

LIGHTPATH TECHNOLOGIES INC

Form 4

April 12, 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 *
GAYNOR JOSEPH J JR

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
COURT, SUITE 100**

3. Date of Earliest Transaction
(Month/Day/Year)
04/08/2010

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

(Street)
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 Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class A Common	04/08/2010		A		2,273	A	\$ 2.2
							12,252
							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 Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and A Underlying S (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Non-qualified stock option	\$ 3.47 ⁽²⁾							07/24/2008	07/24/2016	Class A Common
Non-qualified stock option	\$ 4.8 ⁽¹⁾							10/27/2007	10/27/2016	Class A Common
Incentive stock option	\$ 3.05							11/06/2008 ⁽¹⁾	11/06/2017	Class A Common
Incentive stock option	\$ 2.1							01/31/2009 ⁽¹⁾	01/31/2018	Class A Common
8% Convertible Debt	\$ 1.4							08/01/2008	08/01/2011	Class A Common
Common stock warrant	\$ 1.68							08/01/2008	08/01/2013	Class A Common
Common stock warrant	\$ 1.89							08/01/2008	08/01/2013	Class A Common
Common stock warrant ⁽³⁾	\$ 0.87							12/31/2008	12/31/2013	Class A Common
Common stock option	\$ 2.66	02/04/2010	02/04/2011 ⁽¹⁾	A		50,000		02/04/2011	02/04/2020	Class A Common
Common stock warrant	\$ 2.48	04/08/2010		A		228		10/08/2010	10/08/2015	Class A Common

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GAYNOR JOSEPH J JR 2603 CHALLENGER TECH COURT SUITE 100 ORLANDO, FL 32826	X		Preident & CEO	

Signatures

/s/ Joseph James
Gaynor

04/12/2010

__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) Vests over 4 years.
- (2) These stock options vest over two years.
- (3) These warrants were issued pursuant to amendment #1 to 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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