

BRUECK STEVEN R J
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 *
BRUECK STEVEN R J

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

(Street)

ORLANDO, FL 32826

(City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
03/25/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

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

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 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 Stock					1,750	D	
Class A Common Stock	03/25/2013		C	12,176 A	\$ 1.54 24,334	I	By Steven R. J. Cynthia H. Brueck Revocable Trust UTA dtd. 3/14/1991

Class A Common Stock	03/25/2013	J	12,826	A	\$ 0 (1)	37,160	I	By Steven R. J. Cynthia H. Brueck Revocable Trust UTA dtd. 3/14/1991
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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 Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
8% Senior Secured Convertible debenture	\$ 1.54	03/25/2013		C	\$ 18,750	08/01/2008 08/01/2013	Class A Common	12,17

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BRUECK STEVEN R J 2603 CHALLENGER TECH CT SUITE 100 ORLANDO, FL 32826	X			

Signatures

/s/ Dr. Steven R. J.
Brueck

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).

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

- (1) 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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