

LIGHTPATH TECHNOLOGIES INC  
 Form 4  
 March 27, 2013

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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 \*  
**LEEBOURG LOUIS**

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)  
**03/25/2013**

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 Ownership (Instr. 4)	
				Code V	Amount	(A) or (D)	Price	
Class A Common Stock	03/25/2013		C	12,176	A	\$ 1.54	35,062	D
Class A Common Stock	03/25/2013		J	11,559	A	\$ 0 (1)	46,621	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)

number.

**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 Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
8% Convertible debenture	\$ 1.54	03/25/2013		C	\$ 18,750	08/01/2008 08/01/2013	Class A Common	12,17

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

LEEBURG LOUIS  
2603 CHALLENGER TECH CT  
SUITE 100  
ORLANDO, FL 32826

X

## Signatures

/s/ Louis  
Leeburg

03/27/2013

\_\_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).

These shares of common stock were issued in connection with the conversion of the 8% Senior Secured Convertible Debentures due August 1, 2013 issued by LightPath Technologies, Inc, in favor of certain holders (the "Debentures"). The holders of the Debentures were offered additional shares of common stock to convert the Debentures prior to the maturity date in order to compensate the holders for the difference between the conversion price of the Debentures, or \$1.54 per share, and the closing bid price of the common stock reported on the NASDAQ Capital Market on March 23, 2013, or \$0.79 per share.

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.