

BRUECK STEVEN R J  
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

OMB  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
BRUECK STEVEN R J

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

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. 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)
				(A) or (D)			
				Code V Amount (D) Price			
Class A Common <sup>(3)</sup> <u>(6)</u>					12,451	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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number.**

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 Underlying (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	11/10/2015	Class A Common
Restricted stock unit	\$ 0 <u>(1)</u>							11/10/2007	11/10/2015	Class A Common
Restricted stock unit	\$ 0 <u>(1)</u>							11/10/2008	11/10/2015	Class A Common
Restricted stock unit	\$ 0 <u>(1)</u>							10/20/2004	10/20/2014	Class A Common
Restricted stock unit	\$ 0 <u>(1)</u>							10/20/2005	10/20/2014	Class A Common
Restricted stock unit	\$ 0 <u>(1)</u>							10/20/2006	10/20/2014	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 <u>(1)</u>							<u>(2)</u>	11/06/2017	Class A Common
8% Convertible debenture	\$ 1.54							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 <sup>(1)</sup>				10/30/2009	10/30/2011 <sup>(4)</sup>	Class A Common
Common Stock Warrant <sup>(5)</sup>	\$ 0.87				12/31/2008	12/31/2013	Class A Common
Restricted Stock Unit	\$ 0				02/04/2010 <sup>(4)</sup>	02/04/2013	Class A Common
Restricted stock unit	\$ 0				11/03/2011 <sup>(4)</sup>	11/03/2013	Class A Common
Restricted stock unit	\$ 0	10/27/2011	A	29,000	10/27/2012 <sup>(4)</sup>	10/27/2014	Class A Common

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BRUECK STEVEN R J 2603 CHALLENGER TECH CT SUITE 100 ORLANDO, FL 32826	X			

## Signatures

/s/ Dr. Steven R. J.  
Brueck

10/31/2011

                     \*\*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) Restricted stock units convert at a 1-to-1 ratio to Class A Common
- (2) These restricted stock units vest over 4 years.
- (3) These shares are held in the Steven R. J. Cynthia H. Brueck Revocable Trust UTA dtd. 3-14-1991.
- (4) These restricted stock units vest over three years.
- (5) These warrants were issued pursuant to amendment #1 to 8% convertible debentures.
- (6) These shares are an annual interest payment on convertible 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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