NovaBay Pharmaceuticals, Inc.

Form 4

October 02, 2013

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

Estimated average burden hours per

response...

OMB APPROVAL

if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue. See Instruction

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 *

Najafi Ramin

(Last)

2. Issuer Name and Ticker or Trading Symbol

NovaBay Pharmaceuticals, Inc.

[NBY]

5. Relationship of Reporting Person(s) to

Issuer

3. Date of Earliest Transaction

(Month/Day/Year) 09/26/2013

(Check all applicable) X Director _X__ 10% Owner

_X__ Officer (give title __X__ Other (specify below) below) Chief Executive Officer / Chairman

C/O NOVABAY PHARMACEUTICALS, INC., 5980

(First)

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

(City)

(State)

(Zip)

(Middle)

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

1.Title of Security (Instr. 3)

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

Execution Date, if

(Month/Day/Year)

3. Code (Instr. 8)

4. Securities TransactionAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4) (Instr. 4)

Reported Transaction(s)

(A)

(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: NovaBay Pharmaceuticals, Inc. - Form 4

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	Date Exercisal	ole and	7. Title and A	Amount
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orDerivative	Expiration Date		Underlying S	Securitie
Security	or Exercise		any	Code	Securities	(Month/Day/Yea	r)	(Instr. 3 and	4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)	or			
	Derivative				Disposed of (D)			
	Security				(Instr. 3, 4, an	nd			
	•				5)				
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amour Numb Shares
Option (right to buy) (1)	\$ 1.71	09/26/2013		A	150,00	00 09/26/2014(2)	09/26/2023	Common Stock	150,0

Relationshins

Reporting Owners

Reporting Owner Name / Address	Ketationships					
,	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 10/02/2013

**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) Options granted pursuant to 2007 Omnibus Incentive Plan
- (2) 25% will vest on the first anniversary of the Grant Date. 6.25% will vest every three months thereafter.

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