

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: July 1, 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.

Item 8.01. Other Events.

On July 1, 2019, NovaBay Pharmaceuticals, Inc. (the “Company”) announced that it was notified on June 27, 2019 by NYSE American LLC (“NYSE American”) that the Company’s plan to regain compliance with the NYSE American’s continued listing standards had been accepted. A copy of the Company’s press release containing this announcement is filed as Exhibit 99.1 and is incorporated herein by reference.

As previously reported in Item 3.01 of the Company’s Current Report on Form 8-K filed on April 15, 2019, the Company was previously notified by NYSE American on April 12, 2019 that it was not in compliance with the continued listing stockholders’ equity standards set forth in Section 1003(a)(iii) of the NYSE American Company Guide (requiring stockholders’ equity of \$6.0 million or more if a company has reported net losses in its five most recent fiscal years) and was further notified on May 16, 2019 that it was not in compliance with Sections 1003(a)(i) and 1003(a)(ii) of the guide (requiring stockholders’ equity of \$2.0 million or more and \$4.0 million or more, respectively, if a company has reported net losses in three of the four most recent fiscal years), as reported in Item 3.01 of the Company’s Current Report on Form 8-K filed on May 21, 2019.

The Company submitted its plan to regain compliance on May 11, 2019 and such plan has been accepted by NYSE American. The Company has been granted until October 12, 2020 to implement its plan and regain compliance. If the Company is not in compliance with the continued listing standards by October 12, 2020 or if it does not make progress consistent with the plan during the plan period, the NYSE American staff may initiate delisting proceedings as appropriate. The Company seeks to regain compliance with the NYSE American continued listing standards by such date; however, there is no assurance the Company will be able to accomplish this.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	Press Release, dated July 1, 2019

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: July 1, 2019



NovaBay Pharmaceuticals Plan of Compliance Accepted by NYSE

EMERYVILLE, Calif. (July 1, 2019) – NovaBay[®] Pharmaceuticals, Inc. (NYSE American: NBY), a biopharmaceutical company focusing on commercializing Avenova[®] for the domestic eye care market, announces that the New York Stock Exchange (NYSE) has accepted the Company's plan to regain compliance with the NYSE American's continued listing standards. As previously disclosed, the NYSE notified the Company on April 12, 2019 and May 16, 2019 that it was out of compliance with Exchange listing requirements.

Based upon a review of the compliance plan and information submitted on May 11, 2019 by NovaBay, the Exchange determined that the Company made a reasonable demonstration of its ability to make substantial progress toward regaining compliance by October 12, 2020.

"We are pleased that our compliance plan has been accepted by the exchange," said Justin Hall, NovaBay's President and CEO. "We have successfully completed our two near-term strategies: the launch of Avenova[®] Direct on Amazon and our cost reduction plan. We are excited by our new forward momentum."

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 NYSE American listing status, our future momentum, online sales 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:

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