

LIGHTPATH TECHNOLOGIES INC  
Form 10-Q  
May 02, 2013

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**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 10-Q**

(Mark One)

**S** QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF  
THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended March 31, 2013

OR

**£** TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF  
THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

**Commission file number 000-27548**

**LIGHTPATH TECHNOLOGIES, INC.**

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(Exact name of registrant as specified in its charter)

**DELAWARE**                      **86-0708398**  
(State or other jurisdiction of    (I.R.S. Employer  
incorporation or organization)    Identification No.)

<http://www.lightpath.com>

2603 Challenger Tech Ct. Suite 100

**Orlando, Florida 32826**

(Address of principal executive offices)

(ZIP Code)

**(407) 382-4003**

(Registrant's telephone number, including area code)

N/A

(Former name, former address, and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities and Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. YES S NO £

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (section 232.405 of this chapter) during the proceeding 12 months (or such shorter period that the registrant was required to submit and post such files).

YES S NO £

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company  S

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

YES  NO  S

**APPLICABLE ONLY TO CORPORATE ISSUERS:**

Indicate the number of shares outstanding of each of the issuer’s classes of common stock, as of the latest practicable date:

12,955,728 shares of common stock, Class A, \$.01 par value, outstanding as of April 29, 2013.

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**LIGHTPATH TECHNOLOGIES, INC.**

**Form 10-Q**

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**Item 1. Financial Statements****LIGHTPATH TECHNOLOGIES, INC.**

## Consolidated Balance Sheets

|   | <b>(Unaudited)</b> |                 |
|---|--------------------|-----------------|
|   | <b>March 31,</b>   | <b>June 30,</b> |
|   | <b>2013</b>        | <b>2012</b>     |
| <b>Assets</b>   |                    |                 |
| Current assets:   |                    |                 |
| Cash and cash equivalents   | \$1,403,490        | \$2,354,087     |
| Trade accounts receivable, net of allowance of \$27,600 and \$18,214  | 2,234,361          | 2,133,079       |
| Inventories, net  | 1,828,368          | 1,513,384       |
| Other receivables   | 323,500            | 41,000          |
| Prepaid interest expense  | —                  | 7,250           |
| Prepaid expenses and other assets   | 341,786            | 201,459         |
| Total current assets  | 6,131,505          | 6,250,259       |
| Property and equipment, net   | 2,013,214          | 1,920,950       |
| Intangible assets, net  | 43,614             | 68,265          |
| Debt costs, net   | —                  | 3,882           |
| Other assets  | 27,737             | 27,737          |
| Total assets  | \$8,216,070        | \$8,271,093     |
| Liabilities and Stockholders' Equity  |                    |                 |
| Current liabilities:  |                    |                 |
| Accounts payable  | \$1,048,555        | \$1,129,708     |
| Accrued liabilities   | 167,942            | 183,910         |
| Accrued payroll and benefits  | 496,793            | 386,234         |
| Deferred revenue  | 1,966              | 37,750          |
| Capital lease obligation, current portion   | 3,602              | 3,602           |
| Total current liabilities   | 1,718,858          | 1,741,204       |
| Capital lease obligation, less current portion  | 4,202              | 6,903           |
| Deferred rent   | 258,280            | 345,726         |
| Warrant liability   | 599,194            | 1,087,296       |
| 8% convertible debentures to related parties  | —                  | 1,012,500       |
| 8% convertible debentures   | —                  | 75,000          |
| Total liabilities   | 2,580,534          | 4,268,629       |
| Stockholders' equity:   |                    |                 |
| Preferred stock: Series D, \$.01 par value, voting; 5,000,000 shares authorized; none issued and outstanding  | —                  | —               |
| Common stock: Class A, \$.01 par value, voting; 40,000,000 shares authorized; 12,955,728 and 11,711,952 shares issued and outstanding, respectively | 129,557            | 117,120         |
| Additional paid-in capital  | 209,571,539        | 208,410,216     |
| Accumulated other comprehensive income  | 88,483             | 88,258          |
| Accumulated deficit   | (204,154,043)      | (204,613,130)   |

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|  |             |             |
|--|-------------|-------------|
| Total stockholders' equity                 | 5,635,536   | 4,002,464   |
| Total liabilities and stockholders' equity | \$8,216,070 | \$8,271,093 |

The accompanying notes are an integral part of these unaudited consolidated statements.

**LIGHTPATH TECHNOLOGIES, INC.**

## Consolidated Statements of Operations and Comprehensive Income

**(Unaudited)**

|  | <b>Three months ended<br/>March 31,</b> |              | <b>Nine months ended<br/>March 31,</b> |               |
|--|---|--------------|--|---------------|
|  | <b>2013</b>                             | <b>2012</b>  | <b>2013</b>                            | <b>2012</b>   |
| Product sales, net                                       | \$2,846,718                             | \$2,775,486  | 8,654,553                              | \$8,180,749   |
| Cost of sales  | 1,522,901                               | 1,895,724    | 4,887,104                              | 5,374,593     |
| Gross margin   | 1,323,817                               | 879,762      | 3,767,449                              | 2,806,156     |
| Operating expenses:                                      |   |              |  |               |
| Selling, general and administrative                      | 1,042,067                               | 1,141,366    | 3,042,889                              | 3,020,869     |
| New product development                                  | 216,626                                 | 236,643      | 693,394                                | 795,894       |
| Amortization of intangibles                              | 8,217                                   | 8,217        | 24,651                                 | 24,651        |
| Loss on disposal of property and equipment               | 1,026                                   | —            | 2,273                                  | —             |
| Total costs and expenses                                 | 1,267,936                               | 1,386,226    | 3,763,207                              | 3,841,414     |
| Operating income (loss)                                  | 55,881                                  | (506,464 )   | 4,242                                  | (1,035,258)   |
| Other income (expense):                                  |   |              |  |               |
| Interest expense   | (50,951 )                               | (21,750 )    | (96,007 )                              | (66,920 )     |
| Interest expense - debt costs                            | (2,132 )                                | (832 )       | (3,882 )                               | (2,448 )      |
| Change in fair value of warrant liability                | 222,766                                 | —            | 488,102                                | —             |
| Other income (expense), net                              | (8,470 )                                | 10,061       | 66,632                                 | 43,895        |
| Total other income (expense), net                        | 161,213                                 | (12,521 )    | 454,845                                | (25,473 )     |
| Net income (loss)  | \$217,094                               | \$(518,985 ) | \$459,087                              | \$(1,060,731) |
| Income (loss) per common share (basic)                   | \$0.02                                  | \$(0.05 )    | \$0.04                                 | \$(0.11 )     |
| Number of shares used in per share calculation (basic)   | 11,883,042                              | 9,767,640    | 11,818,408                             | 9,758,233     |
| Income (loss) per common share (diluted)                 | \$0.02                                  | \$(0.05 )    | \$0.04                                 | \$(0.11 )     |
| Number of shares used in per share calculation (diluted) | 12,717,742                              | 9,767,640    | 12,671,472                             | 9,758,233     |
| Foreign currency translation adjustment                  | (269 )                                  | 9,883        | 225                                    | 31,017        |
| Comprehensive income (loss)                              | \$216,825                               | \$(509,102 ) | \$459,312                              | \$(1,029,714) |

The accompanying notes are an integral part of these unaudited consolidated statements.





**LIGHTPATH TECHNOLOGIES, INC.**

## Consolidated Statement of Stockholders' Equity

Nine months ended March 31, 2013

**(Unaudited)**

|  | Class A<br>Common Stock |                     | Additional<br>Paid-in<br>Capital | Accumulated<br>Other<br>Comprehensive<br>Income | Accumulated<br>Deficit | Total<br>Stockholders'<br>Equity |
|--|-------------------------|---------------------|----------------------------------|---|------------------------|----------------------------------|
| Balance at June 30, 2012   | Shares<br>11,711,952    | Amount<br>\$117,120 | \$208,410,216                    | \$ 88,258                                       | \$(204,613,130)        | \$ 4,002,464                     |
| Issuance of common stock<br>for:   |                         |                     |                                  |   |                        |                                  |
| Employee stock purchase<br>plan  | 10,567                  | 106                 | 8,875                            | —   | —                      | 8,981                            |
| Conversion of debentures,<br>net of costs                                  | 1,148,738               | 11,487              | 856,094                          | —   | —                      | 867,581                          |
| Interest payment on<br>convertible debentures                              | 84,471                  | 844                 | 86,156                           | —   | —                      | 87,000                           |
| Warrant issued for consulting<br>services                                  | —                       | —                   | 13,000                           | —   | —                      | 13,000                           |
| Stock based compensation on<br>stock options and restricted<br>stock units | —                       | —                   | 197,198                          | —   | —                      | 197,198                          |
| Net income   | —                       | —                   | —                                | —   | 459,087                | 459,087                          |
| Foreign currency translation<br>adjustment                                 | —                       | —                   | —                                | 225   | —                      | 225                              |
| Balance at March 31, 2013  | 12,955,728              | \$129,557           | \$209,571,539                    | \$ 88,483                                       | \$(204,154,043)        | \$ 5,635,536                     |

The accompanying notes are an integral part of these unaudited consolidated statements.

**LIGHTPATH TECHNOLOGIES, INC.**

## Consolidated Statements of Cash Flows

**(Unaudited)**

|  | Nine months ended<br>March 31, |               |
|--|--------------------------------|---------------|
|  | 2013                           | 2012          |
| Cash flows from operating activities   |                                |               |
| Net income (loss)  | \$459,087                      | \$(1,060,731) |
| Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities: |                                |               |
| Depreciation and amortization  | 601,334                        | 857,721       |
| Interest from amortization of debt costs   | 3,882                          | 2,448         |
| Loss on disposal of property and equipment   | 2,273                          | —             |
| Stock based compensation   | 197,198                        | 202,802       |
| Change in provision for doubtful accounts receivable   | 9,386                          | 7,946         |
| Change in fair value of warrant liability  | (488,102 )                     | —             |
| Deferred rent  | (87,446 )                      | (92,753 )     |
| Changes in operating assets and liabilities:   |                                |               |
| Trade accounts receivables   | (110,668 )                     | (571,541 )    |
| Other receivables  | (282,500 )                     | 10,289        |
| Inventories  | (314,984 )                     | 59,196        |
| Prepaid expenses and other assets  | (33,077 )                      | 45,022        |
| Accounts payable and accrued liabilities   | 13,438                         | 354,169       |
| Deferred revenue   | (35,784 )                      | 282,000       |
| Net cash provided by (used in) operating activities  | (65,963 )                      | 96,568        |
| Cash flows from investing activities   |                                |               |
| Purchase of property and equipment   | (671,220 )                     | (580,575 )    |
| Net cash used in investing activities  | (671,220 )                     | (580,575 )    |
| Cash flows from financing activities   |                                |               |
| Proceeds from sale of common stock from employee stock purchase plan                               | 8,981                          | 14,145        |
| Costs associated with conversion of debentures   | (39,919 )                      | —             |
| Repayments of debentures   | (180,000 )                     | —             |
| Payments on capital lease obligation   | (2,701 )                       | —             |
| Net cash provided by (used in) financing activities  | (213,639 )                     | 14,145        |
| Effect of exchange rate on cash and cash equivalents   | 225                            | 31,017        |
| Decrease in cash and cash equivalents  | (950,597 )                     | (438,845 )    |
| Cash and cash equivalents, beginning of period   | 2,354,087                      | 928,900       |
| Cash and cash equivalents, end of period   | \$1,403,490                    | \$490,055     |
| Supplemental disclosure of cash flow information:  |                                |               |
| Interest paid in cash  | \$1,757                        | \$1,670       |
| Income taxes paid  | \$2,350                        | \$3,694       |
| Supplemental disclosure of non-cash investing & financing activities:                              |                                |               |

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|   |           |          |
|---|-----------|----------|
| Prepaid interest on convertible debentures through the issuance of common stock | \$87,000  | \$87,000 |
| Issuance of common stock through the conversion of 8% convertible debentures    | \$907,500 | —        |

The accompanying notes are an integral part of these unaudited consolidated statements.

## Notes to Financial Statements

### 1. Basis of Presentation

References in this document to “the Company”, “LightPath”, “we”, “us”, or “our” are intended to mean LightPath Technologies Inc., individually, or as the context requires, collectively with its subsidiaries on a consolidated basis.

The accompanying unaudited consolidated financial statements have been prepared in accordance with the requirements of Article 8 of Regulation S-X promulgated under the Securities Exchange Act of 1934 and, therefore, do not include all information and footnotes necessary for a fair presentation of financial position, results of operations, and cash flows in conformity with accounting principles generally accepted in the United States of America. These consolidated financial statements should be read in conjunction with the Company’s consolidated financial statements and related notes, included in its Form 10-K for the fiscal year ended June 30, 2012, filed with the Securities and Exchange Commission (the “SEC”). Unless otherwise stated, references to particular years or quarters refer to the Company’s fiscal years ended in June and the associated quarters of those fiscal years.

These consolidated financial statements are unaudited, but include all adjustments, including normal recurring adjustments, which, in the opinion of management, are necessary to present fairly the financial position, results of operations and cash flows of the Company for the interim periods presented. Results of operations for interim periods are not necessarily indicative of the results that may be expected for the year as a whole.

#### History:

LightPath was incorporated in Delaware in 1992 to pursue a strategy of supplying hardware to the telecommunications industry. In April 2000, the Company acquired Horizon Photonics, Inc. (“Horizon”), and in September 2000 the Company acquired Geltech, Inc. (“Geltech”). During fiscal 2003, in response to sales declines in the telecommunications industry, the operations of Horizon in California and LightPath in New Mexico were consolidated into the former Geltech facility in Orlando, Florida. In November 2005, the Company formed LightPath Optical Instrumentation (Shanghai) Co., Ltd. (“LPOI”), a wholly-owned manufacturing subsidiary located in Jiading, People’s Republic of China. LPOI’s manufacturing operations are housed in a 16,000 square foot facility located in the Jiading Industrial Zone near Shanghai. This plant increased LightPath’s overall production capacity and enabled it to compete for larger production volumes of optical components and assemblies, and strengthened our partnerships within the Asia/Pacific region.

The Company is engaged in the production of precision molded aspherical lenses, infrared molded lenses, GRADIUM® glass lenses, collimators and isolator optics used in various markets, including industrial, medical, defense, test & measurement and telecommunications.

**Liquidity:**

In 2006, the Company implemented a cash conservation strategy by reducing its operating costs, which included restructuring its manufacturing operations. However, cash flow and cash management continue to be primary concerns of the Company. Cash provided by operations was approximately \$406,000 and \$95,000 during fiscal years ended 2012 and 2011, respectively. During the nine months ended March 31, 2013, cash used in operations was approximately (\$66,000) primarily due to an increase in accounts receivable, other receivables and inventory.

At March 31, 2013, we had a book cash balance of approximately \$1.40 million. During the nine months ended March 31, 2013, we used \$951,000 of cash which compares to a cash usage of \$439,000 for the first nine months of the prior fiscal year. This decrease in our cash balance for the first nine months of fiscal 2013 was primarily due to investment capital expenditures for cost reduction equipment used in our anti-reflective coating process, equipment for the infrared product line capacity, tooling for new lenses and an \$180,000 payment of the outstanding principal amounts due under our convertible debentures.

Management believes that cash flow from operations will improve during the rest of fiscal 2013 based upon the current booking rate combined with recent quote activity, the existing 12-month backlog and the full impact of current cost reduction efforts in staffing, coating costs and glass costs. We are also continuing to seek opportunities to reduce costs and manage cash usage. We believe we can continue to achieve additional cost reductions by continuing the transition of precision molded optics lenses to less expensive glass, increasing tooling life, increasing operator yields and production efficiencies, and qualifying the anti-reflective coating process in our Shanghai facility.

## 2. Significant Accounting Policies

**Consolidated financial statements** include the accounts of the Company, and its wholly-owned subsidiaries. All significant intercompany balances and transactions have been eliminated in consolidation.

**Cash and cash equivalents** consist of cash in the bank and temporary investments with maturities of 90 days or less when purchased.

**Allowance for accounts receivable**, is calculated by taking 100% of the total of invoices that are over 90 days past due from the due date and 10% of the total of invoices that are over 60 days past due from the due date. Accounts receivable are customer obligations due under normal trade terms. The Company performs continuing credit evaluations of its customers' financial condition. Recovery of bad debt amounts previously written off is recorded as a reduction of bad debt expense in the period the payment is collected. If the Company's actual collection experience changes, revisions to its allowance may be required. After all attempts to collect a receivable have failed, the receivable is written off against the allowance.

**Inventories**, which consist principally of raw materials, work-in-process and finished lenses, isolators, collimators and assemblies are stated at the lower of cost or market, on a first-in, first-out basis. Inventory costs include materials, labor and manufacturing overhead. Acquisition of goods from our vendors has a purchase burden added to cover customs, shipping and handling costs. Fixed costs related to excess manufacturing capacity have been expensed. We look at the following criteria for parts to consider for the inventory reserve: items that have not been sold in two years or that have not been purchased in two years or of which we have more than a two-year supply. These items as identified are reserved at 100%, as well as reserving 50% for other items deemed to be slow moving within the last twelve months and reserving 25% for items deemed to have low material usage within the last six months. The parts identified are adjusted for recent order and quote activity to determine the final inventory reserve. Based on this review, all isolator inventory was adjusted to a 100% reserve as of March 31, 2013.

**Long-lived assets**, such as property, plant, and equipment, tooling and purchased intangibles subject to amortization, are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to its estimated undiscounted future cash flows expected to be generated by the asset. If the carrying amount of an asset exceeds its estimated future cash flows, an impairment charge is recognized in the amount by which the carrying amount of the asset exceeds the fair value of the asset. Assets to be disposed of would be separately presented in the balance sheet and reported at the lower of the carrying amount or fair value less costs to sell, and are no longer depreciated. The assets and liabilities of a disposed group classified as held for sale would be presented separately in the appropriate asset and liability sections of the balance sheet.

**Deferred revenue/Other receivables** relates to a \$1.1 million purchase order with Raytheon Vision Systems (“Raytheon”) for which revenue is recognized on a percentage of completion basis. The Company is using the “cost-to-cost method” to allow it to measure progress toward completion based on the ratio of costs incurred to date to total estimated costs. The Company records the difference between the amount invoiced on the project and the amount recognized into revenue as deferred revenue, or other receivables, in the accompanying consolidated balance sheet. As of March 31, 2013, the Company has invoiced \$743,500 and recognized \$1.07 million as revenue with the difference of \$323,500 recorded as other receivables, as reflected in the accompanying consolidated balance sheet. At March 31, 2013, we had no unpaid accounts receivable outstanding with respect to this purchase order. The project is expected to be completed by July 2013.

**Income taxes** are accounted for under the asset and liability method. Deferred income tax assets and liabilities are computed on the basis of differences between the financial statement and tax basis of assets and liabilities that will result in taxable or deductible amounts in the future based upon enacted tax laws and rates applicable to the periods in which the differences are expected to affect taxable income. Valuation allowances have been established to reduce deferred tax assets to the amount expected to be realized.

The Company has not recognized a liability for uncertain tax positions. A reconciliation of the beginning and ending amount of unrecognized tax benefits or penalties has not been provided since there has been no unrecognized benefit or penalty. If there were an unrecognized tax benefit or penalty, the Company would recognize interest accrued related to unrecognized tax benefits in interest expense and penalties in operating expenses.

The Company files U.S. Federal income tax returns, and various states and foreign jurisdictions. The Company is no longer subject to U.S. federal, state, or local, or non-U.S. income tax examinations by tax authorities for years before 2005.

**Revenue** is recognized from product sales when products are shipped to the customer, provided that the Company has received a valid purchase order, the price is fixed, title has transferred, collection of the associated receivable is reasonably assured, and there are no remaining significant obligations. Revenues from product development agreements are recognized as milestones and are completed in accordance with the terms of the agreements and upon shipment of products, reports or designs to the customer. Invoiced amounts for sales or value-added taxes (VAT) are posted to the balance sheet and not included in revenue.

The Company recognized and recorded \$50,000 in license income in “other income (expense), net” on the accompanying consolidated statement of operations and comprehensive income for the nine months ended March 31, 2013. The transaction is being accounted for under the guidance of Accounting Standards Codification (“ASC”) 605-10, Revenue Recognition, in which all fees under the agreement are expected to be collectible in full, the licensing arrangement is exclusive and the term of the license extends beyond the remaining life of the patents.

**New product development** costs are expensed as incurred.

**Stock-based compensation** is measured at grant date, based on the fair value of the award, and is recognized as an expense over the employee’s requisite service period. We estimate the fair value of each restricted stock unit or stock option as of the date of grant using the Black-Scholes-Merton pricing model. Most awards granted under our Amended and Restated Omnibus Incentive Plan vest ratably over two to four years and generally have four to ten-year contract lives. The volatility rate is based on historical trends in common stock closing prices and the expected term was determined based primarily on historical experience of previously outstanding awards. The interest rate used is the U.S. Treasury interest rate for constant maturities. The likelihood of meeting targets for option grants that are performance based are evaluated each quarter. If it is determined that meeting the targets is probable then the compensation expense will be amortized over the remaining vesting period.

**Management makes estimates** and assumptions during the preparation of the Company’s consolidated financial statements that affect amounts reported in the financial statements and accompanying notes. Such estimates and assumptions could change in the future as more information becomes available, which in turn could impact the amounts reported and disclosed herein.

**Financial instruments.** The Company accounts for financial instruments in accordance with Financial Accounting Standards Board (“FASB”) ASC 820, *Fair Value Measurements and Disclosures* (“ASC 820”), which provides a



framework for measuring fair value and expands required disclosure about fair value measurements of assets and liabilities. ASC 820 defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. ASC 820 also establishes a fair value hierarchy which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The standard describes three levels of inputs that may be used to measure fair value:

Level 1 - Quoted prices in active markets for identical assets or liabilities.

Level 2 - Inputs other than quoted prices included within Level 1 that are either directly or indirectly observable.

Level 3 - Unobservable inputs that are supported by little or no market activity, therefore requiring an entity to develop its own assumptions about the assumptions that market participants would use in pricing.

Fair value estimates discussed herein are based upon certain market assumptions and pertinent information available to management as of March 31, 2013. The Company uses the market approach to measure fair value for its Level 1 financial assets and liabilities, which include cash equivalents of \$728,000 at March 31, 2013. The market approach uses prices and other relevant information generated by market transactions involving identical or comparable assets and liabilities.

The respective carrying value of certain on-balance-sheet financial instruments approximated their fair values. These financial instruments which include cash, trade receivables, accounts payable and accrued liabilities. Fair values were assumed to approximate carrying values for these financial instruments since they are short term in nature and their carrying amounts approximate fair values or they are receivable or payable on demand.

The Company values its warrant liabilities based on open-form option pricing models which, based on the relevant inputs, render the fair value measurement at Level 3. The Company bases its estimates of fair value for warrant liabilities on the amount it would pay a third-party market participant to transfer the liability and incorporates inputs such as equity prices, historical and implied volatilities, dividend rates and prices of convertible securities issued by comparable companies maximizing the use of observable inputs when available.

The Company does not have any other financial or non-financial assets or liabilities that would be characterized as Level 2 or Level 3 instruments.

**Derivative financial instruments.** The Company accounts for derivative instruments in accordance with FASB ASC 815, *Derivatives and Hedging* (“ASC 815”), which requires additional disclosures about the Company’s objectives and strategies for using derivative instruments, how the derivative instruments and related hedged items are accounted for, and how the derivative instruments and related hedging items affect the financial statements.

The Company does not use derivative instruments to hedge exposures to cash flow, market or foreign currency risk. Terms of convertible debt instruments are reviewed to determine whether or not they contain embedded derivative instruments that are required under ASC 815 to be accounted for separately from the host contract, and recorded on the balance sheet at fair value. The fair value of derivative liabilities, if any, is required to be revalued at each reporting date, with corresponding changes in fair value recorded in current period operating results.

Freestanding warrants issued by the Company in connection with the issuance or sale of debt and equity instruments are considered to be derivative instruments. Pursuant to ASC 815, an evaluation of specifically identified conditions is made to determine whether the fair value of warrants issued is required to be classified as equity or as a derivative liability.

**Comprehensive income (loss)** of the Company is defined as the change in equity (net assets) of a business enterprise during a period from transactions and other events and circumstances from non-owner sources. It includes all changes in equity during a period except those resulting from investments by owners and distributions to owners. Comprehensive income (loss) has two components, net income (loss) and other comprehensive income (loss), and is included on the statement of operations and comprehensive income. Our other comprehensive income (loss) consists of the foreign currency translation adjustment.

**Business segments** are required to be reported by the Company. As the Company only operates in principally one business segment, no additional reporting is required.

**Recent accounting pronouncements.** The Company has implemented all new accounting pronouncements issued by FASB and the SEC that are in effect and that may impact its financial statements, and does not believe that there are any other new accounting pronouncements that have been issued that might have a material impact on its financial position or results of operations.

### 3. Inventories

The components of inventories include the following:

(unaudited)

|                          | March 31,<br>2013 | June 30,<br>2012 |
|--------------------------|-------------------|------------------|
| Raw materials            | \$605,443         | \$578,089        |
| Work in process          | 578,606           | 485,429          |
| Finished goods           | 823,136           | 522,281          |
| Reserve for obsolescence | (178,817 )        | (72,415 )        |
|                          | \$1,828,368       | \$1,513,384      |

#### 4. Property and Equipment

Property and equipment are summarized as follows:

|  | Estimated<br>Life (Years) | (unaudited)<br>March 31,<br>2013 | June 30,<br>2012 |
|--|---------------------------|----------------------------------|------------------|
| Manufacturing equipment                        | 5 - 10                    | \$3,672,465                      | \$3,400,004      |
| Computer equipment and software                | 3 - 5                     | 241,935                          | 249,478          |
| Furniture and fixtures                         | 5                         | 81,214                           | 86,358           |
| Leasehold improvements                         | 5 - 7                     | 803,499                          | 797,219          |
| Construction in progress                       |                           | 289,935                          | 237,800          |
| Tooling  | 1 - 5                     | 737,835                          | 880,261          |
| Total property and equipment                   |                           | 5,826,883                        | 5,651,120        |
| Less accumulated depreciation and amortization |                           | 3,813,669                        | 3,730,170        |
| Total property and equipment, net              |                           | \$2,013,214                      | \$1,920,950      |

#### 5. Intangible Assets

The following table discloses information regarding the carrying amounts and associated accumulated amortization for intangible assets:

|                          | (unaudited)<br>March 31,<br>2013 | June 30,<br>2012 |
|--------------------------|----------------------------------|------------------|
| Gross carrying amount    | \$ 621,302                       | \$621,302        |
| Accumulated amortization | (577,688 )                       | (553,037 )       |
| Net carrying amount      | \$43,614                         | \$68,265         |

Amortization expense related to intangible assets totaled approximately \$25,000 during both nine-month periods ended March 31, 2013 and 2012. The net carrying amount will be amortized over the following schedule for the remainder of fiscal 2013 and each fiscal year thereafter:

| <b>2013</b> | <b>2014</b> | <b>2015</b> | <b>Total</b> |
|-------------|-------------|-------------|--------------|
| 8,217       | 32,868      | 2,529       | 43,614       |

## 6. Accounts Payable

The accounts payable balance includes approximately \$51,300 of related party transactions for board of directors' fees as of March 31, 2013 and June 30, 2012.

## 7. Compensatory Equity Incentive Plan and Other Equity Incentives

**Share-Based Compensation Arrangements**—The Company's Amended and Restated Omnibus Incentive Plan (the "Plan") included several available forms of stock compensation of which incentive stock options and restricted stock awards have been granted to date.

The 2004 Employee Stock Purchase Plan ("ESPP") permits employees to purchase shares of Class A common stock through payroll deductions, which may not exceed 15% of an employee's compensation, at a price not less than 85% of the market value of the stock on specified dates (June 30 and December 31). In no event may any participant purchase more than \$25,000 worth of shares of Class A common stock in any calendar year and an employee may purchase no more than 4,000 shares on any purchase date within an offering period of 12 months and 2,000 shares on any purchase date within an offering period of six months. The discount on market value is included in selling, general and administrative expense in the accompanying statements of operations and was \$898 and \$1,433 for the nine months ended March 31, 2013 and 2012, respectively.

These two plans are summarized below:

|   | Award<br>Shares | Award<br>Shares                     | Available for<br>Issuance |
|---|-----------------|-------------------------------------|---------------------------|
|   | Authorized      | Outstanding<br>at March 31,<br>2013 | at March 31,<br>2013      |
| Equity Compensation Arrangement             |                 |                                     |                           |
| Amended and Restated Omnibus Incentive Plan | 2,715,625       | 1,435,345                           | 834,887                   |
| Employee Stock Purchase Plan                | 200,000         | —                                   | 109,457                   |
|   | 2,915,625       | 1,435,345                           | 944,344                   |

**Grant Date Fair Values and Underlying Assumptions; Contractual Terms**—The Company estimates the fair value of each stock option as of the date of grant using the Black-Scholes-Merton pricing model. The ESPP fair value is the

amount of the discounted market value the employee obtains at the date of the purchase transaction.

For stock options granted in the nine month period ended March 31, 2013 and 2012, the Company estimated the fair value of each stock option as of the date of grant using the following assumptions:

|                                      | <b>Nine months ended<br/>March 31, 2013</b> | <b>Nine months ended<br/>March 31, 2012</b> |
|--------------------------------------|---|---|
| Expected volatility                  | 110% - 120%                                 | 121% - 122%                                 |
| Weighted average expected volatility | 110% - 120%                                 | 121% - 122%                                 |
| Dividend yields                      | 0%  | 0%  |
| Risk-free interest rate              | 0.67% - 1.72%                               | 1.59% - 2.01%                               |
| Expected term, in years              | 6.25  | 3 - 7                                       |

Most options granted under the Plan vest ratably over two to four years and are generally exercisable for ten years. The assumed forfeiture rates used in calculating the fair value of options and restricted stock unit grants with both performance and service conditions were 20% and 0%, respectively, for the nine months ended March 31, 2013 and 2012. The volatility rate and expected term are based on seven-year historical trends in Class A common stock closing prices and actual forfeitures. The interest rate used is the U.S. Treasury interest rate for constant maturities.

**Information Regarding Current Share-Based Compensation Awards**—A summary of the activity for share-based compensation awards in the nine months ended March 31, 2013 is presented below:

|   | Stock Options |   |  | Restricted Stock Units (RSUs) |  |
|---|---------------|---|--|-------------------------------|--|
|   | Shares        | Weighted Average Exercise Price (per share) | Weighted Average Remaining Contract Life (YRS) | Shares                        | Weighted Average Remaining Contract Life (YRS) |
| <b>June 30, 2012</b>                                      | 576,393       | \$2.61                                      | 6.4  | 594,700                       | 1.0  |
| Granted   | 98,500        | 0.96  | 9.6  | 240,000                       | 2.8  |
| Exercised   | —             | —   | —  | —                             | —  |
| Cancelled   | (74,248)      | 2.27  | 7.1  | —                             | —  |
| <b>March 31, 2013</b>                                     | 600,645       | \$2.38                                      | 6.2  | 834,700                       | 1.2  |
| Awards exercisable/vested as of <b>March 31, 2013</b>     | 417,395       | \$2.76                                      | 5.1  | 463,030                       | —  |
| Awards unexercisable/unvested as of <b>March 31, 2013</b> | 183,250       | \$1.53                                      | 8.7  | 371,670                       | 1.2  |
|   | 600,645       |   |  | 834,700                       |  |

The weighted average fair value of shares awarded for the nine months ended March 31, 2013 was:

|  | Stock Options | RSU    | All Awards |
|--|---------------|--------|------------|
| Weighted average fair value of share awards granted for the nine months ended March 31, 2013 | \$ 0.80       | \$0.87 | \$ 0.85    |

The total intrinsic value of options outstanding and exercisable at March 31, 2013 and 2012 was \$0 and \$19,103, respectively.

The total intrinsic value of RSUs exercised during the nine months ended March 31, 2013 and 2012 was \$0 and \$0, respectively.



The total intrinsic value of RSUs outstanding and exercisable at March 31, 2013 and 2012 was \$307,275 and \$608,580, respectively.

The total fair value of RSUs vested during the nine months ended March 31, 2013 and 2012 was \$189,129 and \$181,250, respectively.

The total fair value of option shares vested during the nine months ended March 31, 2013 and 2012 was \$123,231 and \$177,279, respectively.

As of March 31, 2013, there was \$457,764 of total unrecognized compensation cost related to non-vested share-based compensation arrangements (including share options and restricted stock units) granted under the Plan. The compensation cost is expected to be recognized as follows:

|  | Stock<br>Options | Restricted<br>Stock<br>Units | Total     |
|--|------------------|------------------------------|-----------|
| <b>Remainder of the year ended June 30, 2013</b> | \$18,963         | \$52,146                     | \$71,109  |
| <b>Year ended June 30, 2014</b>                  | 57,371           | 163,769                      | 221,140   |
| <b>Year ended June 30, 2015</b>                  | 27,092           | 88,055                       | 115,147   |
| <b>Year ended June 30, 2016</b>                  | 12,749           | 34,597                       | 47,346    |
| <b>Year ended June 30, 2017</b>                  | 3,022            | —                            | 3,022     |
|  | \$119,197        | \$338,567                    | \$457,764 |

The table above does not include shares under the Company's ESPP, which has purchase settlement dates in the second and fourth fiscal quarters of each year and issuance dates in the first and third fiscal quarters of each year. The Company's ESPP is not administered with a look-back option provision and, as a result, there is not a population of outstanding option grants during the employee contribution period.

Restricted stock unit awards vest immediately or from two to four years from the date of grant.

The Company issues new shares of Class A common stock upon the exercise of stock options. The following table is a summary of the number and weighted average grant date fair values regarding the Company's unexercisable/unvested awards as of March 31, 2013 and changes during the nine months then ended:

| Unexercisable/unvested awards | Stock<br>Options<br>Shares | RSU<br>Shares | Total<br>Shares | Weighted-Average<br>Grant Date Fair<br>Values<br>(per share) |
|-------------------------------|----------------------------|---------------|-----------------|--|
| June 30, 2012                 | 198,125                    | 235,000       | 433,125         | \$ 2.42  |
| Granted                       | 98,500                     | 240,000       | 338,500         | 0.85   |
| Vested                        | (59,875)                   | (103,330)     | (163,205)       | 1.91   |

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|                     |           |         |           |         |
|---------------------|-----------|---------|-----------|---------|
| Cancelled/Forfeited | (53,500 ) | —       | (53,500 ) | 1.64    |
| March 31, 2013      | 183,250   | 371,670 | 554,920   | \$ 1.57 |

**Financial Statement Effects and Presentation**—The following table shows total stock-based compensation expense for the nine months ended March 31, 2013 and 2012 included in the consolidated statements of operations and comprehensive income:

|               | (unaudited)<br>Nine<br>months<br>ended<br>March 31,<br>2013 | (unaudited)<br>Nine<br>months<br>ended<br>March 31,<br>2012 |
|---------------|---|---|
| Stock options | 46,323  | 69,455  |
| RSU           | 150,875   | 133,347   |
| Total         | 197,198   | 202,802   |

The amounts above were included in:

|                          |          |         |
|--------------------------|----------|---------|
| General & administrative | 194,741  | 188,221 |
| Cost of sales            | (4,349 ) | 6,661   |
| New product development  | 6,806    | 7,920   |
|                          | 197,198  | 202,802 |

## 8. Income (Loss) Per Share

Basic earnings (loss) per share is computed by dividing the weighted-average number of shares of Class A common stock outstanding, during each period presented. Diluted earnings per share is computed similarly to basic earnings per share except that it reflects the potential dilution that could occur if dilutive securities or other obligations to issue shares of Class A common stock were exercised or converted into shares of Class A common stock. The computation for basic and diluted loss per share are described in the following table:

|   | (unaudited)<br>Three months ended<br>March 31,<br>2013 |               | (unaudited)<br>Nine months ended<br>March 31,<br>2012 |                 |
|---|--|---------------|---|-----------------|
| Net income (loss)                           | \$217,094  | \$ (518,985 ) | \$459,087   | \$ (1,060,731 ) |
| Weighted average common shares outstanding: |  |               |   |                 |
| Basic                                       | 11,883,042   | 9,767,640     | 11,818,408  | 9,758,233       |
| Effect of dilutive securities:              |  |               |   |                 |
| Options to purchase common stock            | —  | —             | 1,092   | —               |
| Restricted stock units                      | 834,700  | —             | 834,700   | —               |
| Common stock warrants                       | —  | —             | 17,272  | —               |
| Convertible debentures                      | —  | —             | —   | —               |
| Diluted                                     | 12,717,742   | 9,767,640     | 12,671,472  | 9,758,233       |
| Earnings (Loss) per common share:           |  |               |   |                 |
| Basic                                       | \$0.02   | \$ (0.05 )    | \$0.04  | \$ (0.11 )      |
| Diluted                                     | \$0.02   | \$ (0.05 )    | \$0.04  | \$ (0.11 )      |

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Excluded from computation:

|                                  |           |           |           |           |
|----------------------------------|-----------|-----------|-----------|-----------|
| Options to purchase common stock | 600,645   | 583,109   | 599,553   | 583,109   |
| Restricted stock units           | —         | 594,700   | —         | 594,700   |
| Common stock warrants            | 3,756,771 | 2,364,492 | 3,739,499 | 2,364,492 |
| Convertible debentures           | —         | 706,169   | —         | 706,169   |
|                                  | 4,357,416 | 4,248,470 | 4,339,052 | 4,248,470 |

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## 9. Foreign Operations

Assets and liabilities denominated in non-U.S. currencies are translated at rates of exchange prevailing on the balance sheet date, and revenues and expenses are translated at average rates of exchange for the three and nine month periods. Gains or losses on the translation of the financial statements of a non-U.S. operation, where the functional currency is other than the U.S. dollar, the Renminbi (“RMB”), are reflected as a separate component of equity. The foreign exchange translation adjustment reflects net gains of approximately \$225 for the nine months ended March 31, 2013 and a gain of approximately \$31,000 for the nine months ended March 31, 2012. The Company, as of March 31, 2013, had approximately \$5.11 million in assets and \$4.08 million in net assets located at LPOI’s Shanghai facility.

## 10. Convertible Debentures

On August 1, 2008, we executed a Securities Purchase Agreement with respect to the private placement of 8% senior convertible debentures (the “Debentures”). Among the investors were Steven Brueck, J. James Gaynor, Louis Leeburg, Robert Ripp, Gary Silverman and James Magos, all of whom were directors or officers of LightPath as of August 1, 2008. Mr. Magos resigned effective September 2, 2008.

Interest accruing on the Debentures was paid by issuing Class A common stock. Interest due for August 1, 2008 to August 1, 2011 was paid by issuing 27,893 shares of Class A common stock in October 2008 and 655,692 shares in December 2008. Interest accruing from August 1, 2011 to August 1, 2013 was paid by issuing 41,832 shares in August 2011 and 76,078 shares in August 2012.

Investors also received warrants to purchase up to 950,974 shares of our common stock (the “Warrants”). The Warrants are exercisable for a period of five years beginning on August 1, 2008 with 65% of the Warrants, exercisable for 618,133 shares, priced at \$1.68 per share and the remaining 35% of the Warrants, exercisable for 332,841 shares, priced at \$1.89 per share.

We paid a commission to the exclusive placement agent for the offering, First Montauk Securities Corp. (“First Montauk”). We also issued to First Montauk and its designees warrants to purchase an aggregate of 190,195 shares of our Class A common stock at an exercise price equal to \$1.68 per share. The warrants are exercisable for a period of five years beginning on August 1, 2008.

On December 31, 2008, the Debentures were amended to allow debenture holders to convert 25% of their Debentures into shares of Class A common stock. As a result, \$732,250 of the Debentures were converted into 475,496 shares of Class A common stock. As an inducement to partially convert the Debentures, we issued additional warrants. In fiscal 2011, \$832,500 of the Debentures were converted into 540,584 shares of Class A common stock.

On March 25, 2013, the Company and the remaining Debenture holders holding approximately 93.10% of the outstanding principal amount of the Debentures executed a Conversion Agreement (the “Agreement”) in connection with the early conversion of the Debentures. The Debenture holders party to the Agreement were Steven Brueck, J. James Gaynor, Louis Leeburg, Robert Ripp and Gary Silverman, all of whom are directors or officers of the Company, and Berg & Berg Enterprises, LLC (“BBE”), a greater than 5% beneficial stockholder of the Company. In consideration of converting the Debentures prior to the maturity date, the Company issued to each Debenture holder additional shares of Class A common stock to compensate the converting Debenture holders for the difference between the price per share, or \$1.54, and the closing bid price per share of common stock as reported on the Nasdaq Capital Market on March 22, 2013, or \$0.79 (the “Conversion Incentive Shares”). In connection with the conversion of the Debentures, the Company issued a total of 1,148,738 shares of common stock, 559,448 of which we issued as Conversion Incentive Shares.

In order to ensure BBE did not exceed its beneficial ownership limitation, as set forth in the Agreement, BBE partially converted its Debenture and the Company prepaid the outstanding principal amount due under BBE’s Debenture following the partial conversion.

The remaining Debenture holder not party to the Agreement consented to the Company prepaying the outstanding principal amount due under its Debenture. The Company paid this amount, which totaled \$75,000, on March 28, 2013.

The summary of Debenture conversion activity by fiscal year is as follows:

| Fiscal Year | Debenture \$ | Shares Issued | Repayment \$ |
|-------------|--------------|---------------|--------------|
| 2009        | \$732,250    | 475,487       | \$0          |
| 2010        | \$262,500    | 170,455       | \$0          |
| 2011        | \$832,500    | 540,592       | \$0          |
| 2012        | \$14,250     | 0             | \$14,250     |
| 2013        | \$1,087,500  | 589,590       | \$180,000    |

The issuance of the Conversion Incentive Shares also resulted in an adjustment to the exercise price of the warrants issued to certain investors on June 11, 2012 in connection with the Company's private placement. The exercise price of the warrants was adjusted from \$1.32 to \$1.26 per share. Since the Conversion Incentive Shares were issued to related party debt holders, the value of such shares was considered a capital contribution and was included as an offset to additional paid-in capital with no effect on the statement of operations and comprehensive income (loss).

Total principal outstanding on the Debentures and the principal amount outstanding specifically to directors, officers and stockholders owning at least 10% of the Company's securities under the Debentures was \$0 and \$0, respectively at March 31, 2013 and \$1,087,500 and \$1,012,500, respectively June 30, 2012.

## 11. Costs in Excess of Billings or Deferred Revenue

In January 2012, the Company received a purchase order for \$1.1 million from Raytheon. The purchase order is for development of low cost manufacturing processes for infrared optics and is in support of Raytheon's \$13.4 million Defense Advanced Research Projects Agency's (DARPA) Low Cost Thermal Imaging Manufacturing (LCTI-M) program. The goal of LCTI-M is to develop a wafer scale manufacturing process that will result in a camera on a chip, making thermal imagers affordable, accessible, and ubiquitous to every warfighter.

The Company is using the "cost-to-cost method" to allow it to measure progress toward completion based on the ratio of costs incurred to date to total estimated costs. The Company has recorded in deferred revenue on the accompanying consolidated balance sheet the difference between the amounts invoiced on the project and the amount recognized into revenue.

As of March 31, 2013, the Company has invoiced \$743,500 in milestone billings per the purchase order, and recognized approximately \$1.07 million as revenue, which includes \$451,000 for the nine months ended March 31, 2013. The balance of approximately \$323,500 is recorded as other receivables, as reflected in the accompanying consolidated balance sheet. The project is expected to be completed by July 2013. At March 31, 2013, we had no unpaid accounts receivable outstanding with respect to this purchase order.



## 12. Private Common Stock Placements

On June 11, 2012, we executed a Securities Purchase Agreement with respect to a private placement of an aggregate of 1,943,852 shares of our Class A common stock at \$1.02 per share and warrants to purchase 1,457,892 shares of our common stock at an exercise price of \$1.32 per share (“June 2012 Warrants”). The June 2012 Warrants are exercisable for a period of five years beginning on December 11, 2012. We received aggregate gross cash proceeds from the issuance of the Class A common stock (exclusive of proceeds from any future exercise of the June 2012 Warrants) in the amount \$1,982,727. We used the funds to provide working capital to support the continued growth of our business, primarily the expansion of our infrared molding capacity and enhancement of our glass preparation processes and test and measurement capability. The funding also supported new product development and the acquisition of new equipment, critical to the Company’s growth plans.

The Company paid a commission to the exclusive placement agent for the offering, Meyer Associates, LP (“Meyer”), in an amount equal to \$198,300 plus costs and expenses. The Company also issued to Meyer and its designees warrants to purchase an aggregate of 194,385 shares of our Class A common stock at exercise price equal to \$1.32 per share, for a five-year term beginning December 11, 2012. Legal and other expenses to register the Class A common stock were approximately \$187,641, reducing the proceeds of the offering.

As discussed in Note 10, the issuance of the Conversion Incentive Shares resulted in an adjustment to the exercise price of the June 2012 Warrants. The exercise price of the warrants were adjusted from \$1.32 to \$1.26 per share. This reduced warrant exercise price lowered potential proceeds on the exercise of the June 2012 Warrants by \$87,474 to \$1,836,944.

The June 2012 Warrants issued in this placement were determined to be a derivative liability, see Note 13 to the Consolidated Financial Statements.

### 13. Derivative Financial Instruments

The Company accounted for the June 2012 Warrants issued to investors under the June 11, 2012 Securities Purchase Agreement (see Note 12 above) in accordance with ASC 815-10, *Derivatives and Hedging* (“ASC 815-10”). ASC 815-10 provides guidance for determining whether an equity-linked financial instrument (or embedded feature) is indexed to an entity’s own stock. This applies to any freestanding financial instrument or embedded feature that has all the characteristics of a derivative under ASC 815-10, including any freestanding financial instrument that is potentially settled in an entity’s own stock.

Due to certain adjustments that may be made to the exercise price of the June 2012 Warrants if the Company issues or sell shares of its Class A common stock at a price which is less than the then current warrant exercise price, the June 2012 Warrants have been classified as a liability as opposed to equity in accordance with ASC 815-10 as it was determined that the June 2012 Warrants were not indexed to the Company’s Class A common stock. As a result, the fair value of the June 2012 Warrants were remeasured on March 25, 2013 in conjunction with the modification of the exercise price, and again on March 31, 2013 to reflect their fair market value at the end of the current reporting period. The June 2012 Warrants will be remeasured at each subsequent financial reporting period. The change in fair value of the June 2012 Warrants is recorded in the statement of operations and comprehensive income and is estimated using the Lattice option-pricing model using the following assumptions:

|  | Pre-modification |   | Post-modification |           |
|--|------------------|---|-------------------|-----------|
|  | 3/25/2013        |   | 3/25/2013         | 3/31/2013 |
| Inputs into Lattice model for warrants:          |                  |   |                   |           |
| Equivalent Volatility                            | 84.73            | % | 84.73             | % 84.68 % |
| Equivalent Interest Rate                         | 0.30             | % | 0.30              | % 0.30 %  |
| Estimated stock price                            | \$ 0.6914        |   | \$ 0.6914         | \$0.6470  |
| Floor  | \$ 1.1500        |   | \$ 1.1500         | \$1.1500  |
| Greater of estimated stock price or floor        | \$ 1.1500        |   | \$ 1.1500         | \$1.1500  |
| Probability price < Strike                       | 85.43            | % | 84.68             | % 85.74 % |
| FV of put  | \$ 1.0603        |   | \$ 1.0075         | \$1.0123  |
| Probability of Fundamental Transaction occurring | 5                | % | 5                 | % 5 %     |

All warrants issued by the Company other than the above noted June 2012 Warrants are classified as equity.

The June 2012 warrants are considered a recurring Level 3 fair value measurement, with a fair value of \$599,194 at March 31, 2013. The following table summarizes the activity of Level 3 inputs measured on a recurring basis for the nine months ended March 31, 2013:

|   | Warrant Liability |
|---|-------------------|
| Fair value, June 30, 2012                 | \$1,087,296       |
| Change in fair value of warrant liability | (488,102 )        |
| Fair value, March 31, 2013                | \$599,194         |

#### **14. License of GRADIUM Intellectual Property**

On September 19, 2012, the Company and Hubei New Hua Guang Information Materials Company, Ltd. (“NHG”) entered into an exclusive Intellectual Property License Agreement for the Company’s GRADIUM® glass products. The license agreement is for an initial term of five years expiring on September 19, 2017, which extends beyond the remaining life of the patents. Pursuant to the license agreement, the Company will receive \$150,000 in licensing fees, and royalties on product sales starting in the fourth year of the agreement. The transaction is being accounted for under the guidance of ASC 605-10, Revenue Recognition which states, in part, revenue can be recognized when collection of the fee agreement can be reasonably assured. The Company determined that \$50,000 of the \$150,000 license fee under this agreement, representing the first milestone payment, was reasonably assured of being collected as of September 30, 2012. The Company recognized the \$50,000 as other income on the quarter ended September 30, 2012 and collected the funds in the quarter ended December 31, 2012. No revenue on this license agreement was recognized in the second or third quarters of fiscal 2013.

## Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

*The Private Securities Litigation Reform Act of 1995 provides a safe harbor for forward-looking statements made by or on behalf of the LightPath Technologies, Inc. ("LightPath", the "Company" or "we"). All statements in this "Management's Discussion and Analysis of Financial Condition and Results of Operations" and elsewhere in this Quarterly Report on Form 10-Q for the quarter ended March 31, 2013 (the "Quarterly Report"), other than statements of historical facts, which address activities, events or developments that we expect or anticipate will or may occur in the future, including such things as future capital expenditures, growth, product development, sales, business strategy and other similar matters are forward-looking statements. These forward-looking statements are based largely on our current expectations and assumptions and are subject to a number of risks and uncertainties, many of which are beyond our control. Actual results could differ materially from the forward-looking statements set forth herein as a result of a number of factors, including, but not limited to, limited cash resources and the need for additional financing, our dependence on a few key customers, our ability to transition our business into new markets, our ability to increase sales and manage and control costs and other risks described in our reports on file with the Securities and Exchange Commission ("SEC"). In light of these risks and uncertainties, all of the forward-looking statements made herein are qualified by these cautionary statements and there can be no assurance that the actual results or developments anticipated by us will be realized. We undertake no obligation to update or revise any of the forward-looking statements contained herein.*

The discussions of our results as presented in this Quarterly Report include use of the terms "EBITDA" and "gross margin." EBITDA is discussed below. Gross margin is determined by deducting the cost of sales from operating revenue. Cost of sales includes manufacturing direct and indirect labor, materials, services, fixed costs for rent, utilities and depreciation, and variable overhead. Gross margin should not be considered an alternative to operating income or net income, which are determined in accordance with GAAP. We believe that gross margin, although a non-GAAP financial measure is useful and meaningful to investors as a basis for making investment decisions. It provides investors with information that demonstrates our cost structure and provides funds for our total costs and expenses. We use gross margin in measuring the performance of our business and have historically analyzed and reported gross margin information publicly. Other companies may calculate gross margin in a different manner.

### **Overview**

*Historical:* We are in the business of manufacturing optical components and higher level assemblies including precision molded glass aspheric optics, isolators, proprietary high performance fiber optic collimators, GRADIUM glass lenses and other optical materials used to produce products that manipulate light. All the products we produce enable lasers and imaging devices to function more effectively.

In November 2005, we formed LightPath Optical Instrumentation (Shanghai) Co., Ltd. ("LPOI"), a wholly-owned manufacturing subsidiary, located in Jiading, People's Republic of China. The manufacturing operations are housed in a 16,000 square foot facility located in the Jiading Industrial Zone near Shanghai. This plant has increased overall production capacity and enabled us to compete for larger production volumes of optical components and assemblies,

and strengthened our partnerships within the Asia/Pacific region.

In 2006, the Company implemented a cash conservation strategy by reducing its operating costs, which included restructuring its manufacturing operations. As we have implemented this new business strategy, the fundamentals of the Company have been improving each year. Although we achieved positive cash flow from operations, we were not profitable during fiscal 2012 or 2011. Cash used by operations was (\$66,000) for the first nine months of fiscal 2013.

*How we operate:* We have continuing sales of two basic types: occasional sales via ad-hoc purchase orders of mostly standard product configurations (our “turns” business); and the more challenging and potentially more rewarding business of custom product development. In this latter type of business, we work with customers in the industrial, medical, defense and communications markets to help them determine optical specifications and even create certain optical designs for them, including complex multi-component designs that we call “engineered assemblies.” That is followed by “sampling” small numbers of the product for their test and evaluation. Thereafter, should the customer conclude that our specification or design is the best solution to their product need, we negotiate and “win” a contract (sometimes called a “design win”) – whether of a “blanket purchase order” type or a supply agreement. The strategy is to create an annuity revenue stream that makes the best use of our production capacity as compared to the turns business, which is unpredictable and uneven. A key business objective is to convert as much of our business to the design win and annuity model as possible. We have several challenges in doing so:

Maintaining an optical design and new product sampling capability, including a high-quality and responsive optical design engineering staff.

Customers that incorporate products such as ours into higher volume, commercial applications, continuously work to reduce their expenses, which often leads them to larger or overseas lower-cost suppliers even if sacrificing quality.

Because of our limited cash resources and cash flow, we may not be able to support the supply requirements needed to service the demands in the market for high-volume, low-cost lenses, without arranging for additional capital expenditures.

Despite these challenges to obtaining more design win business, we nevertheless have been, and believe we can continue to be, successful in procuring this business because of our unique capabilities in optical design engineering. Additionally, we believe that we offer value to some customers as a secondary or backup source of supply in the United States should they be unwilling to commit all of their source of supply of a critical component to a foreign merchant production source. We also continue to have the proprietary GRADIUM lens glass technology to offer to certain laser markets.

*Our key indicators:*

Usually on a weekly basis, management reviews a number of performance indicators. Some of these indicators are qualitative and others are quantitative. These indicators change from time to time as the opportunities and challenges in the business change. They are mostly non-financial indicators such as units of shippable output by major product line, production yield rates by major product line and the output and yield data from significant intermediary manufacturing processes that support the production of the finished shippable product. These indicators can be used to calculate such other related indicators as fully yielded unit production per-shift, which varies by the particular product and our state of automation in production of that product at any given time. Higher unit production per shift means lower unit cost and therefore improved margins or improved ability to compete where desirable for price sensitive customer applications. The data from these reports is used to determine tactical operating actions and changes. We believe that our non-financial production indicators, such as those noted, are proprietary information.

Financial indicators that are usually reviewed at the same time include the major elements of the micro-level business cycle:

sales backlog;

EBITDA;

inventory levels; and

accounts receivable levels and quality.

These indicators are similarly used to determine tactical operating actions and changes and are discussed in more detail below.

Sales Backlog – We believe that sales growth is our best indicator of success. Our best view into the efficacy of our sales efforts is in our “order book.” Our order book equates to sales “backlog.” Our backlog has a quantitative and a qualitative aspect: quantitatively, our backlog’s prospective dollar value and qualitatively, the backlog percentage scheduled by the customer for date-certain delivery. We define our “12-month backlog” as customer orders for delivery within one year which is reasonably likely to be fulfilled, including customer purchase orders and products to be provided under supply contracts if they meet the aforementioned criteria. Generally, a higher 12-month backlog is better for us.

At June 30, 2012, our 12-month backlog was approximately \$4.89 million. At March 31, 2013, our 12-month backlog increased by approximately \$623,000 to \$5.01 million as compared to March 31, 2012. We have seen increased quote activity for our imaging lenses during the nine months ended March 31, 2013 compared to the same period last year.



**EBITDA-** EBITDA is a non-GAAP financial measure used by management, lenders and certain investors as a supplemental measure in the evaluation of some aspects of a corporation's financial position and core operating performance. Investors sometimes use EBITDA as it allows for some level of comparability of profitability trends between those businesses differing as to capital structure and capital intensity by removing the impacts of depreciation, amortization and interest expense. EBITDA also does not include changes in major working capital items such as receivables, inventory and payables, which can also indicate a significant need for, or source of, cash. Since decisions regarding capital investment and financing and changes in working capital components can have a significant impact on cash flow, EBITDA is not a good indicator of a business's cash flows. We use EBITDA for evaluating the relative underlying performance of the Company's core operations and for planning purposes. We calculate EBITDA by adjusting net income (loss) to exclude net interest expense, income tax expense or benefit, depreciation and amortization, thus the term "Earnings Before Interest, Taxes, Depreciation and Amortization" and the acronym "EBITDA."

The following table sets forth EBITDA for the three and nine months ended March 31, 2013 and 2012:

#### LIGHTPATH TECHNOLOGIES, INC.

##### EBITDA

|                               | (Unaudited)<br>Three months ended<br>March 31,<br>2013 |             | (Unaudited)<br>Nine months ended<br>March 31,<br>2012 |               |
|-------------------------------|--|-------------|---|---------------|
| Net income (loss)             | \$217,094  | \$(518,985) | \$459,087   | \$(1,060,731) |
| Depreciation and amortization | 193,039  | 286,014     | 601,334   | 857,721       |
| Interest expense              | 53,083   | 22,582      | 99,889  | 69,368        |
| EBITDA                        | \$463,216  | \$(210,389) | \$1,160,310   | \$(133,642)   |

Our EBITDA for the nine months ended March 31, 2013 increased to approximately \$1.16 million, compared to a loss of approximately \$134,000 for the nine months ended March 31, 2012. The improvement in EBITDA was principally caused by the recognition of net income, instead of net loss, due to higher revenues generating more gross margin, the change in the fair value of our warrant liability with respect to the June 2012 Warrants and royalty income from licensing our GRADIUM product line as well as lower depreciation. For comparison purposes, net income was approximately \$459,000 or \$0.04 per basic and diluted common share during the first nine months of fiscal 2013, compared with the first nine months of fiscal 2012, in which we reported a net loss of approximately \$1.06 million or (\$0.11) basic and diluted per common share.

Inventory Levels – We manage our inventory levels to minimize investment in working capital but still have the flexibility to meet customer demand to a reasonable degree. While the mix of inventory is an important factor, including adequate safety stocks of long lead-time materials, an important aggregate measure of inventory in all phases of production is the quarter’s ending inventory expressed as a number of days worth of the quarter’s cost of sales, also known as “days cost of sales in inventory,” or “DCSI.” It is calculated by dividing the quarter’s ending inventory by the quarter’s cost of goods sold, multiplied by 365 and divided by 4. Generally, a lower DCSI measure equates to a lesser investment in inventory and therefore more efficient use of capital. During the nine months ended March 31, 2013 and 2012, our DCSI was 110 and 75, respectively, compared to 76 for the year ended June 30, 2012. The increase in DCSI from the prior year is a result of our cost reduction program’s success in reducing cost of goods sold while keeping our product inventory at a similar level offset by the increase in our inventory of raw glass used in the production of our GRADIUM lenses.

Accounts Receivable Levels and Quality – Similarly, we manage our accounts receivable to minimize investment in working capital. We measure the quality of receivables by the proportions of the total that are at various increments past due from our normally extended terms, which are generally 30 days. The most important aggregate measure of accounts receivable is the quarter’s ending balance of net accounts receivable expressed as a number of day’s worth of the quarter’s net revenues, also known as “days sales outstanding,” or “DSO.” It is calculated by dividing the quarter’s ending net accounts receivable by the quarter’s net revenues, multiplied by 365 and divided by 4. Generally, a lower DSO measure equates to a lesser investment in accounts receivable, and therefore, more efficient use of capital. For the nine months ended March 31, 2013 and 2012, our DSO was 72 and 79, respectively. During the year ended June 30, 2012, our average DSO was 68. Our DSO for the first nine months of fiscal 2013 was higher than our average DSO for fiscal 2012 due to 49% of the revenue earned during the fiscal third quarter was from products shipped in March, and therefore, the majority of our total current receivables have not been collected as of March 31, 2013.

**Other Key Indicators** – Other key indicators include various operating metrics, some of which are qualitative and others are quantitative. These indicators change from time to time as the opportunities and challenges in the business change. They are mostly non-financial indicators such as on time delivery trends, units of shippable output by major product line, production yield rates by major product line and the output and yield data from significant intermediary manufacturing processes that support the production of the finished shippable product. These indicators can be used to calculate such other related indicators as fully-yielded unit production per-shift, which varies by the particular product and our state of automation in production of that product at any given time. Higher unit production per shift means lower unit cost and therefore improved margins or improved ability to compete where desirable for price sensitive customer applications. The data from these reports is used to determine tactical operating actions and changes.

### **Liquidity and Capital Resources**

In 2006, the Company implemented a cash conservation strategy by reducing its operating costs, which included restructuring its manufacturing operations. However, cash flow and cash management continue to be primary concerns of the Company. The Company has a history of recurring losses from operations and as of March 31, 2013, the Company had an accumulated deficit of approximately \$204.2 million. Cash provided by operations was \$406,000 for fiscal year 2012 and \$95,000 for fiscal year 2011. During the nine months ended March 31, 2013, cash used in operations was approximately (\$66,000) due to an increase in accounts receivable, other receivables and inventory. Even though our average cost per unit of inventory was lower due to our cost reduction efforts and product mix, the unit volume of inventory increased.

At March 31, 2013, we had a book cash balance of approximately \$1.40 million. For the nine months ended March 31, 2013, cash decreased by approximately \$951,000 compared to a decrease of approximately \$439,000 for the same period last year. The use of cash in both periods was primarily due to investment capital expenditures for cost reduction equipment used in our anti-reflective coating process, equipment for the infrared product line capacity, tooling for new lenses and \$180,000 payment on the outstanding principal amounts due under our 8% convertible debentures. On April 29, 2013, the Company had a book cash balance of approximately \$1.5 million.

Management developed an operating plan for fiscal 2013 based on anticipated sales growth primarily from precision molded optics, with the emphasis on low-cost, high volume applications, optical assemblies including the redesigned collimator product line and infrared products, and continued implementation of new cost reductions with programs to improve tool life and lower anti-reflective coating costs by coating lenses at our facilities. Management reviews the operating plan on a quarterly basis and makes adjustments as needed. We believe, based on our operating plan and related financial projections, that cash flow from operations will improve in the fourth quarter of fiscal 2013.

Our current booking rate of orders combined with recent quote activity and the existing 12-month backlog give us confidence that future cash flow will be sufficient to fund our operations. Our forecast includes an increase in sales in infrared lenses and precision molded optics for imaging and laser tools. We believe the growth of mobile internet, the

recovery of the Chinese industrial tool market, entry into the digital projection market and new product applications bode well for our long term growth. Overall however, markets remain weak and somewhat choppy as was indicated by our lower booking rate in the second and third quarters. To take advantage of emerging opportunities in the marketplace, we have implemented some changes to our sales organization, which we believe will enable us to move more rapidly towards our growth objectives. In addition, we continue to develop new products and keep our product offerings current and relevant to the latest technology as defined by our customers. Our product offerings, which serve a diverse group of end-markets, have found growth opportunities for our core business in precision molded optics and are building a presence in the infrared market.

Factors which could adversely affect cash balances in future quarters include, but are not limited to, a decline in revenue, poor cash collections from our accounts receivables, increased material costs, increased labor costs, planned production efficiency improvements not being realized, the current ongoing economic conditions and increases in other discretionary spending, particularly sales and marketing costs.

To fund future operations, we may seek external debt or equity financing, if it can be obtained in an amount and on terms that are acceptable. We may be required to seek external financing regardless of whether the terms would be acceptable, if our cash flow financial resources are not sufficient to sustain our operations or to pursue our business plan. There is no assurance we will be able to achieve the necessary cash flow from sales growth and gross margin improvements to sustain operations. Factors which could adversely affect cash balances in future quarters include, but are not limited to, a decline in revenue or a lack of anticipated sales growth, increased material costs, increased labor costs, planned production efficiency improvements not being realized, increases in property, casualty, benefit and liability insurance premiums and increases in other discretionary spending, particularly sales and marketing related.

### **Sources and Uses of Cash**

#### *Operating Activities*

Our sources of operating cash consist of our limited cash reserves and the cash generated from the collection of receivables after invoicing customers for product shipments. Our uses of operating cash primarily consist of expenditures for materials and services, wages and compensation, employee benefits, rent and utilities. Our plan is to minimize our investment in inventory but still support our sales and forecasted anticipated growth. We manage our accounts payable very carefully. We have taken certain actions to conserve our cash including extending payment terms with certain of our suppliers. We have negotiated payment plans with some key vendors and sometimes work with other vendors to develop payment plans.

#### *Investing Activities*

Periodically we make expenditures for capital goods. In the first nine months of fiscal 2013, we had capital expenditures for tooling, anti-reflective coating equipment, equipment to support our tooling operations and equipment for the infrared product line.

#### *Financing Activities*

Over the past several fiscal years, our net use of cash has required that we draw down on our cash and cash equivalent balances and periodically raise additional funds through the sale of shares of common stock or, in the case of our August 2008 offering, debentures convertible into shares of our common stock.

If our efforts at reaching positive cash flow and profitability are not successful, we will need to raise additional capital. Should capital not be available to us at reasonable terms, other actions may become necessary in addition to cost control measures and continued efforts to increase sales. These actions may include exploring strategic options for the sale of the Company, the sale of certain product lines, the creation of joint ventures or strategic alliances under which we will pursue business opportunities, the creation of licensing arrangements with respect to our technology, or

other alternatives.

We do not currently have any availability for borrowing under equipment leases or other loan facilities and we do not currently have any commitment from any party to provide any other financing to the Company. There can be no assurances that financing will be available to us, or, if available, that the terms of such financing will be acceptable to us. As a result, there is significant risk to us of having limited cash resources with which to continue our operations as currently conducted or to pursue new business opportunities. Either of these outcomes would materially and adversely affect our results of operations, financial performance and stock price.

### **Off Balance Sheet Arrangements**

We do not engage in any activities involving variable interest entities or off-balance sheet arrangements.

### **Results of Operations**

#### ***Fiscal Third Quarter: Three months ended March 31, 2013 compared to the three months ended March 31, 2012***

#### **Revenues:**

For the quarter ended March 31, 2013, we reported total revenues of \$2.85 million compared to \$2.78 million for the third quarter of last fiscal year, an increase of 3%. This increase was primarily attributable to increases in sales of our custom optics, industrial tool, and GRADIUM® product lines. Growth in sales for the next several quarters is expected to be derived primarily from the precision molded lens product line, driven by the telecommunications sector's need for expanded infrastructure to support mobile internet demand; our industrial tool business, which benefited from an improving Chinese market; demand for fiber laser delivery system; and our entry into the digital projection market. Infrared products, now being designed and introduced are expected to accelerate the Company's growth more meaningfully beginning in the fourth quarter of fiscal 2013 and continuing in fiscal 2014. Unit shipment volume in precision molded optics increased by 31% in the third quarter of 2013 compared to the same period of the prior fiscal year.

**Cost of Sales:**

Our gross margin percentage in the third quarter of fiscal 2013 was 47% compared to 32% for the third quarter of fiscal 2012. Total manufacturing costs of \$1.52 million were approximately \$373,000 lower in the third quarter of fiscal 2013 compared to the same period of the prior fiscal year. The decrease in manufacturing costs, as compared to the same period of the prior fiscal year, is a result of an increase in precision molded optics products utilizing lower cost glass, lower tooling costs and better utilization of fixed costs due to higher unit volumes.

Unit sales of precision molded optics lenses increased by 31% in the third quarter of fiscal 2013 compared to the same period last year. In the third quarter of fiscal 2013, 7% of our precision molded optic lens units sold were produced with more expensive glass types, compared to 9% in the same period last year. All of the precision molded optics lenses have been redesigned to use lower cost materials; however, some of our customers have continued to purchase the more expensive glass type lenses. The transition from higher-cost glass materials to lower-cost glass materials also causes inefficiencies in our coating process. The lens coating on our higher-cost glass lenses is different from the lens coating on our lower-cost glass lenses and requires separate coating runs, thereby increasing our lens coating costs. The decrease in sales of the more expensive glass type lenses has resulted in improved coating efficiencies and has decreased our costs.

Direct costs, which include material, labor and services, decreased to 23% of revenue in the third quarter of fiscal 2013, as compared to 24% of revenue in the third quarter of fiscal 2012. The decrease in direct costs was primarily due to improved labor productivity and the continued transition to lower cost glass materials.

We have seen improvement in our gross margins for the past three quarters due to the headcount and salary reductions implemented in the fourth quarter of last fiscal year and the increase in sales. As our revenues increase, we expect continued improvements in gross margins as our overhead costs are amortized over a larger revenue base.

**Selling, General and Administrative:**

During the third quarter of fiscal 2013, selling, general and administrative (“SG&A”) costs were approximately \$1.04 million, compared to \$1.14 million in the third quarter of fiscal 2012, a decrease of approximately \$99,000. This decrease was due to the absence of \$221,000 in expenses incurred last fiscal year with respect to a withdrawn registered securities offering, offset by increases of \$24,000 in information technology services expenses, \$29,000 in investor relations expenses and \$62,000 in wage expenses. We intend to maintain SG&A costs generally at current levels but we plan on increasing our sales staff.

**New Product Development:**

New product development costs were approximately \$217,000 in the third quarter of fiscal 2013 compared to approximately \$237,000 in the same period last year, an 8% decrease. We anticipate that these expenses will increase modestly for the remainder of fiscal year 2013 as we invest in the continued development of our infrared product lines.

**Amortization of Intangibles:**

Amortization expense from intangibles remained the same at approximately \$8,000 per quarter in both the fiscal quarters ended March 31, 2013 and 2012.

**Other Income (Expense):**

Interest expense was approximately \$53,000 in the third quarter of fiscal 2013 as compared to \$23,000 in the third quarter of fiscal 2012. This interest expense resulted from interest and the conversion of our 8% convertible debentures, and the write off of debt discount and debt costs.

In the third quarter of fiscal 2013, we recognized a gain of approximately \$223,000 related to the change in the fair value of derivative warrants issued in connection with our June 2012 private placement. The warrants have a five year life, and fair value will be re-measured each reporting period until the warrants are exercised or expire.



Other income was an expense of \$8,500 in the third quarter of fiscal 2013 compared to a gain of approximately \$10,000 in the third quarter of fiscal 2012 primarily due to the effects of foreign currency rate changes.

**Net Income (Loss):**

Net income was approximately \$217,000 or \$0.02 basic and diluted per share during the third quarter of fiscal 2013, compared with the third quarter of fiscal 2012, in which we reported a net loss of approximately \$519,000 or \$0.05 basic and diluted per share. The approximate \$736,000 improvement resulted from a higher gross margin due to an increase in sales and lower costs and the change in the fair value of our warrant liability for our June 2012 Warrants. Weighted-average shares outstanding (basic) was 11,883,042 in the third quarter of fiscal 2013 compared to 9,767,640 in the third quarter of fiscal 2012. The increase in weighted-average shares outstanding was primarily due the issuance of shares of common stock related to the the sale of securities in our June 2012 private placement, shares issued related to the payment of interest on our 8% convertible debentures, shares issued in the conversion of our 8% convertible debentures into common stock, including the issuance of shares to incentivize holders to convert debentures and shares issued under our employee stock purchase plan.

***Fiscal First Nine Months: Nine months ended March 31, 2013 compared to the nine months ended March 31, 2012***

**Revenues:**

For the nine months ended March 31, 2013, we reported total revenues of \$8.65 million compared to \$8.18 million for the first nine months of last fiscal year, an increase of 6%. This increase was primarily attributable to an increase in the sales of custom optics, an increase in the sales of our industrial tool products and our entry in the digital projection market offset by slightly lower sales volumes in our collimator and isolator product lines. Growth in sales for the next several quarters is expected to be derived primarily from the precision molded lens product line, driven by the telecommunications sector's need for expanded infrastructure to support mobile internet demand; our industrial tool business which benefited from the improving Chinese market; demand for fiber laser delivery systems; and our entry into the digital projection market.

**Cost of Sales:**

Our gross margin percentage in the first nine months of fiscal 2013 was 44% compared to 34% for the first nine months of fiscal 2012. Total manufacturing costs of \$4.89 million were approximately \$487,000 lower in the first nine months of fiscal 2013 compared to the same period of the prior fiscal year. This decrease in manufacturing costs, as compared to the same period of the prior fiscal year, is due to a decrease of \$271,000 in wages and a decrease of \$268,000 in tooling costs offset by an increase of \$38,000 in repairs and increase of \$33,000 in depreciation.

Unit sales of precision molded optics lenses increased by 26% in the first nine months of fiscal 2013 compared to the same period last year. In the first nine months of fiscal 2013, 6% of our precision molded optic lens units sold were produced with more expensive glass types, compared to 11% in the same period last year. The decrease in sales of the more expensive glass type lenses is the result of the mix change of units sold, with more sales of the lower cost optics that utilizes lower-cost glass materials. The transition from higher-cost glass materials to lower-cost glass materials causes inefficiencies in our coating process. The lens coating on our higher-cost glass lenses is different from the lens coating on our lower-cost glass lenses and requires separate coating runs, thereby increasing our lens coating costs. The transition by our customers to lower-cost glass types has resulted in improved coating efficiencies and a decrease in our costs.

Direct costs, which include material, labor and services, decreased to 23% of revenue in the first nine months of fiscal 2013, as compared to 26% of revenue in the first nine months of fiscal 2012. The decrease in direct costs was primarily due to improved labor productivity and the continued transition to lower cost glass materials.

We have seen improvement in our gross margins for the past three quarters due to the headcount and salary reductions implemented in the fourth quarter of last fiscal year and the increase in sales. As our revenues increase, we expect continued improvements in gross margins as our overhead costs are amortized over a larger revenue base.

**Selling, General and Administrative:**

During the first nine months of fiscal 2013, SG&A costs were approximately \$3.04 million, compared to \$3.02 million in the first nine months of fiscal 2012, an increase of approximately \$22,000. This increase was due to increases of \$117,000 for information technology services, \$54,000 in wages and \$79,000 in investor relations offset by the absence of \$221,000 in expenses for a withdrawn registered securities offering last year. We intend to maintain SG&A costs generally at current levels but we do plan on increasing our sales staff.

**New Product Development:**

New product development costs were approximately \$693,000 in the first nine months of fiscal 2013 compared to approximately \$796,000 in the same period last year, a 13% decrease. This decrease was primarily due to a decrease in new product development as our staff focused on the Raytheon purchase order. We anticipate that these expenses will increase modestly for the remainder of fiscal year 2013 as we invest in the continued development of our infrared product line.

**Amortization of Intangibles:**

Amortization expense from intangibles remained the same at approximately \$25,000 per period in both the fiscal nine months ended March 31, 2013 and 2012.

**Other Income (Expense):**

Interest expense was approximately \$100,000 for first nine months of fiscal 2013 and \$69,000 for the first nine months of fiscal 2012. This interest expense resulted from interest on our 8% convertible debentures and the write off of debt discount and debt costs due to the conversion of the 8% convertible debentures.

In the first nine months of fiscal 2013 we recognized a gain of approximately \$488,000 related to the change in the fair value of derivative warrants issued in connection with our June 2012 private placement. The warrants have a five-year life and this fair value will be re-measured each reporting period until the warrants are exercised or expire.

Other income increased by approximately \$23,000 to \$67,000 in the first nine months of fiscal 2013 compared to approximately \$44,000 in the first nine months of fiscal 2012. In the first nine months of fiscal 2013, we entered into a license agreement in which we granted a license for our GRADIUM product line to NHG for \$150,000. We recognized other income of \$50,000, in accordance with ASC 605-10.

**Net Income (Loss):**

Net income was approximately \$459,000 or \$0.04 basic and diluted per share during the first nine months of fiscal 2013, compared with the first nine months of fiscal 2012, in which we reported a net loss of approximately \$1.06 million or \$0.11 basic and diluted per share. The approximate \$1.52 million improvement resulted from the royalty income from licensing the GRADIUM product line, the change in the fair value of our warrant liability for our June 2012 Warrants, a decrease in new product development expenses and a higher gross margin. Weighted-average shares outstanding (basic) was 11,818,408 in the first nine of fiscal 2013 compared to 9,758,233 in the first nine months of fiscal 2012. The increase in weighted-average shares outstanding was primarily due the issuance of shares of common stock related to the the sale of securities in our June 2012 private placement, shares issued related to the payment of

interest on our 8% convertible debentures, shares issued in the conversion of our 8% convertible debentures into common stock, including shares issued to incentivize holders to convert the debentures and shares issued under our employee stock purchase plan.

**Critical Accounting Policies and Estimates:**

**Allowance for accounts receivable** is calculated by taking 100% of the total of invoices that are over 90 days past due from due date and 10% of the total of invoices that are over 60 days past due from the due date. Accounts receivable are customer obligations due under normal trade terms. The Company performs continuing credit evaluations of its customers' financial condition. Recovery of bad debt amounts which were previously written off is recorded as a reduction of bad debt expense in the period the payment is collected. If the Company's actual collection experience changes, revisions to its allowance may be required. After attempts to collect a receivable have failed, the receivable is written off against the allowance.

**Inventory obsolescence reserve** is calculated by reserving 100% for items that have not been sold in two years or that have not been purchased in two years and 25% for products which we have more than a two year supply, as well as reserving 50% for other items deemed to be slow moving within the last 12 months and reserving 25% for items deemed to have low material usage within the last six months.

**Revenue** is recognized from product sales when products are shipped to the customer, provided that the Company has received a valid purchase order, the price is fixed, title has transferred, collection of the associated receivable is reasonably assured, and there are no remaining significant obligations. Revenues from product development agreements are recognized as milestones are completed in accordance with the terms of the agreements and upon shipment of products, reports or designs to the customer.

The Company recognized and recorded \$50,000 in license income in “other income (expense), net” on the accompanying consolidated statement of operations and comprehensive income for the nine months ended March 31, 2013. The transaction is being accounted for under the guidance of Accounting Standards Codification (“ASC”) 605-10, Revenue Recognition, in which all fees under the agreement are expected to be collectible in full, the licensing arrangement is exclusive and the term of the license extends beyond the remaining life of the patents.

**Stock based compensation** is measured at grant date, based on the fair value of the award, and is recognized as an expense over the employee’s requisite service period. We estimate the fair value of each stock option as of the date of grant using the Black-Scholes-Merton pricing model. Most options granted under our Amended and Restated Omnibus Incentive Plan vest ratably over two to four years and generally have ten-year contract lives. The volatility rate is based on four-year historical trends in common stock closing prices and the expected term was determined based primarily on historical experience of previously outstanding options. The interest rate used is the U.S. Treasury interest rate for constant maturities. The likelihood of meeting targets for option grants that are performance based are evaluated each quarter. If it is determined that meeting the targets is probable then the compensation expense will be amortized over the remaining vesting period.

**Deferred revenue/ Other receivables** relates to a \$1.1 million purchase order from Raytheon that is being recognized into revenue on a percentage of completion basis. The Company is using the “cost-to-cost method” to allow it to measure progress toward completion based on the ratio of costs incurred to date to total estimated costs. The Company recorded in other receivables in the accompanying consolidated balance sheet based the difference between the amounts invoiced on the project and the amount recognized into revenue. As of March 31, 2013, the Company invoiced \$743,500 and recognized approximately \$1.07 million as revenue, which includes \$451,000 that was recognized in the nine months ended March 31, 2013. The balance of \$323,500 was recorded as other accounts receivable. At March 31, 2013, we had no unpaid accounts receivable outstanding with respect to this purchase order. The project is expected to be completed by July 2013.

#### Item 4. Controls and Procedures

Under the supervision and with the participation of our management, including our Chief Executive Officer and our Chief Financial Officer, we evaluated the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934 (the “Exchange Act”)) as of March 31, 2013, the end of the period covered by this report. Based on that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of March 31, 2013 in reporting on a timely basis information required to be disclosed by us in the reports we file or submit under the Exchange Act.

During the fiscal quarter ended March 31, 2013, there was no change in our internal control over financial reporting (as defined in Rule 13a-15(f) under the Exchange Act) that has materially affected, or is reasonably likely to

materially affect, our internal control over financial reporting.

**PART II OTHER INFORMATION**

**Item 1. Legal Proceedings**

None

**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds**

None

**Item 3. Defaults Upon Senior Securities**

None

**Item 4. Mine Safety Disclosures**

None

**Item 5. Other Information**

None

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**Item 6. Exhibits**

The following exhibits are filed herewith as a part of this report.

| Exhibit Number | Description  | Notes |
|----------------|--|-------|
| 3.1.1          | Certificate of Incorporation of Registrant, filed June 15, 1992 with the Secretary of State of Delaware  | 1     |
| 3.1.2          | Certificate of Amendment to Certificate of Incorporation of Registrant, filed October 2, 1995 with the Secretary of State of Delaware  | 1     |
| 3.1.3          | Certificate of Designations of Class A common stock and Class E-1 common stock, Class E-2 common stock, and Class E-3 common stock of Registrant, filed November 9, 1995 with the Secretary of State of Delaware | 1     |
| 3.1.4          | Certificate of Designation of Series A Preferred Stock of Registrant, filed July 9, 1997 with the Secretary of State of Delaware   | 2     |
| 3.1.5          | Certificate of Designation of Series B Stock of Registrant, filed October 2, 1997 with the Secretary of State of Delaware  | 3     |
| 3.1.6          | Certificate of Amendment of Certificate of Incorporation of Registrant, filed November 12, 1997 with the Secretary of State of Delaware  | 3     |
| 3.1.7          | Certificate of Designation of Series C Preferred Stock of Registrant, filed February 6, 1998 with the Secretary of State of Delaware   | 4     |
| 3.1.8          | Certificate of Designation, Preferences and Rights of Series D Participating Preferred Stock of Registrant filed April 29, 1998 with the Secretary of State of Delaware  | 5     |
| 3.1.9          | Certificate of Designation of Series F Preferred Stock of Registrant, filed November 2, 1999 with the Secretary of State of Delaware   | 6     |
| 3.1.10         | Certificate of Amendment of Certificate of Incorporation of Registrant, filed February 28, 2003 with the Secretary of State of Delaware  | 7     |
| 3.2            | Bylaws of Registrant   | 1     |
| 4.1            | Rights Agreement dated May 1, 1998, between Registrant and Continental Stock Transfer & Trust Company  | 5     |
| 4.2            |  | 12    |

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First Amendment to Rights Agreement dated as of February 28, 2008, between LightPath Technologies, Inc. and Continental Stock Transfer & Trust Company

|      |   |    |
|------|---|----|
| 10.1 | Directors Compensation Agreement dated November 11, 1999 between Robert Ripp and LightPath Technologies, Inc., as amended by the First Amendment dated April 11, 2000 | 8  |
| 10.2 | Amended and Restated Omnibus Incentive Plan dated October 15, 2002  | 9  |
| 10.3 | Employee Letter Agreement dated June 12, 2008, between LightPath Technologies, Inc., and J. James Gaynor, its Chief Executive Officer & President                     | 10 |
| 10.4 | Form of Common Stock Purchase Warrant dated as of August 1, 2008, issued by LightPath Technologies, Inc. to certain investors   | 11 |

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|         |  |    |
|---------|--|----|
| 10.5    | Form of Common Stock Purchase Warrant dated as of August 19, 2009, issued by LightPath Technologies, Inc. to certain investors   | 13 |
| 10.6    | Form of Common Stock Purchase Warrant dated as of April 8, 2010, issued by LightPath Technologies, Inc. to certain investors   | 14 |
| 10.7    | 2004 Employee Stock Purchase Plan dated December 6, 2004   | 15 |
| 10.8    | Form of Common Stock Purchase Warrant dated as of June 11, 2012, issued by LightPath Technologies, Inc. to certain investors   | 16 |
| 10.9    | Securities Purchase Agreement dated as of June 11, 2012, by and among LightPath Technologies, Inc. and certain investors   | 16 |
| 10.10   | Registration Rights Agreement dated as of June 11, 2012, by and among LightPath Technologies, Inc. and certain investors   | 16 |
| 10.11   | Memorandum of Understanding Governing the License of Intellectual Property and Manufacturing, Sales and Distribution of Gradium dated as of September 11, 2012, by and among LightPath Technologies, Inc., and Hubei, New HuaGuang Information Materials Company, Ltd. (NHG) | 17 |
| 10.12   | Conversion Agreement dated March 25, 2013 between the Company and certain debenture holders of our 8% convertible debentures   | 18 |
| 31.1    | <u>Certification of Chief Executive Officer pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934</u>  | *  |
| 31.2    | <u>Certification of Chief Financial Officer pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934</u>  | *  |
| 32.1    | <u>Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350 of Chapter 63 of Title 18 of the United States Code</u>   | *  |
| 32.2    | <u>Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350 of Chapter 63 of Title 18 of the United States Code</u>   | *  |
| 101.INS | XBRL Instance Document   | *  |
| 101.SCH | XBRL Taxonomy Extension Schema Document*   |    |
| 101.CAL | XBRL Taxonomy Extension Calculation Linkbase Document*   |    |
| 101.DEF | XBRL Taxonomy Extension Definition Linkbase Document*  |    |

101.LAB XBRL Taxonomy Extension Label Linkbase Document\*

101.PRE XBRL Taxonomy Presentation Linkbase Document\*

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*Notes:*

1. This exhibit was filed as an exhibit to our Registration Statement on Form SB-2 (File No: 33-80119) filed with the Securities and Exchange Commission on December 7, 1995 and is incorporated herein by reference thereto.
2. This exhibit was filed as an exhibit to our annual report on Form 10-KSB40 filed with the Securities and Exchange Commission on September 11, 1997 and is incorporated herein by reference thereto.
3. This exhibit was filed as an exhibit to our quarterly report on Form 10-Q filed with the Securities and Exchange Commission on November 14, 1997 and is incorporated herein by reference thereto.
4. This exhibit was filed as an exhibit to our Registration Statement on Form S-3 (File No. 333-47905) filed with the Securities and Exchange Commission on March 13, 1998 and is incorporated herein by reference thereto.
5. This exhibit was filed as an exhibit to our Registration Statement on Form 8-A filed with the Securities and Exchange Commission on April 28, 1998 and is incorporated herein by reference thereto.
6. This exhibit was filed as an exhibit to our Registration Statement on Form S-3 (File No: 333-94303) filed with the Securities and Exchange Commission on January 10, 2000 and is incorporated herein by reference thereto.
7. This exhibit was filed as an exhibit to our Proxy Statement filed with the Securities and Exchange Commission on January 24, 2003 and is incorporated herein by reference thereto.
8. This exhibit was filed as an exhibit to our annual report on Form 10-KSB filed with the Securities and Exchange Commission on August 31, 2000 and is incorporated herein by reference thereto.
9. The Amended and Restated Omnibus Incentive Plan, dated October 15, 2002 was filed as an exhibit to our Proxy Statement filed with the Securities and Exchange Commission on September 12, 2002, Amendment No. 1, dated October 20, 2004 and Amendment No. 2, dated December 6, 2004, were filed as an exhibit to our Registration Statement on Form S-8 (File No. 333-121389) filed with the Securities and Exchange Commission on December 17,

2004. Amendment No. 3, dated November 1, 2007 and Amendment No. 4, dated January 31, 2013, were filed as an exhibit to our Proxy Statement filed with the Securities and Exchange Commission on December 10, 2012.

10. This exhibit was filed as an exhibit to our Current Report on Form 8-K filed with the Securities and Exchange Commission on June 12, 2008, and is incorporated herein by reference thereto.

11. This exhibit was filed as an exhibit to our Current Report on Form 8-K/A filed with the Securities and Exchange Commission on August 6, 2008, and is incorporated herein by reference thereto.

12. This exhibit was filed as amendment number 1 to Form 8A filed with the Securities and Exchange Commission on February 28, 2008, and is incorporated herein by reference thereto.

13. This exhibit was filed as an exhibit to our Current Report on Form 8-K filed with the Securities and Exchange Commission on August 20, 2009, and is incorporated herein by reference thereto.

14. This exhibit was filed as an exhibit to our Current Report on Form 8-K filed with the Securities and Exchange Commission on April 9, 2010, and is incorporated herein by reference thereto.

15. This exhibit was filed as an exhibit to our Registration Statement on Form S-8 (File No. 333-121385) filed with the Securities and Exchange Commission on December 17, 2004, and is incorporated herein by reference thereto.

16. This exhibit was filed as an exhibit to our Current Report on Form 8-K filed with the Securities and Exchange Commission on June 11, 2012, and is incorporated herein by reference thereto.

17. This exhibit was filed as an exhibit to our Current Report on Form 8-K filed with the Securities and Exchange Commission on October 11, 2012, and is incorporated herein by reference thereto.

18. This exhibit was filed as an exhibit to our Current Report on Form 8-K filed with the Securities and Exchange Commission on March 27, 2013, and is incorporated herein by reference thereto.

\* Filed herewith.



**SIGNATURES**

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

**LIGHTPATH TECHNOLOGIES, INC.**

Date: May 2, 2013 By: /s/ J. James Gaynor  
President and Chief Executive Officer

Date: May 2, 2013 By: /s/ Dorothy M. Cipolla  
Chief Financial Officer