

KHAN SOHAIL A
Form 4
October 31, 2011

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
KHAN SOHAIL A

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)
10/27/2011

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

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (D) Price			

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
displays a currently valid OMB control
number.**

SEC 1474
(9-02)

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

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Underlying s
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		(Instr. 3 and		
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Non-qualified stock option	\$ 2.77						11/10/2006	11/10/2015	Class A Common
Non-qualified stock option	\$ 2.77						11/10/2007	11/10/2015	Class A Common
Non-qualified stock option	\$ 2.77						11/10/2008	11/10/2015	Class A Common
Restricted stock unit	\$ 0 <u>(1)</u>						11/10/2006 ⁽²⁾	11/10/2015	Class A Common
Restricted stock unit	\$ 0 <u>(1)</u>						11/10/2007 ⁽²⁾	11/10/2015	Class A Common
Restricted stock unit	\$ 0 <u>(1)</u>						11/10/2008 ⁽²⁾	11/10/2015	Class A Common
Restricted stock unit	\$ 0 <u>(1)</u>						02/09/2006 ⁽²⁾	02/09/2015	Class A Common
Restricted stock unit	\$ 0 <u>(1)</u>						02/09/2007 ⁽²⁾	02/09/2015	Class A Common
Restricted stock unit	\$ 0 <u>(1)</u>						10/27/2007	10/27/2016	Class A Common
Restricted stock unit	\$ 0 <u>(1)</u>						10/27/2008	10/27/2016	Class A Common
Restricted stock unit	\$ 0 <u>(1)</u>						10/27/2009	10/27/2016	Class A Common
Restricted stock unit	\$ 0						11/06/2011 ⁽³⁾	11/06/2011	Class A Common
Restricted stock unit	\$ 0						10/30/2009	10/30/2011 ⁽⁴⁾	Class A Common
Restricted Stock Unit	\$ 0						02/04/2011 ⁽⁴⁾	02/04/2013	Class A Common
Restricted stock unit	\$ 0						11/03/2011 ⁽⁴⁾	11/03/2013	Class A Common
Restricted stock unit	\$ 0	10/27/2011	A		29,000		10/27/2012 ⁽⁴⁾	10/27/2014	Class A Common

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KHAN SOHAIL A 2603 CHALLENGER TECH COURT SUITE 100 ORLANDO, FL 32826	X			

Signatures

/s/ Sohail Khan 10/31/2011

 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) Restricted stock units convert at a 1-to-1 ratio to Class A Common
- (2) 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
- (3) These restricted stock units vest over four years.
- (4) These shares vest over 3 years.

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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