

LIGHTPATH TECHNOLOGIES INC
 Form 3
 May 03, 2016

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * Â Dunham Craig T (Last) (First) (Middle) | 2. Date of Event Requiring Statement (Month/Day/Year) 04/28/2016 | 3. Issuer Name and Ticker or Trading Symbol LIGHTPATH TECHNOLOGIES INC [LPTH] | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | 5. If Amendment, Date Original Filed(Month/Day/Year) |
|------------------------------------------------------------------------------------------|------------------------------------------------------------------------|----------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------|

LIGHTPATH TECHNOLOGIES, INC., Â 2603 CHALLENGER TECH CT, SUITE 100
 (Street)

ORLANDO, Â FL Â 32826
 (City) (State) (Zip)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

| | | | |
|------------------------------------|----------------------------------------------------------|-------------------------------------------------------------------|----------------------------------------------------------|
| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|----------------------------------------------------------|-------------------------------------------------------------------|----------------------------------------------------------|

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| | | | | | |
|-----------------------------------------------|-------------------------------------------------------------|--------------------------------------------------------------------------------|-----------------------------------------------|-------------------------------------------|----------------------------------------------------------|
| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|-----------------------------------------------|-------------------------------------------------------------|--------------------------------------------------------------------------------|-----------------------------------------------|-------------------------------------------|----------------------------------------------------------|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|------------------------|------------------|-----------------|----------------------|----------------------------|----------|---------------------------------------|---|
| Restricted stock units | 10/29/2016 | Â (1) | Class A common stock | 33,785 | \$ 0 (2) | D | Â |
| Restricted stock units | 10/30/2015 | Â (3) | Class A common stock | 36,500 | \$ 0 (2) | D | Â |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Dunham Craig T
 LIGHTPATH TECHNOLOGIES, INC.
 2603 CHALLENGER TECH CT, SUITE 100
 ORLANDO, FL 32826

Â X Â Â Â

Signatures

/s/Dorothy M Cipolla,
 attorney-in-fact

05/03/2016

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

The restricted stock units vest equally over a three-year period beginning on October 29, 2016. Mr. Dunham has elected to defer receipt of the shares until he is no longer on the board of directors. Any unvested restricted stock units will immediately vest upon Mr. Dunham leaving the board.

(2) Each restricted stock unit represents a contingent right to receive one share of Class A common stock.

The restricted stock units vest equally over a three-year period beginning on October 30, 2015. Mr. Dunham has elected to defer receipt of the shares until he is no longer on the board of directors. Any unvested restricted stock units will immediately vest upon Mr. Dunham leaving the board.

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.