

NovaBay Pharmaceuticals, Inc.  
 Form 4  
 September 02, 2008

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL  
 OMB Number: 3235-0287  
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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

(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)  
 09/02/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Indirect Ownership (Instr. 4)                         |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |  |
|                                 |                                      |  | Code                           | V   | Amount  |  |  |
| Common Stock                    | 09/02/2008                           |  | P                              |   | 1,000   | A  | \$ 1.98  |
| Common Stock                    |                                      |  |                                |   | 3,117,500   | I  | By the Najafi Family Trust dated September 13, 2006 <sup>(1)</sup> |

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.

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(9-02)

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

| 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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                         |          |
|--|---------------|-----------|-------------------------|----------|
|  | Director      | 10% Owner | Officer                 | Other    |
| Najafi Ramin<br>C/O NOVABAY PHARMACEUTICALS, INC<br>5980 HORTON STREET SUITE 550<br>EMERYVILLE, CA 94608                                   | X             |           | Chief Executive Officer | Chairman |
| Najafi Family Trust dated September 13, 2006<br>C/O NOVABAY PHARMACEUTICALS, INC.<br>5980 HORTON STREET, SUITE 550<br>EMERYVILLE, CA 94608 |               | X         |                         |          |

## Signatures

|  |            |
|--|------------|
| /s/ Theresa Granados, as Attorney-in-Fact for Ramin Najafi                                     | 09/02/2008 |
| __Signature of Reporting Person  | Date       |
| /s/ Theresa Granados, as Attorney-in-fact for the Najafi Family Trust dated September 13, 2006 | 09/02/2008 |
| __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) Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

## Edgar Filing: NovaBay Pharmaceuticals, Inc. - Form 4

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