

LIGHTPATH TECHNOLOGIES INC

Form 4

February 05, 2010

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT OF CHANGES IN 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

## OMB APPROVAL

OMB  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
LEEBURG LOUIS

2. Issuer Name **and** Ticker or Trading  
Symbol  
LIGHTPATH TECHNOLOGIES  
INC [LPTH]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
2603 CHALLENGER TECH  
CT, SUITE 100  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/04/2010

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

ORLANDO, FL 32826

4. If Amendment, Date Original  
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             |                          | (A)<br>or<br>(D)                                                           |                                                                                                                    |                                                                      |                                                                   |
|                                       |                                         |                                                             |                          | Code V Amount (D) Price                                                    |                                                                                                                    |                                                                      |                                                                   |
| Class A<br>Common                     |                                         |                                                             |                          |                                                                            | 16,162                                                                                                             | D                                                                    |                                                                   |

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
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SEC 1474  
(9-02)

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

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| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and Expiration<br>Date<br>(Month/Day/Year) | 7. Title and<br>Underlying<br>(Instr. 3 and |                           |                 |                   |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------|---------------------------|-----------------|-------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                            | (A)                                                            | (D)                                         | Date Exercisable          | Expiration Date | Title             |
| Non-qualified<br>stock option                       | \$ 2.41                                                               |                                         |                                                             |                                         |                                                                                                              |                                                                |                                             | 11/10/2006                | 11/10/2015      | Class A<br>Common |
| Non-qualified<br>stock option                       | \$ 2.41                                                               |                                         |                                                             |                                         |                                                                                                              |                                                                |                                             | 11/10/2007                | 11/10/2015      | Class A<br>Common |
| Non-qualified<br>stock option                       | \$ 2.41                                                               |                                         |                                                             |                                         |                                                                                                              |                                                                |                                             | 11/10/2008                | 11/10/2015      | Class A<br>Common |
| Restricted<br>stock unit                            | \$ 0 <sup>(1)</sup>                                                   |                                         |                                                             |                                         |                                                                                                              |                                                                |                                             | 11/10/2006 <sup>(2)</sup> | 11/10/2015      | Class A<br>Common |
| Restricted<br>stock unit                            | \$ 0 <sup>(1)</sup>                                                   |                                         |                                                             |                                         |                                                                                                              |                                                                |                                             | 11/10/2007 <sup>(2)</sup> | 11/10/2015      | Class A<br>Common |
| Restricted<br>stock unit                            | \$ 0 <sup>(1)</sup>                                                   |                                         |                                                             |                                         |                                                                                                              |                                                                |                                             | 11/10/2008 <sup>(2)</sup> | 11/10/2015      | Class A<br>Common |
| Restricted<br>stock unit <sup>(3)</sup>             | \$ 0 <sup>(1)</sup>                                                   |                                         |                                                             |                                         |                                                                                                              |                                                                |                                             | 11/20/2004 <sup>(2)</sup> | 10/20/2014      | Class A<br>Common |
| Restricted<br>stock unit                            | \$ 0 <sup>(1)</sup>                                                   |                                         |                                                             |                                         |                                                                                                              |                                                                |                                             | 11/20/2005 <sup>(2)</sup> | 10/20/2014      | Class A<br>Common |
| Restricted<br>stock unit                            | \$ 0 <sup>(1)</sup>                                                   |                                         |                                                             |                                         |                                                                                                              |                                                                |                                             | 11/20/2006 <sup>(2)</sup> | 10/20/2014      | Class A<br>Common |
| Restricted<br>stock unit                            | \$ 0 <sup>(1)</sup>                                                   |                                         |                                                             |                                         |                                                                                                              |                                                                |                                             | 10/27/2007 <sup>(2)</sup> | 10/27/2016      | Class A<br>Common |
| Restricted<br>stock unit                            | \$ 0 <sup>(1)</sup>                                                   |                                         |                                                             |                                         |                                                                                                              |                                                                |                                             | 10/27/2008 <sup>(2)</sup> | 10/27/2016      | Class A<br>Common |
| Restricted<br>stock unit                            | \$ 0 <sup>(1)</sup>                                                   |                                         |                                                             |                                         |                                                                                                              |                                                                |                                             | 10/27/2009 <sup>(2)</sup> | 10/27/2016      | Class A<br>Common |
| Restricted<br>stock unit                            | \$ 0                                                                  |                                         |                                                             |                                         |                                                                                                              |                                                                |                                             | <sup>(4)</sup>            | 11/06/2017      | Class A<br>Common |
| 8%<br>Convertible<br>debenture                      | \$ 1.4                                                                |                                         |                                                             |                                         |                                                                                                              |                                                                |                                             | 08/01/2008                | 08/01/2011      | Class A<br>Common |
| Common<br>stock warrant                             | \$ 1.68                                                               |                                         |                                                             |                                         |                                                                                                              |                                                                |                                             | 08/01/2008                | 08/01/2013      | Class A<br>Comon  |
| Common<br>stock warrant                             | \$ 1.89                                                               |                                         |                                                             |                                         |                                                                                                              |                                                                |                                             | 08/01/2008                | 08/01/2013      | Class A<br>Common |

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|                                     |         |            |   |        |            |                           |                |
|-------------------------------------|---------|------------|---|--------|------------|---------------------------|----------------|
| Restricted stock unit               | \$ 0    |            |   |        | 10/30/2009 | 10/30/2011 <sup>(5)</sup> | Class A Common |
| Common stock warrant <sup>(6)</sup> | \$ 0.87 | 12/31/2008 | C | 3,158  | 12/31/2008 | 12/31/2013                | Class A Common |
| Restricted Stock Unit               | \$ 0    | 02/04/2010 | A | 15,000 | 02/04/2011 | 02/04/2013                | Class A Common |

## Reporting Owners

| Reporting Owner Name / Address                                             | Relationships |           |         |       |
|----------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                            | Director      | 10% Owner | Officer | Other |
| LEEBURG LOUIS<br>2603 CHALLENGER TECH CT<br>SUITE 100<br>ORLANDO, FL 32826 | X             |           |         |       |

## Signatures

/s/ Louis  
Leeburg

02/05/2010

    Signature of  
Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(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) Restricted stock units convert at a 1-10-1 ratio Class A Common
- (2) The Reporting person shall be eligible to electively receive one share of Class A Common for each restricted stock unit at this date subject to continued employment
- (3) Granted as vested in lieu of grant in poor year
- (4) These restricted shares vest over four years.
- (5) These restricted shares vest over 3 years.
- (6) These warrants were issued per amendment number 1 to the 8% senior debentures.

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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