

Najafi Ramin  
Form 4  
March 18, 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

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)

3. Date of Earliest Transaction (Month/Day/Year)  
03/14/2008

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

C/O NOVABAY  
PHARMACEUTICALS, INC., 5980  
HORTON STREET, SUITE 550

(Street)

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

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

EMERYVILLE, CA 94608

(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 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)<br>Code V Amount Price                                 |   |  |  |
| Common Stock                    | 03/14/2008                           |  | P                              | 1,000 A \$ 2.77   | 1,000   | D  |  |
| Common Stock                    | 03/14/2008                           |  | P                              | 600 A \$ 2.5  | 1,600   | D  |  |
| Common Stock                    | 03/14/2008                           |  | P                              | 2,000 A \$ 2.75   | 3,600   | D  |  |
| 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. Nu                      |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares |

## 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 | President |
| 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/ Jason R. Wisniewski, as Attorney-in-Fact for Ramin Najafi                                     | 03/18/2008 |
| **Signature of Reporting Person   | Date       |
| /s/ Jason R. Wisniewski, as Attorney-in-Fact for the Najafi Family Trust dated September 13, 2006 | 03/18/2008 |
| **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) The shares are owned directly by the Najafi Family Trust dated September 13, 2006 and indirectly by Ramin Najafi as co-trustee of the trust.

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.