

NAVIDEA BIOPHARMACEUTICALS, INC.

Form 8-K

December 03, 2012

**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 Report (Date of earliest event reported) November 27, 2012

NAVIDEA BIOPHARMACEUTICALS, INC.

(Exact name of registrant as specified in its charter)

Delaware 001-35076 31-1080091
(State or other jurisdiction (Commission (IRS Employer
of incorporation) File Number) Identification No.)

425 Metro Place North, Suite 450, Dublin, Ohio 43017
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code (614) 793-7500

(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 1.01. Entry into a Material Definitive Agreement.

On November 27, 2012, Navidea Biopharmaceuticals, Inc. (the “Company”) entered into a Securities Exchange Agreement (the “Exchange Agreement”) with Platinum Partners Value Arbitrage Fund, L.P. (“Platinum”), pursuant to which Platinum sold, transferred and delivered to the Company 3,001,860 shares of the Company’s common stock, \$0.001 par value, owned by Platinum (the “Platinum Common Stock”), and, in exchange for the Platinum Common Stock, the Company agreed to issue and deliver to Platinum 918 shares of the Company’s Series B Convertible Preferred Stock.

The foregoing description of the terms of the Exchange Agreement is qualified in its entirety by reference to the full text of the Exchange Agreement, a copy of which is attached hereto as Exhibit 10.1 and which is incorporated herein in its entirety by reference.

Item 3.02. Unregistered Sale of Equity Securities.

The contents of Item 1.01 are incorporated by reference into this item. The shares of the Company’s Series B Convertible Preferred Stock issued to Platinum pursuant to the Exchange Agreement were offered and sold to Platinum in a private transaction made in reliance upon exemptions from registration pursuant to Section 4(2) under the Securities Act of 1933, as amended (the “Act”). Platinum is an accredited investor as defined in Rule 501(a) of Regulation D promulgated under the Act, and was fully informed regarding the investment. In addition, neither the Company nor anyone acting on its behalf offered or sold the shares of Series B Convertible Preferred Stock by any form of general solicitation or general advertising.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit

Number Exhibit Description

10.1 Securities Exchange Agreement, dated November 27, 2012, by and between Navidea Biopharmaceuticals, Inc. and Platinum Partners Value Arbitrage Fund, L.P.

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.

Navidea Biopharmaceuticals, Inc.

Date: December 3, 2012 By: /s/ Brent L. Larson
Brent L. Larson, Senior Vice President and
Chief Financial Officer