

NovaBay Pharmaceuticals, Inc.  
Form 8-K  
September 20, 2017

**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:** September 14, 2017

NovaBay Pharmaceuticals, Inc.

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

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

2000 Powell Street, Suite 1150, Emeryville, CA 94608

**(Address of Principal Executive Offices) (Zip Code)**

(510) 899-8800

**(Registrant's telephone number, including area code)**

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter). Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.**

On September 14, 2017, NovaBay Pharmaceuticals, Inc. (the “Company”) was notified by the NYSE American LLC (the “Exchange”) that the Company is not in compliance with the minimum stockholders’ equity requirement of Section 1003(a)(ii) of the NYSE American Company Guide requiring stockholders’ equity of \$4.0 million or more if the Company has reported losses from continuing operations and/or net losses in three of the four most recent fiscal years. According to the Exchange, this notice does not impact the Company’s ongoing plan to regain compliance with continued listing standards, which requires the Company to regain such compliance by May 16, 2018 or be subject to delisting procedures.

As previously reported in Item 3.01 of the Company’s Current Report on Form 8-K filed with the SEC on May 19, 2017, the Company was notified by the Exchange on May 16, 2017 that it was not in compliance with the minimum stockholders’ equity requirement of Section 1003(a)(iii) of the NYSE American Company Guide requiring stockholders’ equity of \$6.0 million or more if the Company has reported losses from continuing operations and/or net losses in its five most recent fiscal years. On June 29, 2017, the Company was further notified that its plan to regain compliance had been accepted, and the Exchange provided the Company until May 16, 2018 to satisfy the terms of its compliance plan or be subject to delisting procedures.

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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/ Justin M. Hall, Esq. \_\_\_\_\_  
Justin M. Hall, Esq.  
Senior Vice President, General Counsel

Dated: September 20, 2017