

NovaBay Pharmaceuticals, Inc.  
 Form 4/A  
 November 01, 2012

**FORM 4**

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

OMB APPROVAL

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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

(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.  
 [NBV]**

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 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 Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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)**

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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 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) <sup>(1)</sup>	\$ 1.22 <sup>(2)</sup>	09/26/2012 <sup>(3)</sup>		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
WU ROY J C/O NOVABAY PHARMACEUTICALS, INC. 5980 HORTON STREET, SUITE 550 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).
- (1) Twenty-five percent (25%) of the option shares vest and become exercisable on the first anniversary of the date of grant, and the balance 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.