

NovaBay Pharmaceuticals, Inc.  
Form SC 13G/A  
February 14, 2013

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934

(Amendment No. 2)\*

NovaBay Pharmaceuticals, Inc.  
(Name of Issuer)

Common Stock, par value \$0.01 per share  
(Title of Class of Securities)

66987P102  
(CUSIP Number)

December 31, 2012  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule 13G is filed:

Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

(Page 1 of 9 Pages)

---

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 (the "Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).



CUSIP No. 66987P102

13G/A

Page 2 of 9 Pages

1 NAMES OF REPORTING PERSONS  
 Kingsbrook Opportunities Master Fund LP

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
 (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
 Cayman Islands

5 SOLE VOTING POWER  
 - 0 -

6 SHARED VOTING POWER  
 25,000 shares of Common Stock  
 Warrants to purchase up to 1,032,500 shares of Common Stock

7 SOLE DISPOSITIVE POWER  
 - 0 -

8 SHARED DISPOSITIVE POWER  
 25,000 shares of Common Stock  
 Warrants to purchase up to 1,032,500 shares of Common Stock

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 25,000 shares of Common Stock  
 Warrants to purchase up to 1,032,500 shares of Common Stock

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
 2.9%

12 TYPE OF REPORTING PERSON  
 PN

---

CUSIP No. 66987P102

13G/A

Page 3 of 9 Pages

1 NAMES OF REPORTING PERSONS  
 Kingsbrook Opportunities GP LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
 (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
 Delaware

5 SOLE VOTING POWER  
 - 0 -

NUMBER OF 6 SHARED VOTING POWER  
 SHARES 25,000 shares of Common Stock  
 BENEFICIALLY OWNED BY EACH 7 Warrants to purchase up to 1,032,500 shares of Common Stock  
 REPORTING PERSON WITH: 8 SOLE DISPOSITIVE POWER  
 - 0 -  
 SHARED DISPOSITIVE POWER  
 25,000 shares of Common Stock  
 Warrants to purchase up to 1,032,500 shares of Common Stock

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 25,000 shares of Common Stock  
 Warrants to purchase up to 1,032,500 shares of Common Stock

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
 2.9%

12 TYPE OF REPORTING PERSON  
 OO

---

CUSIP No. 66987P102

13G/A

Page 4 of 9 Pages

1 NAMES OF REPORTING PERSONS  
 Kingsbrook Partners LP

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
 (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
 Delaware

5 SOLE VOTING POWER  
 - 0 -

6 NUMBER OF SHARED VOTING POWER  
 25,000 shares of Common Stock  
 Warrants to purchase up to 1,032,500 shares of Common Stock

7 BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: SOLE DISPOSITIVE POWER  
 - 0 -

8 SHARED DISPOSITIVE POWER  
 25,000 shares of Common Stock  
 Warrants to purchase up to 1,032,500 shares of Common Stock

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 25,000 shares of Common Stock  
 Warrants to purchase up to 1,032,500 shares of Common Stock

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
 2.9%

12 TYPE OF REPORTING PERSON  
 PN

---

CUSIP No. 66987P102

13G/A

Page 5 of 9 Pages

1 NAMES OF REPORTING PERSONS  
 Ari Storch

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
 (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
 United States

5 SOLE VOTING POWER  
 - 0 -

6 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:  
 25,000 shares of Common Stock  
 Warrants to purchase up to 1,032,500 shares of Common Stock

7 SOLE DISPOSITIVE POWER  
 - 0 -

8 SHARED DISPOSITIVE POWER  
 25,000 shares of Common Stock  
 Warrants to purchase up to 1,032,500 shares of Common Stock

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 25,000 shares of Common Stock  
 Warrants to purchase up to 1,032,500 shares of Common Stock

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
 2.9%

12 TYPE OF REPORTING PERSON  
 IN

---

CUSIP No. 66987P102

13G/A

Page 6 of 9 Pages

1 NAMES OF REPORTING PERSONS  
 Adam J. Chill

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
 (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
 United States

5 SOLE VOTING POWER  
 - 0 -

6 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:  
 25,000 shares of Common Stock  
 Warrants to purchase up to 1,032,500 shares of Common Stock

7 SOLE DISPOSITIVE POWER  
 - 0 -

8 SHARED DISPOSITIVE POWER  
 25,000 shares of Common Stock  
 Warrants to purchase up to 1,032,500 shares of Common Stock

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 25,000 shares of Common Stock  
 Warrants to purchase up to 1,032,500 shares of Common Stock

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
 2.9%

12 TYPE OF REPORTING PERSON  
 IN

---

CUSIP No. 66987P102

13G/A

Page 7 of 9 Pages

1 NAMES OF REPORTING PERSONS  
 Scott Wallace

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
 (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
 United States

5 SOLE VOTING POWER  
 - 0 -

6 NUMBER OF SHARED VOTING POWER  
 25,000 shares of Common Stock  
 Warrants to purchase up to 1,032,500 shares of Common Stock

7 SOLE DISPOSITIVE POWER  
 - 0 -

8 SHARED DISPOSITIVE POWER  
 25,000 shares of Common Stock  
 Warrants to purchase up to 1,032,500 shares of Common Stock

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 25,000 shares of Common Stock  
 Warrants to purchase up to 1,032,500 shares of Common Stock

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
 2.9%

12 TYPE OF REPORTING PERSON  
 IN

---



This Amendment No. 2 (this "Amendment") amends the statement on Schedule 13G originally filed on July 5, 2011 (the "Original Schedule 13G" and the Original Schedule 13G as amended, the "Schedule 13G"), with respect to shares of common stock, par value \$0.01 (the "Common Stock"), of NovaBay Pharmaceuticals, Inc., a Delaware corporation (the "Company"). Capitalized terms used herein and not otherwise defined in this Amendment have the meanings set forth in the Schedule 13G. This Amendment amends and restates Items 2(b), 4 and 5 in their entirety as set forth below.

Item 2 (b). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:

The address of the business office of each of the Reporting Persons is c/o Kingsbrook Partners LP, 689 Fifth Avenue, 12th Floor, New York, New York 10022.

Item 4. OWNERSHIP.

The information required by Items 4(a) - (c) is set forth in Rows 5 - 11 of the cover page for each Reporting Person hereto and is incorporated herein by reference for each Reporting Person.

The percentage set forth in Row (11) of the cover page for each Reporting Person is based on 35,646,741 shares of Common Stock reported to be outstanding by the Company as of the completion of the offering reported in its Rule 424(b)(5) Prospectus filed on December 6, 2012.

Item 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following:  
[X]

SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

DATED: February 14, 2013

KINGSBROOK OPPORTUNITIES MASTER FUND LP  
By: Kingsbrook Opportunities GP LLC, its general partner

/s/ Adam J. Chill  
Name: Adam J. Chill  
Title: Managing Member

KINGSBROOK OPPORTUNITIES GP LLC

/s/ Adam J. Chill  
Name: Adam J. Chill  
Title: Managing Member

KINGSBROOK PARTNERS LP  
By: KB GP LLC, its general partner

/s/ Adam J. Chill  
Name: Adam J. Chill  
Title: Managing Member

/s/ Ari Storch  
Ari Storch

/s/ Adam J. Chill  
Adam J. Chill

/s/ Scott Wallace  
Scott Wallace