

NAVIDEA BIOPHARMACEUTICALS, INC.

Form 3

November 09, 2012

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

OMB APPROVAL

OMB Number: 3235-0104

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

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 * | | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Platinum-Montaur Life Sciences, LLC | | | (Month/Day/Year) | NAVIDEA BIOPHARMACEUTICALS, INC. [NAVB] | |
| (Last) | (First) | (Middle) | 08/26/2012 | | |
| 152 WEST 57TH STREET,Â 4TH FLOOR | | | 4. Relationship of Reporting Person(s) to Issuer | | |
| (Street) | | | (Check all applicable) | | |
| NEW YORK,Â NYÂ 10019 | | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | | |
| (City) | (State) | (Zip) | 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 | | |

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 | 7,472,368 | D | Â |

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)

| 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 | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|---|------------------|------------------|--------------|----------------------------|----------|---------------------------------------|---|
| Series W Warrant ⁽¹⁾ | 12/26/2007 | 12/26/2012 | Common Stock | 6,000,000 | \$ 0.32 | D | Â |
| Series X Warrant ⁽²⁾ | 04/16/2008 | 04/16/2013 | Common Stock | 8,333,333 | \$ 0.46 | D | Â |
| Series AA Warrant ⁽³⁾ | 07/24/2009 | 07/24/2014 | Common Stock | 2,400,000 | \$ 0.97 | D | Â |
| Series B Preferred Stock ⁽⁴⁾ | 06/22/2010 | Â ⁽⁵⁾ | Common Stock | 19,685,400 | \$ 3,270 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Platinum-Montaur Life Sciences, LLC 152 WEST 57TH STREET 4TH FLOOR NEW YORK, NY 10019 | Â | Â X | Â | Â |
| Platinum Partners Value Arbitrage Fund, LP 152 WEST 57TH STREET 54TH FLOOR NEW YORK, NY 10019 | Â | Â X | Â | Â |

Signatures

/s/ OLIVER JIMENEZ
11/09/2012

 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) The Series W Warrant provides generally that at no time may a holder of the Series W Warrant exercise the Series W Warrant if the number of shares of Common Stock to be issued pursuant to such exercise would exceed, when aggregated with all other shares of Common Stock owned by such holder at such time, the number of shares of Common Stock which would result in such holder beneficially owning in excess of 4.99% or 9.99% of all of the Common Stock outstanding at such time, except on 61 days' notice by the holder that such holder would like to waive such provision with regard to any or all shares of Common Stock issuable upon exercise of the Series W Warrant. In addition, such provision shall be of no further force or effect during the 61 days immediately preceding the expiration of the term of the Series W Warrant.

(2) The Series X Warrant provides generally that at no time may a holder of the Series X Warrant exercise the Series X Warrant if the number of shares of Common Stock to be issued pursuant to such exercise would exceed, when aggregated with all other shares of Common Stock owned by such holder at such time, the number of shares of Common Stock which would result in such holder beneficially owning in excess of 4.99% or 9.99% of all of the Common Stock outstanding at such time, except on 61 days' notice by the holder that such holder would like to waive such provision with regard to any or all shares of Common Stock issuable upon exercise of the Series X Warrant. In addition, such provision shall be of no further force or effect during the 61 days immediately preceding the expiration of the term of the Series X Warrant.

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- (3) The Series AA Warrant provides generally that at no time may a holder of the Series AA Warrant exercise the Series AA Warrant if the number of shares of Common Stock to be issued pursuant to such exercise would exceed, when aggregated with all other shares of Common Stock owned by such holder at such time, the number of shares of Common Stock which would result in such holder beneficially owning in excess of 4.99% or 9.99% of all of the Common Stock outstanding at such time, except on 61 days' notice by the holder that such holder would like to waive such provision with regard to any or all shares of Common Stock issuable upon exercise of the Series AA Warrant. In addition, such provision shall be of no further force or effect during the 61 days immediately preceding the expiration of the term of the Series AA Warrant.

- (4) The certificate of designation of the Series B Preferred Stock provides generally that at no time may a holder of shares of Series B Preferred Stock convert shares of the Series B Preferred Stock if the number of shares of Common Stock to be issued pursuant to such conversion would exceed, when aggregated with all other shares of Common Stock owned by such holder at such time, the number of shares of Common Stock which would result in such holder beneficially owning more than 9.99% of all of the Common Stock outstanding at such time, except on 61 days' notice by the holder that such holder would like to waive such provision with regard to any or all shares of Common Stock issuable upon conversion of Series B Preferred Stock.

- (5) No expiration date.

Â

Remarks:

This Form 3 is filed by Platinum-Montaur Life Sciences, LLC and Platinum Partners Value Arbitrage

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.