

LIGHTPATH TECHNOLOGIES INC  
Form 8-K  
February 10, 2006

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

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

February 9, 2006

Date of Report (Date of earliest event reported)

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**LIGHTPATH TECHNOLOGIES, INC.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**000-27548**  
(Commission File Number)

**86-0708398**  
(I.R.S. Employer  
Identification Number)

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**2603 Challenger Tech Court, Suite 100**

**Orlando, Florida 32826**

(Address of principal executive office, including zip code)

**(407) 382-4003**

(Registrant's telephone number, including area code)

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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 (see General Instruction A.2. below):

- .. 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))

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**Item 2.02. Results of Operations and Financial Condition**

The Registrant issued a Press Release on February 9, 2006, reporting financial results for the fiscal first quarter ended December 31, 2006, and announcing an audio webcast to be held on February 9, 2006. A copy of the Press Release is attached as Exhibit 99.1 to this Report.

**Item 9.01. Financial Statements and Exhibits**

Press Release on February 9, 2006 (furnished herewith).

SIGNATURES

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

LIGHTPATH TECHNOLOGIES, INC.

Dated: February 9, 2006

By: /s/ Kenneth Brizel

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*Kenneth Brizel, Acting CFO*

**Exhibit Index**

**Exhibit No. Description**

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EX-99.1 Press Release issued on February 9, 2006.