

LIGHTPATH TECHNOLOGIES INC
Form 8-K
November 17, 2008

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934.

Date of Report: November 17, 2008
(Date of earliest event reported)

LightPath Technologies Inc.
(Exact name of registrant as specified in its charter)

FL

**(State or other jurisdiction
of incorporation) 000-27548**

(Commission File Number) 86-0708398

(IRS Employer

Identification Number)

2603 Challenger Tech CT #100

(Address of principal executive offices) 32826

(Zip Code)

407-382-4003

(Registrant's telephone number, including area code)

Not Applicable

(Former Name or Former Address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 3.01. Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing

LightPath Technologies received a letter from The Nasdaq Listing Qualifications Director of The Nasdaq Stock Market, LLC on November 14, 2008, notifying LightPath that it is in compliance with the previously reported listing deficiencies and the matter is now closed. The letter from the Nasdaq staff stated that based on LightPath's most recent Quarterly Report Form 10-Q for the period ended September 30, 2008, Nasdaq has determined that LightPath's stockholders' equity complies with the minimum \$2.5 million requirement for continued listing on The Nasdaq Capital Market set forth in Marketplace Rule 4310(c)(3). Accordingly, Nasdaq has informed LightPath that it has regained compliance with Marketplace Rule 4310(c)(3). A copy of the press release issued on November 17, 2008 is attached as an exhibit to this filing.

Item 9.01. Financial Statements and Exhibits

(a) Financial statements:

None

(b) Pro forma financial information:

None

(c) Shell company transactions:

None

(d) Exhibits

99.1 Press Release of LightPath Technologies Inc. dated November 17, 2008

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: November 17, 2008

LIGHTPATH TECHNOLOGIES INC.

By: /s/ Dorothy M Cipolla

Dorothy M Cipolla

CFO

Exhibit Index **Exhibit No.** **Description** 99.1 Press Release of LightPath Technologies Inc. dated November 17, 2008