

LUNA INNOVATIONS INC
Form SC 13G/A
February 14, 2014

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

SCHEDULE 13G
UNDER THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No. 4)*

LUNA INNOVATIONS INCORPORATED

(Name of Issuer)

COMMON STOCK

(Title of Class of Securities)

550351100

(CUSIP Number)

DECEMBER 31, 2013

(Date of Event Which Requires Filing of This Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 55035110

1. Name of Reporting Persons

Kent A. Murphy

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3. SEC USE ONLY

4. Citizenship or Place of Organization

United States

5. Sole Voting Power

Number of

2,888,268

Shares 6. Shared Voting Power

Beneficially

Owned by 0

7. Sole Dispositive Power

Each

Reporting

2,888,268

Person 8. Shared Dispositive Power

With:

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

2,888,268¹

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

19.8%²

12. Type of Reporting Person (See Instructions)

IN

- ¹ This total is comprised of (i) 2,810,386 shares of common stock held of record as of December 31, 2013 and (ii) 77,882 shares of common stock issuable upon the exercise of options held by the reporting person that are exercisable within 60 days of December 31, 2013. Subsequent to December 31, 2013, the reporting person has sold a total of approximately 2.8 million shares of common stock and beneficially owns less than 1% of the Issuer's outstanding common stock as of the date hereof.
- ² This percentage is calculated based upon 14,527,335 shares of the Issuer's common stock outstanding as of December 31, 2013, as provided to the reporting person by the Issuer, as adjusted for the additional securities beneficially owned by the reporting person as described in footnote 1 above.

Item 1.

- (a) Name of Issuer
Luna Innovations Incorporated
- (b) Address of Issuer's Principal Executive Offices
1 Riverside Circle, Suite 400
Roanoke, Virginia 24016

Item 2.

- (a) Name of Person Filing
Kent A. Murphy
- (b) Address of Principal Business Office or, if none, Residence
614 Coaling Road
Troutville, Virginia 24175
- (c) Citizenship
United States
- (d) Title of Class of Securities
Common Stock
- (e) CUSIP Number
550351100

Item 3. If this statement is filed pursuant to §§240.13d-1(b), or 240.13d-2(b) or (c), check whether the person filing is a:

Not applicable.

Item 4. Ownership

- (a) Amount Beneficially Owned: 2,888,268
- (b) Percent of Class: 19.8%
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote: 2,888,268
 - (ii) Shared power to vote or to direct the vote: 0
 - (iii) Sole power to dispose or to direct the disposition of: 2,888,268
 - (iv) Shared power to dispose or to direct the disposition of: 0

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following x.

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.

Not applicable.

Item 8. Identification and Classification of Members of the Group

Not applicable.

Item 9. Notice of Dissolution of a Group

Not applicable.

Item 10. Certification

Not applicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 14, 2014

By: /s/ Kent A. Murphy

Name: Kent A. Murphy

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