NovaBay Pharmaceuticals, Inc.

Form 4

October 06, 2015

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * PAULSON THOMAS J

2. Issuer Name and Ticker or Trading Symbol

Issuer

NovaBay Pharmaceuticals, Inc.

(Check all applicable)

5. Relationship of Reporting Person(s) to

[NBY]

(Last)

C/O NOVABAY

(Middle)

3. Date of Earliest Transaction

Director

10% Owner Other (specify

(Month/Day/Year)

10/06/2015

X_ Officer (give title below) below) **CFO**

PHARMACEUTICALS, INC., 5980 **HORTON STREET, SUITE 550**

(First)

(Street)

4. If Amendment, Date Original

Code V

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

EMERYVILLE, CA 94608

(State) (Zip)

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

1.Title of Security (Instr. 3)

(City)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5)

4. Securities Acquired 5. Amount of Securities Beneficially Owned

Following

Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

(A) (D) Amount

Transaction(s) (Instr. 3 and 4)

Restricted Stock Unit

(3)

10/05/2015

50,000 Α

142,196

Price

D

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 required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Edgar Filing: NovaBay Pharmaceuticals, Inc. - Form 4

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and		7. Title and Amount	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionDerivative		Expiration Date		Underlying Securitie	
Security	or Exercise		any	Code	Securities (Month/Day/Year)		(Instr. 3 and 4)		
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A) or				
	Derivative				Disposed of (D)				
	Security				(Instr. 3, 4, and				
	_				5)				
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amour Numbe Shares
Option (right to buy) (1)	\$ 0.27	10/05/2015 <u>(5)</u>		A	150,000	10/05/2016 <u>(2)</u>	10/05/2025	common stock	150,0

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

PAULSON THOMAS J C/O NOVABAY PHARMACEUTICALS, INC. 5980 HORTON STREET, SUITE 550 EMERYVILLE, CA 94608

CFO

Signatures

/s/ Justin Hall as attorney-in-fact for Thomas Paulson

10/06/2015

**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) Options granted pursuant to 2007 Omnibus Incentive Plan
- (2) 25% will vest on the first anniversary of the Grant Date. 6.25% will vest every three months thereafter.
- (3) 100% vests on the one-year anniversary of the grant date, subject to continued employment.
- (4) RSUs issued from the 2007 Omnibus Incentive Plan
- (5) Options granted pursuant to NovaBay's Annual Employee Equity Refresh Program.

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.

Reporting Owners 2