

NovaBay Pharmaceuticals, Inc.

Form 4/A

November 01, 2012

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**WU ROY J**

(Last) (First) (Middle)

**C/O NOVABAY  
PHARMACEUTICALS, INC., 5980  
HORTON STREET, SUITE 550**

(Street)

**EMERYVILLE, CA 94608**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
**NovaBay Pharmaceuticals, Inc.  
[NBYY]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**09/26/2012**

4. If Amendment, Date Original  
Filed(Month/Day/Year)  
**10/12/2012**

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
☒ Officer (give title below) \_\_\_\_ Other (specify below)  
**SVP Bus & Corp Development**

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

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

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 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  
information contained in this form are not  
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SEC 1474  
(9-02)

**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/A

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

## Reporting Owners

| Reporting Owner Name / Address   | Relationships                    |
|--|----------------------------------|
|  | Director 10% Owner Officer Other |
| WU ROY J<br>C/O NOVABAY PHARMACEUTICALS, INC.<br>5980 HORTON STREET, SUITE 550<br>EMERYVILLE, CA 94608 | SVP Bus & Corp Development       |

## Signatures

/s/ Theresa Granados, Attorney-in-Fact for  
Roy Wu 11/01/2012

<sup>(1)</sup>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).
- 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.
  - (3) 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.