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LIGHTPATH TECHNOLOGIES INC

Form 8-K

February 28, 2003

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

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FORM 8-K

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CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(D) OF THE  
SECURITIES EXCHANGE ACT OF 1934

FEBRUARY 28, 2003  
Date of Report (Date of earliest event reported)

LIGHTPATH TECHNOLOGIES, INC.  
(Exact name of registrant as specified in its charter)

|   |                             |  |
|---|-----------------------------|--|
| DELAWARE  | 000-27548                   | 86-0708398                                 |
| (State or other jurisdiction of<br>incorporation or organization) | (Commission File<br>Number) | (I.R.S. Employer<br>Identification Number) |

2603 CHALLENGER TECH COURT, SUITE 100  
ORLANDO, FLORIDA 32826  
(Address of principal executive office, including zip code)

(407) 382-4003  
(Registrant's telephone number, including area code)

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ITEM 7. EXHIBITS.

| Exhibit | Description   |
|---------|---|
| -----   | -----   |
| 99.1    | Press release dated February 28, 2003, announcing stockholder approval of reverse stock split proposal. |

ITEM 9. REGULATION FD DISCLOSURE

The information in this report is being furnished pursuant to Regulation FD. In accordance with General Instruction B.2 of Form 8-K, the information in this report shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1934, as amended. The furnishing of the information set forth in this report is

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not intended to, and does not, constitute a determination or admission as to the materiality or completeness of such information.

On February 28, 2003, LightPath Technologies, Inc. a Delaware corporation (the "Company"), issued a press release announcing that its stockholders approved the Company's reverse stock split proposal and that the Company's Board of Directors approved the reverse split on the basis of one share of post-split common stock for each currently outstanding eight shares of pre-split common stock, to be effective as of the open of business March 4, 2003. A copy of the Company's press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

### SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this Report to be signed in its behalf by the undersigned, thereunto duly authorized.

LIGHTPATH TECHNOLOGIES, INC.

Date: February 28, 2003

By: /s/ Todd Childress

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TODD CHILDRESS  
CHIEF FINANCIAL OFFICER