

NovaBay Pharmaceuticals, Inc.
Form 8-K
June 21, 2010

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 16, 2010

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

California
(State or Other Jurisdiction
of Incorporation)

001-33678
(Commission File Number)

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

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))

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

NovaBay Pharmaceuticals, Inc. held its Annual Meeting of Shareholders on June 16, 2010. 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 against each matter and the number of abstentions and broker non-votes with respect to each matter.

1. NovaBay's stockholders elected each of the three Class III directors proposed by NovaBay for re-election, to serve until NovaBay's 2013 Annual Meeting of Shareholders or until his respective successor has been elected and qualified. The tabulation of votes on this matter was as follows:

| Nominee | Shares Voted For | Shares Withheld |
|----------------------|------------------|-----------------|
| Ramin ("Ron") Najafi | 13,476,642 | 23,700 |
| Paul Freiman | 13,326,205 | 174,137 |
| Harry Hixson, Jr. | 13,309,578 | 190,764 |

There were 5,532,149 broker non-votes for this proposal.

2. 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, 2010. The tabulation of votes on this matter was as follows:

| | |
|-----------------------|------------|
| Shares voted for: | 18,895,147 |
| Shares voted against: | 72,799 |
| Shares abstaining: | 64,545 |
| Broker non-votes: | 0 |

3. NovaBay's stockholders approved the principal terms of a certain Agreement and Plan of Merger between NovaBay and a wholly-owned Delaware subsidiary of NovaBay by which NovaBay will effect the reincorporation of NovaBay from California to Delaware (the "Reincorporation"). The tabulation of votes on this matter was as follows:

| | |
|-----------------------|------------|
| Shares voted for: | 12,332,584 |
| Shares voted against: | 1,063,780 |
| Shares abstaining: | 103,978 |
| Broker non-votes: | 5,532,149 |

4. NovaBay's stockholders approved, in the event that the Reincorporation is effected, the ability of the Board of Directors to determine the size of the Board of Directors. The tabulation of votes on this matter was as follows:

| | |
|-----------------------|------------|
| Shares voted for: | 17,072,968 |
| Shares voted against: | 1,860,688 |
| Shares abstaining: | 98,835 |
| Broker non-votes: | 0 |

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 21, 2010