

NAVIDEA BIOPHARMACEUTICALS, INC.

Form 3

August 22, 2014

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person * Nordlicht Mark (Last) (First) (Middle)  152 WEST 57TH STREET, 4TH FLOOR (Street)  NEW YORK, NY 10019 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 08/12/2014	3. Issuer Name and Ticker or Trading Symbol NAVIDEA BIOPHARMACEUTICALS, INC. [NAVB]	4. Relationship of Reporting Person(s) to Issuer  (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)	5. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
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**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, par value \$0.001 <sup>(1)</sup>	15,006,431	I <sup>(2)</sup>	By: Platinum Partners Value Arbitrage Fund, LP
Common Stock, par value \$0.001 <sup>(1)</sup>	100,000	I <sup>(3)</sup>	By: Platinum Partners Liquid Opportunity Master Fund L.P.

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series B Convertible Preferred Stock <sup>(1)</sup>	Â <sup>(4)</sup>	Â <sup>(4)</sup>	Common Stock, par value \$0.001	10,277,610 <sup>(5)</sup>	\$ 3,270 <sup>(4)</sup>	I <sup>(2)</sup>	By: Platinum Partners Value Arbitrage Fund, LP
Notional Principal Amount Derivative Agreement <sup>(1)</sup>	Â <sup>(6)</sup>	Â <sup>(6)</sup>	Common Stock, par value \$0.001	500,000 <sup>(6)</sup>	\$ 2.5	I <sup>(2)</sup>	By: Platinum Partners Value Arbitrage Fund, LP
Notional Principal Amount Derivative Agreement <sup>(1)</sup>	Â <sup>(6)</sup>	Â <sup>(6)</sup>	Common Stock, par value \$0.001	1,000,000 <sup>(6)</sup>	\$ 3.15	I <sup>(2)</sup>	By: Platinum Partners Value Arbitrage Fund, LP
Notional Principal Amount Derivative Agreement <sup>(1)</sup>	Â <sup>(6)</sup>	Â <sup>(6)</sup>	Common Stock, par value \$0.001	1,500,000 <sup>(6)</sup>	\$ 3.08	I <sup>(2)</sup>	By: Platinum Partners Value Arbitrage Fund, LP
Notional Principal Amount Derivative Agreement <sup>(1)</sup>	Â <sup>(6)</sup>	Â <sup>(6)</sup>	Common Stock, par value \$0.001	2,500,000 <sup>(6)</sup>	\$ 1.92	I <sup>(2)</sup>	By: Platinum Partners Value Arbitrage Fund, LP
Notional Principal Amount Derivative Agreement <sup>(1)</sup>	Â <sup>(6)</sup>	Â <sup>(6)</sup>	Common Stock, par value \$0.001	1,200,000 <sup>(6)</sup>	\$ 1.73	I <sup>(2)</sup>	By: Platinum Partners Value Arbitrage Fund, LP
Call Option (right to buy) <sup>(1)</sup>	02/06/2015	02/06/2015	Common Stock, par value \$0.001	2,700,000	\$ 2	I <sup>(2)</sup>	By: Platinum Partners Value Arbitrage Fund, LP
Put Option (obligation to buy) <sup>(1)</sup>	02/06/2015	02/06/2015	Common Stock, par value \$0.001	2,700,000	\$ 2	I <sup>(2)</sup>	By: Platinum Partners Value Arbitrage Fund, LP
Call Option (right to buy) <sup>(1)</sup>	02/11/2015	02/11/2015	Common Stock, par value \$0.001	1,100,000	\$ 2	I <sup>(2)</sup>	By: Platinum Partners Value Arbitrage Fund, LP
Put Option (obligation to buy) <sup>(1)</sup>	02/11/2015	02/11/2015	Common Stock, par	1,100,000	\$ 2	I <sup>(2)</sup>	By: Platinum Partners Value

			value \$0.001				Arbitrage Fund, LP
Call Option (right to buy) <sup>(1)</sup>	01/17/2015	01/17/2015	Common Stock, par value \$0.001	2,300,000	\$ 2	I <sup>(2)</sup>	By: Platinum Partners Value Arbitrage Fund, LP
Put Option (obligation to buy) <sup>(1)</sup>	01/17/2015	01/17/2015	Common Stock, par value \$0.001	2,300,000	\$ 2	I <sup>(2)</sup>	By: Platinum Partners Value Arbitrage Fund, LP

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Nordlicht Mark 152 WEST 57TH STREET 4TH FLOOR NEW YORK, NY 10019	Â	Â X	Â	Â
Platinum Management (NY) LLC 152 WEST 57TH STREET NEW YORK, NY 10019	Â	Â X	Â	Â
Platinum Partners Value Arbitrage Fund, LP C/O WALKERS CORPORATE SERVICES LIMITED WALKER HOUSE, 87 MARY STREET GEORGETOWN, GRAND CAYMAN, E9 KY1-9002	Â	Â X	Â	Â
LANDESMAN URI 30 00 47TH AVE LONG ISLAND CITY, NY 11101	Â	Â X	Â	Â
Platinum Liquid Opportunity Management (NY) LLC 152 WEST 57TH STREET 4TH FLOOR NEW YORK, NY 10019	Â	Â X	Â	Â
Platinum Partners Liquid Opportunity Master Fund L.P. 152 WEST 57 STREET, 4TH FLOOR NEW YORK, NY 10019	Â	Â X	Â	Â

## Signatures

/s/ Mark Nordlicht

08/22/2014

\*\*Signature of Reporting Person

Date

Platinum Partners Value Arbitrage Fund L.P., By Platinum Management (NY) LLC, as  
Investment Manager, By /s/ Mark Nordlicht, Chief Investment Officer

08/22/2014

\*\*Signature of Reporting Person

Date

08/22/2014

Platinum Partners Liquid Opportunity Master Fund L.P., By Platinum Liquid Opportunity Management (NY) LLC, as Investment Manager, By /s/ Mark Nordlicht, Chief Investment Officer

\_\_Signature of Reporting Person

Date

Platinum Management (NY) LLC, By /s/ Mark Nordlicht, Chief Investment Officer

08/22/2014

\_\_Signature of Reporting Person

Date

Platinum Liquid Opportunity Management (NY) LLC, By /s/ Mark Nordlicht, Chief Investment Officer

08/22/2014

\_\_Signature of Reporting Person

Date

/s/ Uri Landesman

08/22/2014

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) This Form 3 is filed jointly by Platinum Partners Value Arbitrage Fund L.P. ("PPVA"), Platinum Partners Liquid Opportunity Master Fund L.P. ("PPLO"), Platinum Management (NY) LLC ("Platinum Management"), Platinum Liquid Opportunity Management (NY) LLC ("Platinum Liquid Management"), Mark Nordlicht and Uri Landesman (collectively, the "Reporting Persons"). Each of the Reporting Persons may be deemed to be a member of a Section 13(d) group that collectively owns more than 10% of the Issuer's outstanding shares of Common Stock. Each of the Reporting Persons disclaims beneficial ownership of the shares of Common Stock reported herein except to the extent of his or its pecuniary interest therein.

(2) Securities owned directly by PPVA. Each of Platinum Management, as the Investment Manager of PPVA, and Mark Nordlicht and Uri Landesman, as the Chief Investment Officer and President, respectively, of Platinum Management, may be deemed to beneficially own the securities owned directly by PPVA.

(3) Securities owned directly by PPLO. Each of Platinum Liquid Management, as the Investment Manager of PPLO, and Mark Nordlicht and Uri Landesman, as the Chief Investment Officer and President, respectively, of Platinum Liquid Management, may be deemed to beneficially own the securities owned directly by PPLO.

(4) The Series B Convertible Preferred Stock shall automatically convert into Common Stock upon the earlier to occur of: (i) the closing of a firm commitment underwritten public offering of Common Stock pursuant to an effective registration statement under Section 5 of the Securities Act in which the gross case proceeds to the Company (before underwriting discounts, commissions and fees) from such public offering are at least \$10,000,000, or (ii) 180 days following the first trading date upon which the Common Stock equals or exceeds \$7.00 per share, but excluding from such 180-day period any trading day on which the price is less than \$5.00 per share, in each case subject to the limitations of the 9.99% Blocker (described below).

(5) Pursuant to the Certificate of Designations of the Series B Convertible Preferred Stock, each share of Series B Convertible Preferred Stock is convertible into 3,270 shares of Common Stock provided that the conversion would not result in the holder owning more than 9.99% of the Common Stock outstanding at the time of conversion except on 61 days' prior written notice to the Issuer that the holder waives such limitation (the "9.99% Blocker").

(6) Notional principal amount derivative agreements (the "Derivative Agreements") in the form of cash settled swaps entered into by PPVA representing a share equivalent of an aggregate of 6,700,000 shares of Common Stock. The Derivative Agreements provide PPVA with economic results that are comparable to the economic results of ownership of Common Stock payable on each settlement date applicable to the expiration or earlier termination of such Derivative Agreement, but does not provide it with the power to vote or direct the voting or dispose of or direct the disposition of the shares of Common Stock that are the subject of the Derivative Agreement (such shares, the "Subject Shares"). Each of the Reporting Persons disclaims beneficial ownership in the Subject Shares. The counterparty to the Derivative Agreement is an unaffiliated third party financial institution.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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