

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: June 11, 2019

NovaBay Pharmaceuticals, Inc.  
(Exact Name of Registrant as Specified in Charter)

Delaware  
(State or Other Jurisdiction  
of Incorporation)

001-33678  
(Commission File Number)

68-0454536  
(I.R.S. Employer  
Identification No.)

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))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of Each Class</u>	<u>Trading Symbol(s)</u>	<u>Name of Each Exchange On Which Registered</u>
Common Stock, par value \$0.01 per share	NBY	NYSE American

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.

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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangement of Certain Officers.**

(c) Appointment of Permanent Principal Executive Officer and Principal Financial Officer.

On June 17, 2019, NovaBay Pharmaceuticals, Inc. (the “Company”) announced, effective as of June 11, 2019, the Board of Directors (the “Board”) of the Company appointed Justin Hall and Jason Raleigh to the permanent positions of President and Chief Executive Officer and Chief Financial Officer, respectively. As previously disclosed in Item 5.02 of the Company’s Current Report on Form 8-K filed with the Securities and Exchange Commission (the “SEC”) on March 11, 2019, effective March 8, 2019, Messrs. Hall and Raleigh were previously appointed as the Company’s Interim President and Chief Executive Officer and Interim Chief Financial Officer, respectively. The Board has now determined to make both of Messrs. Hall and Raleigh’s positions permanent.

Messrs. Hall and Raleigh’s biographical information is presented in the Company’s Current Report on Form 8-K filed with the SEC on March 11, 2019 and is incorporated by reference herein, and a description of both executive’s current compensatory arrangements with the Company is disclosed in the Company’s Proxy Statement on Schedule 14A filed with the SEC on April 19, 2019 and is incorporated by reference herein.

No change is currently anticipated in either Mr. Hall’s or Mr. Raleigh’s compensatory arrangement with the Company as a result of their appointment to the positions of President and Chief Executive Officer and Chief Financial Officer, respectively. Additionally, there are no arrangements or understandings between Messrs. Hall and Raleigh and any other persons pursuant to which either was selected as the Company’s permanent President and Chief Executive Officer and Chief Financial Officer, respectively. There are also no family relationships between Messrs. Hall and Raleigh and any director or executive officer of the Company, and neither have any direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

<b>Exhibit No.</b>	<b>Description</b>
99.1	<a href="#">Press Release, dated June 17, 2019</a>

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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.**

By: /s/ Justin Hall  
Justin Hall  
President & Chief Executive Officer and  
General Counsel

Dated: June 17, 2019



## NovaBay Pharmaceuticals Appoints Justin Hall President and CEO, and Jason Raleigh CFO

EMERYVILLE, Calif. (June 17, 2019) – NovaBay® Pharmaceuticals, Inc. (NYSE American: NBY), a biopharmaceutical company focusing on commercializing Avenova® for the domestic eye care market, announces the appointments of Justin Hall as President and Chief Executive Officer, and Jason Raleigh as Chief Financial Officer. Hall has served as interim President and CEO, and Raleigh as interim CFO since March 2019.

“Justin and Jason have proven their leadership abilities by successfully implementing the shift in our U.S. commercial strategy we announced in March and executing the recent launch of our U.S. direct-to-consumer sales of Avenova on Amazon.com,” said Paul E. Freiman, Chairman of NovaBay.

“This is a very exciting time at NovaBay as we launch Avenova Direct, making our leading lid and lash spray directly accessible to consumers without a prescription and at affordable pricing,” said Hall. “My close working relationships with our Board, principal investors, and sales force are key to quickly adjusting our strategy to rapidly address opportunities in the marketplace. We are on the move and we have momentum.”

The Avenova Direct page on Amazon.com is available [here](#).

“I’m honored to be selected as CFO and appreciate the Board’s trust in my abilities,” said Raleigh. “I look forward to continuing to work with Justin and the NovaBay team toward the continued successful commercialization of Avenova.”

Hall has served with NovaBay for six years in a variety of roles including as corporate counsel and has been actively involved in a number of operating functions including the sales organization and manufacturing. Raleigh has been with NovaBay for more than three years and has nearly 20 years of financial experience.

### About NovaBay Pharmaceuticals, Inc.: Going Beyond Antibiotics®

NovaBay Pharmaceuticals, Inc. is a biopharmaceutical company focusing on commercializing and developing its non-antibiotic anti-infective products to address the unmet therapeutic needs of the global, topical anti-infective market with its two distinct product categories: the NEUTROX® family of products and the AGANOCIDE® compounds. The Neutrox family of products includes AVENOVA® for the eye care market, NEUTROPHASE® for wound care market, and CELLERX® for the aesthetic dermatology market. The Aganocide compounds, still under development, have target applications in the dermatology and urology markets.



**Forward-Looking Statements**

This release contains forward-looking statements that are based upon management's current expectations, assumptions, estimates, projections and beliefs. These statements include, but are not limited to, statements regarding our future momentum and online sales, Board and executive composition, and generally the company's expected future financial results. These statements involve known and unknown risks, uncertainties and other factors that may cause actual results or achievements to be materially different and adverse from those expressed in or implied by the forward-looking statements. Factors that might cause or contribute to such differences include, but are not limited to, risks and uncertainties relating to our ability to remain a publicly listed company, maintain the support of our majority shareholders, and ability to adhere to our approved NYSE compliance plan. Other risks relating to NovaBay's business, including risks that could cause results to differ materially from those projected in the forward-looking statements in this press release, are detailed in NovaBay's latest Form 10-Q/K filings with the Securities and Exchange Commission, especially under the heading "Risk Factors." The forward-looking statements in this release speak only as of this date, and NovaBay disclaims any intent or obligation to revise or update publicly any forward-looking statement except as required by law.

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**Avenova Purchasing Information**

For NovaBay Avenova purchasing information:

Please call 800-890-0329 or email [sales@avenova.com](mailto:sales@avenova.com).

[www.Avenova.com](http://www.Avenova.com)

**NovaBay Contact**

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