

LIGHTPATH TECHNOLOGIES INC  
 Form 4  
 September 04, 2008

**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 \*  
 MAGOS JAMES L

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)  
 C/O 2603 CHALLENGER TECH CT, SUITE 100  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 09/02/2008

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 SVP - SALES

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
|                                 |                                      |  |                                | Code  | V   | Amount   |                                   |
| Class A Common <sup>(1)</sup>   |                                      |  |                                |   | 6,900   | D  |                                   |
| Class A Common <sup>(1)</sup>   |                                      |  |                                |   | 7,500   | D  |                                   |
| Class A Common <sup>(1)</sup>   |                                      |  |                                |   | 5,000   | D  |                                   |
| Class A Common <sup>(4)</sup>   |                                      |  |                                |   | 48  | 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 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 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) |                |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title          | Amount or Number of Shares |
| Non-qualified stock option                 | \$ 2.8   |                                      |  |                                |   | 08/05/2008   | 08/05/2015  | Class A Common | 3,214                      |
| Non-qualified stock option                 | \$ 4.42  |                                      |  |                                |   | 10/20/2005   | 10/20/2014  | Class A Common | 4,000                      |
| Incentive Stock Option                     | \$ 4.88  |                                      |  |                                |   | 01/27/2007   | 01/27/2016  | Class A Common | 1,000                      |
| Incentive Stock Option                     | \$ 4.88  |                                      |  |                                |   | 01/27/2008   | 01/27/2016  | Class A Common | 1,000                      |
| Incentive Stock Option                     | \$ 4.8 <sup>(2)</sup>                                  |                                      |  |                                |   | 10/27/2007   | 10/27/2016  | Class A Common | 20,000                     |
| Incentive stock option                     | \$ 3.05  |                                      |  |                                |   | <sup>(2)</sup>   | 11/06/2017  | Class A Common | 10,000                     |
| Incentive stock option                     | \$ 3.05  |                                      |  |                                |   | <sup>(3)</sup>   | 11/06/2017  | Class A Common | 10,000                     |
| Convertible debentures                     | \$ 1.4   |                                      |  |                                |   | 08/01/2008   | 08/01/2011  | Class A Common | 3,247                      |
| Common stock warrant                       | \$ 1.68  |                                      |  |                                |   | 08/01/2008   | 08/01/2013  | Class A Common | 1,055                      |
| Common stock warrant                       | \$ 1.89  |                                      |  |                                |   | 08/01/2008   | 08/01/2013  | Class A Common | 568                        |
| Restricted stock unit                      | \$ 0   |                                      |  |                                |   | 08/11/2005   | 08/11/2013  | Class A Common | 5,000                      |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |             |       |
|--|---------------|-----------|-------------|-------|
|  | Director      | 10% Owner | Officer     | Other |
| MAGOS JAMES L<br>C/O 2603 CHALLENGER TECH CT<br>SUITE 100<br>ORLANDO, FL 32826 |               |           | SVP - SALES |       |

## Signatures

|                                    |            |
|------------------------------------|------------|
| /s/ James L.<br>Magos              | 09/04/2008 |
| **Signature of<br>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 award vested over 2 years
  - (2) Vests over four years
  - (3) These options vest if target gross margin and cash flows are met.
  - (4) These shares were issued in prepayment of interest due on 10-1-08 for \$5,000 of 8% 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. 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.