC., 5980 **HORTON STREET, SUITE 550**

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

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

EMERYVILLE, CA 94608

(Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

(City)

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

(State)

Execution Date, if (Month/Day/Year)

3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

Reported

Ownership Form: Direct (D) or Indirect (I)

(Instr. 4)

7. Nature of Indirect Beneficial Ownership (Instr. 4)

(A) Code V Amount (D)

Transaction(s) (Instr. 3 and 4)

> Ownership through the

Common 03/03/2015 Stock

P 166,666 A

3,391,666

Price

Ι

Family Trust

Najafi

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

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number.

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

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. Transactic Code (Instr. 8)	5. Number of orderivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	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 of Number of Shares
Warrant (1)	\$ 0.6	03/03/2015		P	166,666	09/06/2015	06/06/2016	Common Stock	166,666
Warrant (1)	\$ 0.65	03/03/2015		P	124,999	06/06/2015	06/06/2020	Common Stock	124,999

Reporting Owners

Reporting Owner Name / Address	Relationships					
copyrous o made a made of the control of the contro	Director	10% Owner	Officer	Other		
Najafi Ramin C/O NOVABAY PHARMACEUTICALS, INC. 5980 HORTON STREET, SUITE 550 EMERYVILLE, CA 94608	X	X	Chief Executive Officer	Chairman		

Signatures

/s/ Justin Hall as attorney in fact for Ramin
Najafi

**Signature of Reporting Person

Date

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).
- (1) Warrant to purchase common stock

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.

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