

NovaBay Pharmaceuticals, Inc.
Form 8-K
May 10, 2013

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

Date of earliest event reported: May 9, 2013

NovaBay Pharmaceuticals, Inc.

(Exact Name of Registrant as Specified in Charter)

| | | |
|---|---------------------------------|---|
| Delaware | 001-33678 | 68-0454536 |
| (State or Other Jurisdiction of Incorporation) | (Commission File Number) | (I.R.S. Employer Identification No.) |

5980 Horton Street, Suite 550, Emeryville, CA 94608

(Address of Principal Executive Offices) (Zip Code)

(510) 899-8800

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 3.02: Unregistered Sales of Equity Securities.

On September 17, 2012 and November 5, 2012, NovaBay Pharmaceuticals, Inc. (the *Company*) announced that the Company has issued to Pioneer Pharma (Singapore) Pte Ltd. (*Pioneer Singapore*) warrants (the *Warrants*) to purchase 800,000 and 1,200,000 shares of common stock of the Company. The Warrants are exercisable on or before August 31, 2013, at \$1.50 per share of common stock;

On May 9, 2013, the Company and Pioneer Singapore entered into a Warrant Amendment Agreement (the *Warrant Amendment Agreement*) under which the term of the Warrants has been extended to November 29, 2013, and in consideration of the extension Pioneer Singapore will guarantee the exercise of the Warrants prior to such date.

The aforementioned transactions were made with non-U.S. persons and were undertaken by the Company in reliance upon the exemption from securities registration of Regulation S of the Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

NovaBay Pharmaceuticals, Inc.

(Registrant)

By: /s/ Thomas J. Paulson
Thomas J. Paulson

Chief Financial Officer and Treasurer

Dated: May 9, 2013