

LUNA INNOVATIONS INC
Form 4
May 08, 2015

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 *
Pastor Donald

2. Issuer Name and Ticker or Trading Symbol
LUNA INNOVATIONS INC
[LUNA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
301 1ST STREET, SW, SUITE 200
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
05/08/2015

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

ROANOKE, VA 24011

(City) (State) (Zip)

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

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 Ownership (Instr. 4)
Common Stock	05/08/2015		J ⁽¹⁾	V Amount 52,848 (A) or (D) A	Price \$ 0 (1) 52,848	D	

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

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

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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)	Amount or Number of Shares
Common Stock Option (Right to Buy)	\$ 9.03	05/08/2015		J ⁽²⁾	31,782	⁽²⁾ 07/05/2015	Common Stock	31,782
Common Stock Option (Right to Buy)	\$ 1.95	05/08/2015		J ⁽³⁾	5,340	⁽³⁾ 08/31/2022	Common Stock	5,340

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Pastor Donald 301 1ST STREET, SW, SUITE 200 ROANOKE, VA 24011		X		

Signatures

/s/ Donald
Pastor

05/08/2015

 **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 held 166,283 shares of Class A common stock of Advanced Photonix, Inc. ("API"). Pursuant to the transactions contemplated by that certain Agreement and Plan of Merger and Reorganization (the "Merger Agreement"), dated as of January 30, 2015, by and among the issuer, API and API Merger Sub, Inc. (the "Merger"), each issued and outstanding share of API Class A common stock was converted into 0.31782 shares of common stock (rounded down) of the issuer. The closing of the Merger occurred on May 8, 2015.
- (2) On July 5, 2005, the reporting person was granted an option to purchase 100,000 shares of API's Class A common stock under API's 2000 Stock Option Plan at an exercise price of \$2.87 per share. Pursuant to the Merger Agreement, this option was converted into an option to purchase 31,782 shares of the issuer's common stock at an exercise price of \$9.03 per share. This option is fully vested and exercisable.
- (3) On September 1, 2012, the reporting person was granted an option to purchase 16,805 shares of API's Class A common stock under API's 2007 Equity Incentive Plan at an exercise price of \$0.62 per share. Pursuant to the Merger Agreement, this option was converted into an option to purchase 5,340 shares of the issuer's common stock at an exercise price of \$1.95 per share. This option is fully vested and

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exercisable.

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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