

NovaBay Pharmaceuticals, Inc.
Form SC 13G/A
February 13, 2012

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934

(Amendment No. 1)*

NovaBay Pharmaceuticals, Inc.
(Name of Issuer)

Common Stock, par value \$0.01 per share
(Title of Class of Securities)

66987P102
(CUSIP Number)

December 31, 2011
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule 13G/A is filed:

Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

(Page 1 of 9 Pages)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 (the "Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 66987P102

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1 NAMES OF REPORTING PERSONS
Kingsbrook Opportunities Master Fund LP

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Cayman Islands

5 SOLE VOTING POWER
- 0 -

NUMBER OF
SHARES 6 SHARED VOTING POWER
2,272,551 shares of Common Stock

BENEFICIALLY
OWNED BY 7 SOLE DISPOSITIVE POWER
Warrants to purchase up to 2,100,000 shares of Common Stock (See Item 4)*

EACH 7
REPORTING 8 SHARED DISPOSITIVE POWER
PERSON WITH: 8 2,272,551 shares of Common Stock
Warrants to purchase up to 2,100,000 shares of Common Stock (See Item 4)*

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,272,551 shares of Common Stock
Warrants to purchase up to 2,100,000 shares of Common Stock (See Item 4)*

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
9.9% (See Item 4)*

12 TYPE OF REPORTING PERSON
PN

* As described in Item 4, the warrants are subject to a 9.99% blocker and the percentage set forth in row (11) gives effect to such blocker. However, as described in Item 4, the securities reported in rows (6), (8) and (9) show the number of shares of Common Stock that would be issuable upon full exercise of the warrants and do not give effect to such blocker. Therefore, the actual number of shares of Common Stock beneficially owned by such Reporting Person, after giving effect to such blocker, is less than the number of securities reported in rows (6), (8) and (9).

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1	NAMES OF REPORTING PERSONS	
	Kingsbrook Opportunities GP LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) <input type="checkbox"/>
		(b) <input checked="" type="checkbox"/>
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Delaware	
5	SOLE VOTING POWER	
	- 0 -	
6	SHARED VOTING POWER	
	2,272,551 shares of Common Stock	
	Warrants to purchase up to 2,100,000 shares of Common Stock (See Item 4)*	
7	SOLE DISPOSITIVE POWER	
	- 0 -	
8	SHARED DISPOSITIVE POWER	
	2,272,551 shares of Common Stock	
	Warrants to purchase up to 2,100,000 shares of Common Stock (See Item 4)*	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	2,272,551 shares of Common Stock	
	Warrants to purchase up to 2,100,000 shares of Common Stock (See Item 4)*	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	<input type="checkbox"/>
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
	9.9% (See Item 4)*	
12	TYPE OF REPORTING PERSON	
	OO	

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1 NAMES OF REPORTING PERSONS
 Kingsbrook Partners LP

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
 (b) x

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

5 SOLE VOTING POWER
 - 0 -

6 SHARED VOTING POWER
 2,272,551 shares of Common Stock
 Warrants to purchase up to 2,100,000 shares of Common Stock (See Item 4)*

7 SOLE DISPOSITIVE POWER
 - 0 -

8 SHARED DISPOSITIVE POWER
 2,272,551 shares of Common Stock
 Warrants to purchase up to 2,100,000 shares of Common Stock (See Item 4)*

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 2,272,551 shares of Common Stock
 Warrants to purchase up to 2,100,000 shares of Common Stock (See Item 4)*

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 9.9% (See Item 4)*

12 TYPE OF REPORTING PERSON
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1 NAMES OF REPORTING PERSONS
Ari Storch

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
United States

5 SOLE VOTING POWER
- 0 -

NUMBER OF
SHARES 6 SHARED VOTING POWER
2,272,551 shares of Common Stock
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: 7 SOLE DISPOSITIVE POWER
- 0 -
8 SHARED DISPOSITIVE POWER
2,272,551 shares of Common Stock
Warrants to purchase up to 2,100,000 shares of Common Stock (See Item 4)*

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9.9% (See Item 4)*

12 TYPE OF REPORTING PERSON
IN

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1 NAMES OF REPORTING PERSONS
 Adam J. Chill

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
 (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
 United States

5 SOLE VOTING POWER
 - 0 -

NUMBER OF
 SHARES 6 SHARED VOTING POWER
 2,272,551 shares of Common Stock
 BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: 7 Warrants to purchase up to 2,100,000 shares of Common Stock (See Item 4)*
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 - 0 -
 SHARED DISPOSITIVE POWER
 2,272,551 shares of Common Stock
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1 NAMES OF REPORTING PERSONS
 Scott Wallace

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
 (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
 United States

5 SOLE VOTING POWER
 - 0 -

NUMBER OF
 SHARES 6 SHARED VOTING POWER
 2,272,551 shares of Common Stock
 BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: 7 Warrants to purchase up to 2,100,000 shares of Common Stock (See Item 4)*
 8 SOLE DISPOSITIVE POWER
 - 0 -
 SHARED DISPOSITIVE POWER
 2,272,551 shares of Common Stock
 Warrants to purchase up to 2,100,000 shares of Common Stock (See Item 4)*

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This Amendment No. 1 (this "Amendment") amends the statement on Schedule 13G filed on July 5, 2011 (the "Original Schedule 13G" and the Original Schedule 13G as amended, the "Schedule 13G"), with respect to shares of common stock, par value \$0.01 (the "Common Stock"), of NovaBay Pharmaceuticals, Inc., a Delaware corporation (the "Company"). Capitalized terms used herein and not otherwise defined in this Amendment have the meanings set forth in the Schedule 13G. This Amendment amends and restates Item 4 in its entirety as set forth below.

Item 4. OWNERSHIP.

The information required by Items 4(a) - (c) is set forth in Rows 5 - 11 of the cover page for each Reporting Person hereto and is incorporated herein by reference for each Reporting Person.

The percentage set forth in Row (11) of the cover page for each Reporting Person is based on 28,316,797 shares of Common Stock issued and outstanding as of November 1, 2011, as disclosed in the Company's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2011, filed with the Securities and Exchange Commission on November 7, 2011 and assumes the partial exercise of the warrants reported herein (the "Reported Warrants") up to the Blocker (as defined below).

Pursuant to the terms of the Reported Warrants, the Kingsbrook Fund cannot exercise any of the Reported Warrants unless the Reporting Persons would not beneficially own, immediately after any such exercise, more than 9.99% of the outstanding shares of Common Stock (the "Blocker"). As of December 31, 2011, each of the Reporting Persons may be deemed the beneficial owner of 2,272,551 shares of Common Stock directly held by the Kingsbrook Fund as well as the number of shares of Common Stock underlying the Reported Warrants that are issuable without violating the Blocker.

SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

DATED: February 13, 2012

KINGSBROOK OPPORTUNITIES MASTER FUND LP
By: Kingsbrook Opportunities GP LLC, its general partner

/s/ Adam J. Chill
Name: Adam J. Chill
Title: Managing Member

KINGSBROOK OPPORTUNITIES GP LLC

/s/ Adam J. Chill
Name: Adam J. Chill
Title: Managing Member

KINGSBROOK PARTNERS LP
By: KB GP LLC, its general partner

/s/ Adam J. Chill
Name: Adam J. Chill
Title: Managing Member

/s/ Ari Storch
Ari Storch

/s/ Adam J. Chill
Adam J. Chill

/s/ Scott Wallace
Scott Wallace