

LIGHTPATH TECHNOLOGIES INC  
 Form 4  
 October 31, 2008

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**RIPP ROBERT**

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)  
**10/30/2008**

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 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 Indirect Beneficial Ownership (Instr. 4)
Class A Common				(A) Amount (D) Price	7,812	I	Trust-Children (1)
Class A Common				(A) Amount (D) Price	170,244	D	

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

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SEC 1474 (9-02)

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

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 Underlying (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Common Stock Warrant (Right to buy)	\$ 3.2					01/05/2004	09/30/2013	Class A Common
Common Stock Warrant (Right to buy)	\$ 48					11/05/1999	11/10/2009	Class A Common
Common Stock Warrant (Right to buy)	\$ 48					11/05/1999	11/10/2009	Class A Common
Restricted Stock Unit <sup>(4)</sup>	\$ 0 <sup>(2)</sup>					10/20/2004 <sup>(3)</sup>	10/20/2014	Class A Common
Restricted Stock Unit	\$ 0 <sup>(2)</sup>					10/20/2005 <sup>(3)</sup>	10/20/2014	Class A Common
Restricted Stock Unit	\$ 0 <sup>(2)</sup>					10/20/2006 <sup>(3)</sup>	10/20/2014	Class A Common
Non-qualified stock option	\$ 2.41 <sup>(2)</sup>					11/10/2006 <sup>(3)</sup>	11/10/2015	Class A Common
Non-qualified stock option	\$ 2.41 <sup>(2)</sup>					11/10/2007	11/10/2015	Class A Common
Non-qualified stock option	\$ 2.41 <sup>(2)</sup>					11/10/2008	11/10/2015	Class A Common
Restricted Stock Unit	\$ 0 <sup>(2)</sup>					11/10/2006 <sup>(3)</sup>	11/10/2015	Class A Common
Restricted Stock Unit	\$ 0 <sup>(2)</sup>					11/10/2007 <sup>(3)</sup>	11/10/2015	Class A Common
Restricted Stock Unit	\$ 0 <sup>(2)</sup>					10/10/2008 <sup>(3)</sup>	11/10/2015	Class A Common
Restricted Stock Unit	\$ 0 <sup>(2)</sup>					10/27/2007 <sup>(3)</sup>	10/27/2016	Class A Common
Restricted Stock Unit	\$ 0 <sup>(2)</sup>					10/27/2008 <sup>(3)</sup>	10/27/2016	Class A Common

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Restricted Stock Unit	\$ 0 <sup>(2)</sup>				10/27/2009 <sup>(3)</sup>	10/27/2016	Class A Common
Restricted Stock Unit	\$ 0				<sup>(5)</sup>	11/06/2017	Class A Common
Non-qualified stock option	\$ 1.86				<sup>(5)</sup>	02/01/2018	Class A Common
8% Convertible debenture	\$ 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
Restricted stock unit	\$ 0	10/30/2008	A	15,000	10/30/2009	10/30/2011 <sup>(6)</sup>	Class A Common

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RIPP ROBERT 2603 CHALLENGER TECH CT SUITE 100 ORLANDO, FL 32826		X		

## Signatures

/s/ Robert Ripp                      10/30/2008  
 \*\*Signature of                      Date  
 Reporting Person

## 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) The reporting person disclaim beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the Securities for purposes of Section 16 or any other purpose
- (2) Restricted stock units convert at a 1-to-1 ratio to Class A Common
- (3) 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
- (4) Granted as vested in lieu of grant in prior year
- (5) These shares vest over four years.
- (6) These shares vest over three years.

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.