

GAYNOR JOSEPH J JR

Form 4

October 26, 2012

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 *
GAYNOR JOSEPH J JR

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)

3. Date of Earliest Transaction

(Month/Day/Year)

10/25/2012

☐ Director

☐ 10% Owner

☒ Officer (give title below) ☐ Other (specify below)

President & CEO

2603 CHALLENGER TECH
COURT, SUITE 100

(Street)

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

ORLANDO, FL 32826

(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) or (D)	14,432	D	

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

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information contained in this form are not
required to respond unless the form
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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 Amount Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Underlying Securities
Non-qualified stock option	\$ 3.47 ⁽²⁾							07/24/2008	07/24/2016	Class A Common	1,000,000
Non-qualified stock option	\$ 4.8 ⁽¹⁾							10/27/2007	10/27/2016	Class A Common	2,000,000
Incentive stock option	\$ 3.05							11/06/2008 ⁽¹⁾	11/06/2017	Class A Common	1,000,000
Incentive stock option	\$ 2.1							01/31/2009 ⁽¹⁾	01/31/2018	Class A Common	3,000,000
8% Convertible Debt	\$ 1.4							08/01/2008	08/01/2011	Class A Common	1,000,000
Common stock warrant	\$ 1.68							08/01/2008	08/01/2013	Class A Common	1,000,000
Common stock warrant	\$ 1.89							08/01/2008	08/01/2013	Class A Common	1,000,000
Common stock warrant ⁽³⁾	\$ 0.87							12/31/2008	12/31/2013	Class A Common	1,000,000
Common stock option	\$ 2.66							02/04/2011 ⁽¹⁾	02/04/2020	Class A Common	5,000,000
Common stock warrant	\$ 2.48							10/08/2010	10/08/2015	Class A Common	1,000,000
incentive stock option	\$ 2.69							11/03/2011 ⁽¹⁾	11/03/2020	Class A Common	2,000,000
Incentive stock option	\$ 1.39							10/27/2012 ⁽¹⁾	10/27/2021	Class A Common	4,000,000
Incentive stock option	\$ 0.98	10/25/2012		A		40,000		10/25/2013 ⁽¹⁾	10/25/2022	Class A Common	4,000,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Reporting Owners

GAYNOR JOSEPH J JR
2603 CHALLENGER TECH COURT
SUITE 100
ORLANDO, FL 32826

X

President & CEO

Signatures

/s/ Joseph James
Gaynor

10/26/2012

__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) Vests over 4 years.

(2) These stock options vest over two years.

(3) These warrants were issued pursuant to amendment #1 to 8% senior 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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