

Najafi Ramin  
 Form 4/A  
 December 22, 2010

**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 \*  
 Najafi Ramin

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)  
 5980 HORTON STREET, SUITE 550  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 11/15/2010

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Chief Executive Officer / Chairman

EMERYVILLE, CA 94608

4. If Amendment, Date Original Filed(Month/Day/Year)  
 11/15/2010

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(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 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.

**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)

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

| 1. Title of Derivative | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number of Derivative | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Securities |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|

## Edgar Filing: Najafi Ramin - Form 4/A

| Security (Instr. 3)   | or Exercise Price of Derivative Security | any (Month/Day/Year)      | Code (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | (Instr. 3 and 4) |                  |                 |              |                         |
|-----------------------|--|---------------------------|-----------------|---|------------------|------------------|------------------|-----------------|--------------|-------------------------|
|                       |  |                           | Code            | V   | (A)              | (D)              | Date Exercisable | Expiration Date | Title        | Amount Number of Shares |
| Option (right to buy) | \$ 1.885<br><u>(1)</u>                   | 11/15/2010 <sup>(2)</sup> | A               |   | 130,000          |                  | 11/15/2011       | 11/14/2020      | Common Stock | 130,000                 |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                         |          |
|---|---------------|-----------|-------------------------|----------|
|   | Director      | 10% Owner | Officer                 | Other    |
| Najafi Ramin<br>5980 HORTON STREET<br>SUITE 550<br>EMERYVILLE, CA 94608 | X             |           | Chief Executive Officer | Chairman |

## Signatures

/s/ Theresa Granados, Attorney-in-Fact for Ramin Najafi  
12/21/2010

\_\_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) Original Form 4 filed on November 15, 2010. This amendment is filed to correct the exercise price from \$1.85 to \$1.885 per share.
- (2) Original Form 4 filed on November 15, 2010. This amendment is filed to correct the grant date from November 12, 2010 to November 15, 2010, the date the last signature to the Board Written Consent granting the options was received by the Company.

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.