

NovaBay Pharmaceuticals, Inc.  
Form 8-K  
June 04, 2014  
**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 30, 2014**

**NovaBay Pharmaceuticals, Inc.**

**(Exact Name of Registrant as Specified in Charter)**

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

**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)**

**(Former Name or Former Address, if Changed Since Last Report)**

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))

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**Item 5.07. Submission of Matters to a Vote of Security Holders**

NovaBay Pharmaceuticals, Inc. held its Annual Meeting of Stockholders on May 30, 2014. The following is a brief description of each matter voted upon at the Annual Meeting, as well as the final tally of the number of votes cast for or withheld in the case of election of directors, and for or against each other matter, and the number of abstentions and broker non-votes with respect to each matter.

1. NovaBay's stockholders elected each of the two Class I directors proposed by NovaBay for re-election, to serve until NovaBay's 2017 Annual Meeting of Stockholders or until his respective successor has been elected and qualified. The tabulation of votes on this matter was as follows:

<b>Nominee</b>	<b>Shares Voted For</b>	<b>Shares Withheld</b>
Massimo Radaelli	18,712,907	275,257
Mark Sieczkarek	18,718,464	269,700

There were 16,829,152 broker non-votes for this proposal.

2. NovaBay's stockholders approved an amendment the Certificate of Incorporation of NovaBay Pharmaceuticals to increase the number of authorized shares of NovaBay common stock from 65,000,000 to 120,000,000. The tabulation of votes on this matter was as follows:

Shares voted for:	31,678,403
Shares voted against:	3,840,177
Shares abstaining:	298,736
Broker non-votes:	0

3. NovaBay's stockholders ratified the selection of OUM & Co. LLP as the independent registered public accounting firm of NovaBay for its fiscal year ending December 31, 2014. The tabulation of votes on this matter was as follows:

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Shares voted for:	34,395,840
Shares voted against:	1,124,255
Shares abstaining:	297,221
Broker non-votes:	0

Following the Annual Meeting, on June 3, 2014, NovaBay filed a Certificate of Amendment to Amended and Restated Certificate of Incorporation amending NovaBay's Amended and Restated Certificate of Incorporation as approved by its stockholders as described in Proposal 2 above.

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**Item 9.01. Financial Statements and Exhibits**

<b>Exhibit No.</b>	<b>Description</b>
3.1	Certificate of Amendment to Amended and Restated Certificate of Incorporation

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**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, Secretary and Treasurer

Dated: June 3, 2014

**EXHIBIT INDEX**

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