

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 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.

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

(b) On September 11, 2019, Todd Zavodnick informed the Board of Directors (the “Board”) of NovaBay Pharmaceuticals, Inc. (the “Company”) that he will resign as a member of the Company’s Board, with such resignation to be effective immediately. Mr. Zavodnick did not resign as a result of any disagreements with the Company on any matter relating to the Company’s operations, policies or practices.

(d) On September 16, 2019, the Company announced that effective as of September 11, 2019, upon the resignation of Mr. Zavodnick, the Board appointed Dr. Yenyong (Jeff) Zheng to fill the vacancy on the Board resulting from the resignation of Mr. Zavodnick. Dr. Zheng will take Mr. Zavodnick’s place as a Class I director to serve until the Company’s Annual Meeting of Stockholders in 2020, subject to his prior death, resignation or removal from office as provided by law. Dr. Zheng is an independent member of the Board and will serve on the Company’s Audit Committee, Compensation Committee and Nominating and Corporate Governance Committee, including serving as the Chair of the Nominating and Corporate Governance Committee.

Dr. Zheng, age 63, has served as the Director of Business Development of Spartan Securities Group, Ltd. since 2014. Dr. Zheng’s experience includes providing innovative financial solutions and consulting services for initial public offering underwriting and investment banking as well as corporate financing solutions with a particular focus on Chinese companies listed overseas. Dr. Zheng previously was a financial advisor for various Canadian public companies including: P & P Ventures Inc. (TSX-V: PPV.H) where he served as president and a director; Damon Capital Corp (TSX-V: DAM.H) where he served as Chief Financial Officer and a director; and Cantronic Systems Inc. (TSX-V: CTS) where he served as a director and chair of the audit committee. Dr. Zheng received a Ph.D in physics from Flinders University of South Australia.

There is no other arrangement or understanding between Dr. Zheng and any other person pursuant to which he was appointed as a director of the Company. In connection with his service, Dr. Zheng will receive the Company’s standard director’s compensation package.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No. Description

99.1 [Press Release, dated September 16, 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: September 16, 2019



NovaBay Pharmaceuticals Names Finance Executive Jeff Zheng to its Board of Directors

EMERYVILLE, Calif. (September 16, 2019) – NovaBay[®] Pharmaceuticals, Inc. (NYSE American: NBY), a biopharmaceutical company focusing on commercializing Avenova[®] for the domestic eye care market, announces that Yenyu (Jeff) Zheng, Ph.D. has joined the Company's board as an independent director. Dr. Zheng will chair the nominating and corporate governance committee, and will serve on the audit and compensation committees. He replaces Todd Zavodnick, who has resigned from the NovaBay board.

"Jeff brings us extensive corporate governance and financial experience that includes a track record of providing innovative corporate financing solutions from his many years in an advisory capacity to microcap companies. We expect to call upon this broad expertise as we continue to focus on cost-effectively growing Avenova sales," said Paul E. Freiman, NovaBay's Chairman. "We are grateful for Todd's contributions to the NovaBay board over the past two years."

"This is an exciting time at NovaBay following the successful completion of financings in June and August. We are now putting that money to good use by developing new online marketing initiatives to promote Avenova Direct," said Justin Hall, NovaBay president and CEO. "We launched our direct-to-consumer sales channel in June and see this as our most promising growth opportunity. We are delighted to welcome Dr. Zheng to our board and look forward to his guidance."

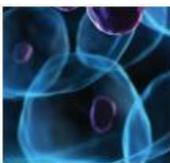
Dr. Zheng previously was a financial advisor for various Canadian public companies including P&P Ventures Inc. (TSX-V: PPV.H), where he served as President and a director; Damon Capital Corp (TSX-V: DAM.H), where he was Chief Financial Officer and a director; and Cantronic Systems Inc. (TSX-V: CTS), where he served as a director and chair of the audit committee. Dr. Zheng received a Ph.D. in physics from Flinders University of South Australia.

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 business strategies and future focus, the composition of our Board of Directors, 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 the size of the potential market for our products, improving sales rep productivity and product distribution, obtaining adequate insurance reimbursement, and any potential regulatory problems. 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

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