

Li Xinzhou

Form 4

January 02, 2013

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
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Li Xinzhou

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
10/31/2012

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

NO. 1000, WANGQIAO ROAD,
PUDONG AREA

(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
Person

SHANGHAI, P.R. OF
CHINA 201201

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price

Common
Stock

10/31/2012

P

1,200,000

A

\$
1.25

2,000,000

I

The shares
are held by
Pioneer
Pharma
(Singapore)
Pte. Ltd., a
100%
wholly
owned
subsidiary
of Naqu ⁽¹⁾

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

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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)

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 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 Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Warrant (2)	\$ 1.5	10/31/2012		P		1,200,000		10/31/2012	08/31/2013	Common Stock	1,200,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Li Xinzhou NO. 1000, WANGQIAO ROAD, PUDONG AREA SHANGHAI, P.R. OF CHINA 201201		X		

Signatures

/s/ Xinzhou
(Paul) Li

01/02/2013

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)

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The shares are held directly by Pioneer Pharma (Singapore) Pte. Ltd. who is a 100% wholly owned subsidiary of Naqu Area Pioneer Pharma, Co. Ltd. (NAQU) and Mr. Paul Li is the sole owner of the NAQU hence Mr. Paul Li may be deemed to beneficially own the warrants held by Pioneer Pharma (Singapore) Pte. Ltd.

(2) Warrant to purchase common stock

The warrants are held directly by Pioneer Pharma (Singapore) Pte. Ltd. who is a 100% wholly owned subsidiary of Naqu Area Pioneer

(3) Pharma, Co. Ltd. (NAQU) and Mr. Paul Li is the sole owner of the NAQU hence Mr. Paul Li may be deemed to beneficially own the warrants held by Pioneer Pharma (Singapore) Pte. Ltd.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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