

LIGHTPATH TECHNOLOGIES INC
 Form 4
 March 27, 2013

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)
03/25/2013

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (D) | Price |
| Class A Common Stock | | | | | 7,812 | I | Trust-Children (1) |
| Class A Common Stock | 03/25/2013 | | C | | 121,754 | A | \$ 1.54 |
| Class A Common Stock | 03/25/2013 | | J | | 115,588 | A | \$ 0 (2) |

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

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(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 Security (Instr. 3 and 4) | Amount of Underlying Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount |
| 8% Senior Secured Convertible debenture | \$ 1.54 | 03/25/2013 | | C | \$ 187,500 | 08/01/2008 08/01/2013 | Class A Common | 121 | |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

RIPP ROBERT
2603 CHALLENGER TECH CT
SUITE 100
ORLANDO, FL 32826

X

Signatures

/s/ Robert Ripp 03/27/2013

**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) The reporting person disclaims 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

These shares of common stock were issued in connection with the conversion of the 8% Senior Secured Convertible Debentures due August 1, 2013 issued by LightPath Technologies, Inc, in favor of certain holders (the "Debentures"). The holders of the Debentures were

(2) offered additional shares of common stock to convert the Debentures prior to the maturity date in order to compensate the holders for the difference between the conversion price of the Debentures, or \$1.54 per share, and the closing bid price of the common stock reported on the NASDAQ Capital Market on March 23, 2013, or \$0.79 per share.

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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