

LIGHTPATH TECHNOLOGIES INC  
 Form 3/A  
 January 18, 2006

**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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Shadow Capital, LLC		(Month/Day/Year)	LIGHTPATH TECHNOLOGIES INC [LPTH]	
(Last)	(First)	(Middle)	06/01/2005	
3601 SW 29TH STREET		4. Relationship of Reporting Person(s) to Issuer		
(Street)		(Check all applicable)		
TOPEKA,Â KSÂ 66614		5. If Amendment, Date Original Filed(Month/Day/Year)		
(City)	(State)	(Zip)	06/10/2005	
1. Title of Security		6. Individual or Joint/Group Filing(Check Applicable Line)		
(Instr. 4)		_X_ Form filed by One Reporting Person		
Class A Common Stock		___ 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)
Class A Common Stock	419,565	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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

**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 Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Title	Amount or Number of		

				Shares		(I) (Instr. 5)	
Warrants <sup>(1)</sup>	03/01/2006	06/01/2010	Class A Common Stock	133,320	\$ 4.3	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Shadow Capital, LLC 3601 SW 29TH STREET TOPEKA, KS 66614	Â	Â X	Â	Â

## Signatures

/s/ B. Kent  
Garlinghouse

01/12/2006

<sup>\*\*</sup>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 is being amended to include the warrants, which were inadvertently omitted from the Form 3 filed on June 10, 2005.

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.