

ADVANCED PHOTONIX INC

Form 425

March 05, 2015

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 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): March 5, 2015

Advanced Photonix, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

1-11056

(Commission File Number)

33-0325826

(IRS Employer
Identification No.)

2925 Boardwalk

Ann Arbor, Michigan 48104

(Address of principal executive offices, including zip code)

(734) 864-5600

(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 (see General Instruction A.2. below):

☒ 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 (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 8.01. Other Events.

On Thursday, March 5, 2015, Advanced Photonix, Inc. (the “Company” or “API”) issued a press release announcing an update as to the timing of the proposed merger of the Company with API Merger Sub, Inc., a Delaware corporation and wholly owned subsidiary of Luna Innovations Incorporated, a Delaware corporation. A copy of the press release (“Press Release”) is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit

Exhibit

Number

99.1 Press Release of Advanced Photonix, Inc. dated March 5, 2015

SIGNATURES

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.

ADVANCED PHOTONIX, INC.

By: /s/ Jeff Anderson
Jeff Anderson, Chief Financial Officer

Date: March 5, 2015

EXHIBIT INDEX

Exhibit Number	Exhibit Description
99.1	Press Release of Advanced Photonix, Inc.dated March 5, 2015