

SECURITIES AND EXCHANGE COMMISSION

FORM 8-K

Current report filing

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FILER

LIGHTPATH TECHNOLOGIES INC

CIK: **889971** | IRS No.: **860708398** | State of Incorpor.: **DE** | Fiscal Year End: **0630**
Type: **8-K** | Act: **34** | File No.: **000-27548** | Film No.: **06511314**
SIC: **3674** Semiconductors & related devices

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

Form 8-K

Current Report

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): 01/05/2006

LIGHTPATH TECHNOLOGIES INC

(Exact name of registrant as specified in its charter)

Commission File Number: 000-27548

DE
(State or other jurisdiction of
incorporation)

86-0708398
(IRS Employer
Identification No.)

2603 Challenger Tech Ct. , Suite 100, Orlando, FL 32826
(Address of principal executive offices, including zip code)

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

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 2.02. Results of Operations and Financial Condition

On January 5, 2006, the Company issued a press release entitled "LightPath Technologies Projects Fiscal 2006 Second Quarter." A copy of the press release is attached hereto as an exhibit.

Signature(s)

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 hereunto duly authorized.

LIGHTPATH TECHNOLOGIES INC

Date: January 05, 2006

By: /s/ Robert Burrows

Robert Burrows
Chief Financial Officer

Exhibit Index

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|--|
| EX-99.1 | LightPath Technologies Projects Fiscal 2006 Second Quarter |

LightPath Technologies Projects Improvement

For Fiscal 2006 Second Quarter

For Immediate Release

(January 5, 2006) Orlando, FL

. LightPath Technologies, Inc. (Nasdaq: LPTH), manufacturer and integrator of families of precision molded aspheric optics, GRADIUM(R) glass products, and high-performance fiber-optic collimators and isolators, reported today a projected approximate 9% increase in revenue for its second quarter of fiscal 2006 including sales of approximately \$2.95 million compared with \$2.70 million in the first quarter of fiscal 2006, and an 11% decrease in reported sales from the \$3.31 million in the second quarter of the prior year. In addition, cash used during this second quarter decreased significantly to approximately \$0.1 million compared to approximately \$0.7 million in the first quarter of fiscal 2006.

As of December 31, 2005, our Disclosure Backlog grew to \$3.0 million or 20% growth compared to the \$2.5 million reported as of September 30, 2005. The orders strengthened in the period due primarily to increases in military, industrial and communication market orders. In comparison, our Disclosure Backlog at December 31, 2004 was \$2.98 million. As reported in our Annual Report on Form 10-K for June 30, 2005, we had a "Disclosure Backlog" (as defined therein) at that date of \$2.59 million.

Ken Brizel, President and Chief Executive Officer of LightPath, commented, "We achieved revenue growth for the three months ended December 31, 2005 through larger orders from existing customers and new opportunities in new markets. Although our quarterly run rate is 21% above the fourth quarter of fiscal 2005, revenue still trails the level we achieved in the comparable second quarter of fiscal 2005, due to the larger telecom orders during the first half fiscal 2005. We believe the growth of our backlog today, coupled with increased sales to customers in the industrial and military markets along with a moderate improvement in the communications market, will result in increased revenue for the third quarter of fiscal 2006 compared to the same period in fiscal 2005. With improvements in our production and good inventory management the cash used during this past quarter decreased significantly to approximately \$0.1 million compared to approximately \$0.7 million in the first quarter of fiscal 2006. The principal use during the quarter was the purchase of test and production equipment for our new product development and production groups. As indicated in our first quarter report, we believe the continuing efforts to expand our customer base and develop new markets will lead to an increase in total year over year revenues."

Webcast Details:

LightPath plans to hold an audio webcast at 3:00 p.m. EST on February 9, 2006 to discuss details regarding the company's performance for the second quarter of fiscal 2006. The session may be accessed at www.lightpath.com. A transcript archive of the webcast will be available for viewing or download on our web site shortly after the call is concluded.

LightPath manufactures optical products, including precision molded aspheric optics, GRADIUM(R) glass products, proprietary collimator assemblies, laser components utilizing proprietary automation technology, higher-level assemblies and packing solutions. LightPath has a strong patent portfolio that has been granted or licensed to us in these fields. LightPath common stock trades on the Nasdaq SmallCap Market under the symbol "LPTH." Investors are encouraged to go to LightPath's website for additional financial information.

Contact: Rob Burrows, CFO

LightPath Technologies, Inc. (407) 382-4003

Internet: www.lightpath.com

This news release includes statements that constitute forward-looking statements made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. This information may involve risks and uncertainties that could cause actual results to differ materially from such forward-looking statements. Factors that could cause or contribute to such differences include, but are not limited to, factors detailed by LightPath Technologies, Inc. in its public filings with the Securities and Exchange Commission.