

LIGHTPATH TECHNOLOGIES INC  
Form 8-K  
February 11, 2005

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**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 (Date Of Earliest Event Reported): 02/10/2005**

**LIGHTPATH TECHNOLOGIES INC**  
(Exact Name of Registrant as Specified in its Charter)

**Commission File Number: 000-27548**

**DE**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**86-0708398**  
(I.R.S. Employer  
Identification No.)

**2603 Challenger Tech Ct. , Suite 100, Orlando, FL 32826**  
(Address of Principal Executive Offices, Including Zip Code)

**407-382-4003**  
(Registrant's Telephone Number, Including Area Code)

(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(17CFR240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act(17CFR240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act(17CFR240.13e-4(c))
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Items to be Included in this Report

**Item 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers**

(b) On February 9, 2005, Mr. James Adler, Jr. resigned from the Board of Directors of LightPath Technologies, Inc. (the "Company") effective immediately, as announced in the Company's press release attached as Exhibit 99.1 to this Current Report.

(c) On February 9, 2005, the Company's Board of Directors elected Mr. Khan to fill the vacancy on the Board created by Mr. Adler's resignation therefrom. Mr. Khan will occupy a Class I board seat effective February 9, 2005, as announced in the Company's press release attached as Exhibit 99.1 to this Current Report.

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**Signature(s)**

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.

LIGHTPATH TECHNOLOGIES INC

Date: February 10, 2005.

By: /s/ Kenneth Brizel

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Kenneth Brizel  
CEO, President and Acting CFO

**Exhibit Index**

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
EX-99.1	LightPath Technologies' Board elects Agere's Sohail Khan to its Board of Directors