

NovaBay Pharmaceuticals, Inc.  
Form SC 13G/A  
December 03, 2013

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**SCHEDULE 13G**

**(Rule 13d-102)**

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO  
§ 240.13d-1(b), (c), AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO § 240.13d-2.**

**(Amendment No. 2)\***

**NovaBay Pharmaceuticals, Inc.**

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(Name of Issuer)

**Common Stock**

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(Title of Class of Securities)

**66987P102**

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(CUSIP Number)

**May 31, 2013**

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(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

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\*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 ("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).

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NAMES OF REPORTING PERSONS

1.

**China Pioneer Pharma Holdings Limited**

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

2.(a)

(b)  
SEC USE ONLY

3.

CITIZENSHIP OR PLACE OF ORGANIZATION

4.

**Cayman Islands**

SOLE VOTING POWER

NUMBER OF 5.

SHARES **108,156**  
SHARED VOTING POWER

BENEFICIALLY 6.

OWNED BY **4,005,656**  
EACH SOLE DISPOSITIVE POWER

REPORTING 7.

PERSON **108,156**  
SHARED DISPOSITIVE POWER

WITH 8.

**4,005,656**

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**4,113,812**

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11.

**9.7% (1)**

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12.

**CO**

**(1) Based on 40,397,734 shares of common stock outstanding as of November 25, 2013.**

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NAMES OF REPORTING PERSONS

1.

**Pioneer Pharma (Hong Kong) Company Limited**

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

2.(a)

(b)  
SEC USE ONLY

3.

CITIZENSHIP OR PLACE OF ORGANIZATION

4.

**Hong Kong**

SOLE VOTING POWER

NUMBER OF 5.

SHARES **0**  
SHARED VOTING POWER

BENEFICIALLY 6.

OWNED BY **4,005,656**  
EACH SOLE DISPOSITIVE POWER

REPORTING 7.

PERSON **0**  
SHARED DISPOSITIVE POWER

WITH 8.

**4,005,656**

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**4,005,656**

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11.

**9.4% (1)**

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12.

**CO**

**(1) Based on 40,397,734 shares of common stock outstanding as of November 25, 2013.**

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NAMES OF REPORTING PERSONS

1.

**Pioneer Pharma (Singapore) Pte. Ltd.**

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

2.(a)

(b)  
SEC USE ONLY

3.

CITIZENSHIP OR PLACE OF ORGANIZATION

4.

**Singapore**

SOLE VOTING POWER

NUMBER OF 5.

SHARES **0**  
SHARED VOTING POWER

BENEFICIALLY 6.

OWNED BY **4,005,656**  
EACH SOLE DISPOSITIVE POWER

REPORTING 7.

PERSON **0**  
SHARED DISPOSITIVE POWER

WITH 8.

**4,005,656**

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**4,005,656**

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11.

**9.4% (1)**

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12.

**CO**

**(1) Based on 40,397,734 shares of common stock outstanding as of November 25, 2013.**

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NAMES OF REPORTING PERSONS

1.

**Xinzhou Li (Paul Li)**

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

2.(a)

(b)  
SEC USE ONLY

3.

CITIZENSHIP OR PLACE OF ORGANIZATION

4.

**Saint Christopher (St. Kitts) and Nevis**

SOLE VOTING POWER

NUMBER OF 5.

SHARES **0**  
SHARED VOTING POWER

BENEFICIALLY 6.

OWNED BY **0**  
SOLE DISPOSITIVE POWER

EACH 7.

REPORTING PERSON **0**  
SHARED DISPOSITIVE POWER

WITH 8.

**0**

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**0**

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11.

**0.0% (1)**

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12.

**IN**

**(1) Based on 40,397,734 shares of common stock outstanding as of November 25, 2013.**

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Item 1.

(a) Name of Issuer: **NovaBay Pharmaceuticals, Inc. (the "Company")**

Address of Issuer's Principal Executive Offices:

(b)  
**5980 Horton Street, Suite 550**  
**Emeryville, California 94608**

Item 2.

(a) Names of Persons Filing:

**China Pioneer Pharma Holdings Limited**  
**Pioneer Pharma (Hong Kong) Company Limited**  
**Pioneer Pharma (Singapore) Pte. Ltd.**  
**Xinzhou Li (Paul Li)**

(b) Address of Principal Business Office or, if none, Residence:

**China Pioneer Pharma Holdings Limited**  
**190 Elgin Avenue, George Town,**  
**Grand Cayman, Cayman Islands KY1-9005**  
  
**Pioneer Pharma (Hong Kong) Company Limited**  
**Flat 2605, 26/F Trendy Centre**

**682 Castle Peak Road**

**Lai Chi Kok, Kowloon, Hong Kong**

**Pioneer Pharma (Singapore) Pte. Ltd.**

**33A Chander Road, Singapore 219539**

**Xinzhou Li (Paul Li)**

**No. 1000, Wangqiao Road,**

**Pudong Area, Shanghai,**

**Peoples Republic of China 201201**

(c) Citizenship or Place of Organization:

**China Pioneer Pharma Holdings Limited is a public company organized in the Cayman Islands.**

**Pioneer Pharma (Hong Kong) Company Limited is a private company organized in Hong Kong.**

**Pioneer Pharma (Singapore) Pte. Ltd. is a private company organized in Singapore.**

**Mr. Xinzhou Li (Paul Li) is a citizen of the Saint Christopher (St. Kitts) and Nevis.**

(d) Title of Class of Securities: **Common Stock**

(e) CUSIP Number: **66987P102**

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Item 3. If This Statement is Filed Pursuant to § 240.13d-1(b), or 240.13d-2(b) or (c), Check Whether the Person Filing is a:

- (a) Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o);
- (b) Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J);
- (k) Group, in accordance with § 240.13d-1(b)(1)(ii)(K).

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

**China Pioneer Pharma Holdings Limited**

**4,113,812**

<b>Pioneer Pharma (Hong Kong) Company Limited</b>	<b>4,005,656</b>
<b>Pioneer Pharma (Singapore) Pte. Ltd.</b>	<b>4,005,656</b>
<b>Xinzhou Li (Paul Li)</b>	<b>0</b>

(b) Percent of class:

<b>China Pioneer Pharma Holdings Limited</b>	<b>9.7%</b>
<b>Pioneer Pharma (Hong Kong) Company Limited</b>	<b>9.4%</b>
<b>Pioneer Pharma (Singapore) Pte. Ltd.</b>	<b>9.4%</b>
<b>Xinzhou Li (Paul Li)</b>	<b>0.0%</b>

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote:

<b>China Pioneer Pharma Holdings Limited</b>	<b>108,156</b>
<b>Pioneer Pharma (Hong Kong) Company Limited</b>	<b>0</b>
<b>Pioneer Pharma (Singapore) Pte. Ltd.</b>	<b>0</b>
<b>Xinzhou Li (Paul Li)</b>	<b>0</b>

(ii) Shared power to vote or to direct the vote:

<b>China Pioneer Pharma Holdings Limited</b>	<b>4,113,812</b>
<b>Pioneer Pharma (Hong Kong) Company Limited</b>	<b>4,005,656</b>
<b>Pioneer Pharma (Singapore) Pte. Ltd.</b>	<b>4,005,656</b>
<b>Xinzhou Li (Paul Li)</b>	<b>0</b>

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(iii) Sole power to dispose or to direct the disposition of:

<b>China Pioneer Pharma Holdings Limited</b>	<b>108,156</b>
<b>Pioneer Pharma (Hong Kong) Company Limited</b>	<b>0</b>
<b>Pioneer Pharma (Singapore) Pte. Ltd.</b>	<b>0</b>
<b>Xinzhou Li (Paul Li)</b>	<b>0</b>

(iv) Shared power to dispose or to direct the disposition of:

<b>China Pioneer Pharma Holdings Limited</b>	<b>4,113,812</b>
<b>Pioneer Pharma (Hong Kong) Company Limited</b>	<b>4,005,656</b>
<b>Pioneer Pharma (Singapore) Pte. Ltd.</b>	<b>4,005,656</b>
<b>Xinzhou Li (Paul Li)</b>	<b>0</b>

The 4,113,812 shares of the Issuer's common stock beneficially owned by China Pioneer Pharma Holdings Limited, Pioneer Pharma (Hong Kong) Company Limited, and Pioneer Pharma (Singapore) Pte. Ltd. consists of (i) 2,005,656 shares of the Issuer's common stock held directly by Pioneer Pharma (Singapore) Pte. Ltd.; (ii) a warrant to purchase 2,000,000 shares of the Issuer's common stock held directly by Pioneer Pharma (Singapore) Pte. Ltd.; and (iii) 108,156 shares of the Issuer's common stock held directly by China Pioneer Pharma Holdings Limited. Pioneer Pharma (Singapore) Pte. Ltd. is a wholly owned subsidiary of Pioneer Pharma (Hong Kong) Company Limited, which is a wholly owned subsidiary of China Pioneer Pharma Holdings Limited.

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

**Mr. Xinzhou Li (Paul Li) has ceased to be the beneficial owner of more than five percent of the Issuer's common stock.**

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

**Not Applicable.**

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

**Pioneer Pharma (Singapore) Pte. Ltd. is a wholly owned subsidiary of Pioneer Pharma (Hong Kong) Company Limited, which is a wholly owned subsidiary of China Pioneer Pharma Holdings Limited.**

Item 8. Identification and Classification of Members of the Group.

**This filing is on behalf of China Pioneer Pharma Holdings Limited, Pioneer Pharma (Hong Kong) Company Limited, Pioneer Pharma (Singapore) Pte. Ltd., and Mr. Xinzhou Li (Paul Li).**

Item 9. Notice of Dissolution of Group.

**Not Applicable.**

Item 10. Certifications.

**By signing below, I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under § 240.14a-11.**



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## SIGNATURE

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

**November 28, 2013**

(Date)

### **China Pioneer Pharma Holdings Limited**

By: /s/ Xinzhou Li  
Name: **Xinzhou Li (Paul Li)**  
Title: **CEO and Chairman**

### **Pioneer Pharma (Hong Kong) Company Limited**

By: /s/ Xinzhou Li  
Name: **Xinzhou Li (Paul Li)**  
Title: **Director**

### **Pioneer Pharma (Singapore) Pte. Ltd.**

By: /s/ Xinzhou Li  
Name: **Xinzhou Li (Paul Li)**  
Title: **President**

### **Xinzhou Li (Paul Li)**

/s/ Xinzhou Li

**Xinzhou Li (Paul Li)**



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**AGREEMENT REGARDING THE JOINT FILING OF SCHEDULE 13G**

The undersigned hereby agree as follows:

(i) Each of them is individually eligible to use the Schedule 13G to which this Exhibit is attached, and such Schedule 13G is filed on behalf of each of them; and

(ii) Each of them is responsible for the timely filing of such Schedule 13G and any amendments thereto, and for the completeness and accuracy of the information concerning such person contained therein; but none of them is responsible for the completeness or accuracy of the information concerning the other persons making the filing, unless such person knows or has reason to believe that such information is inaccurate.

**Date: November 28, 2013**

**China Pioneer Pharma Holdings Limited**

By: /s/ Xinzhou Li  
Name: **Xinzhou Li (Paul Li)**  
Title: **CEO and Chairman**

**Pioneer Pharma (Hong Kong) Company Limited**

By: /s/ Xinzhou Li  
Name: **Xinzhou Li (Paul Li)**  
Title: **Director**

**Pioneer Pharma (Singapore) Pte. Ltd.**

By: /s/ Xinzhou Li

Name: **Xinzhou Li (Paul Li)**

Title: **President**

**Xinzhou Li (Paul Li)**

/s/ Xinzhou Li

**Xinzhou Li (Paul Li)**