

LIGHTPATH TECHNOLOGIES INC  
 Form 4  
 October 31, 2011

**FORM 4**

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

OMB APPROVAL

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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 \*  
**RIPP ROBERT**

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)  
**2603 CHALLENGER TECH CT, SUITE 100**

3. Date of Earliest Transaction (Month/Day/Year)  
**10/27/2011**

Director  10% Owner  
 Officer (give title below)  Other (specify below)

(Street)  
**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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Class A Common                  |                                      |  |                                | (A) or (D)  | 7,812   | I  | Trust-Children (1)                                    |
| Class A Common                  |                                      |  |                                | (A) or (D)  | 267,648   | D  |   |
| Class A Common (7)              |                                      |  |                                | (A) or (D)  | 7,212   | D  |   |

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

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**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 Underlying Security (Instr. 3 and 4) |                |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date                                   | Title          |
| Common Stock Warrant (Right to buy)        | \$ 3.2   |                                      |  |                                |   | 01/05/2004   | 09/30/2013  | Class A Common |
| Restricted Stock Unit <sup>(4)</sup>       | \$ 0 <sup>(2)</sup>                                    |                                      |  |                                |   | 10/20/2004 <sup>(3)</sup>                                | 10/20/2014  | Class A Common |
| Restricted Stock Unit                      | \$ 0 <sup>(2)</sup>                                    |                                      |  |                                |   | 10/20/2005 <sup>(3)</sup>                                | 10/20/2014  | Class A Common |
| Restricted Stock Unit                      | \$ 0 <sup>(2)</sup>                                    |                                      |  |                                |   | 10/20/2006 <sup>(3)</sup>                                | 10/20/2014  | Class A Common |
| Non-qualified stock option                 | \$ 2.77 <sup>(2)</sup>                                 |                                      |  |                                |   | 11/10/2006 <sup>(3)</sup>                                | 11/10/2015  | Class A Common |
| Non-qualified stock option                 | \$ 2.77 <sup>(2)</sup>                                 |                                      |  |                                |   | 11/10/2007   | 11/10/2015  | Class A Common |
| Non-qualified stock option                 | \$ 2.77 <sup>(2)</sup>                                 |                                      |  |                                |   | 11/10/2008   | 11/10/2015  | Class A Common |
| Restricted Stock Unit                      | \$ 0 <sup>(2)</sup>                                    |                                      |  |                                |   | 11/10/2006 <sup>(3)</sup>                                | 11/10/2015  | Class A Common |
| Restricted Stock Unit                      | \$ 0 <sup>(2)</sup>                                    |                                      |  |                                |   | 11/10/2007 <sup>(3)</sup>                                | 11/10/2015  | Class A Common |
| Restricted Stock Unit                      | \$ 0 <sup>(2)</sup>                                    |                                      |  |                                |   | 10/10/2008 <sup>(3)</sup>                                | 11/10/2015  | Class A Common |
| Restricted Stock Unit                      | \$ 0 <sup>(2)</sup>                                    |                                      |  |                                |   | 10/27/2007 <sup>(3)</sup>                                | 10/27/2016  | Class A Common |
| Restricted Stock Unit                      | \$ 0 <sup>(2)</sup>                                    |                                      |  |                                |   | 10/27/2008 <sup>(3)</sup>                                | 10/27/2016  | Class A Common |
| Restricted Stock Unit                      | \$ 0 <sup>(2)</sup>                                    |                                      |  |                                |   | 10/27/2009 <sup>(3)</sup>                                | 10/27/2016  | Class A Common |
|  | \$ 0   |                                      |  |                                |   | 11/06/2008 <sup>(5)</sup>                                | 11/06/2017  |                |

|                            |         |            |  |   |                           |                           |            |                |
|----------------------------|---------|------------|--|---|---------------------------|---------------------------|------------|----------------|
| Restricted Stock Unit      |         |            |  |   |                           |                           |            | Class A Common |
| Non-qualified stock option | \$ 2.1  |            |  |   | 02/01/2009 <sup>(5)</sup> | 02/01/2018                |            | Class A Common |
| 8% Convertible debenture   | \$ 1.54 |            |  |   | 08/01/2008                | 08/01/2011                |            | Class A Common |
| Common Stock Warrant       | \$ 1.68 |            |  |   | 08/01/2008                | 08/01/2013                |            | Class A Common |
| Common Stock Warrant       | \$ 1.89 |            |  |   | 08/01/2008                | 08/01/2013                |            | Class A Common |
| Restricted stock unit      | \$ 0    |            |  |   | 10/30/2009                | 10/30/2011 <sup>(6)</sup> |            | Class A Common |
| Common stock warrant       | \$ 0.87 |            |  |   | 12/31/2008                | 12/31/2013                |            | Class A common |
| Restricted Stock Unit      | \$ 0    |            |  |   | 02/04/2011 <sup>(6)</sup> | 02/04/2013                |            | Class A Common |
| Restricted stock unit      | \$ 0    |            |  |   | 11/03/2011 <sup>(6)</sup> | 11/03/2013                |            | Class A Common |
| Restricted stock unit      | \$ 0    | 10/27/2011 |  | A | 29,000                    | 10/27/2012 <sup>(6)</sup> | 10/27/2014 | Class A Common |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| RIPP ROBERT<br>2603 CHALLENGER TECH CT<br>SUITE 100<br>ORLANDO, FL 32826 |               | X         |         |       |

## Signatures

/s/ Robert Ripp                      10/31/2011  
 \*\*Signature of                      Date  
 Reporting Person

## 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) The reporting person declaim beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the Securities for purposes of Section 16 or any other purpose
  - (2) Restricted stock units convert at a 1-to-1 ratio to Class A Common
  - (3) The Reporting person shall be eligible to electively receive one share of Class A Common for each restricted stock unit at this date subject to continued employment

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- (4) Granted as vested in lieu of grant in prior year
- (5) These shares vest over four years.
- (6) These shares vest over three years.
- (7) These shares were issued for an annual interest payment on 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.

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