SEC Form 4

**FORM 4**

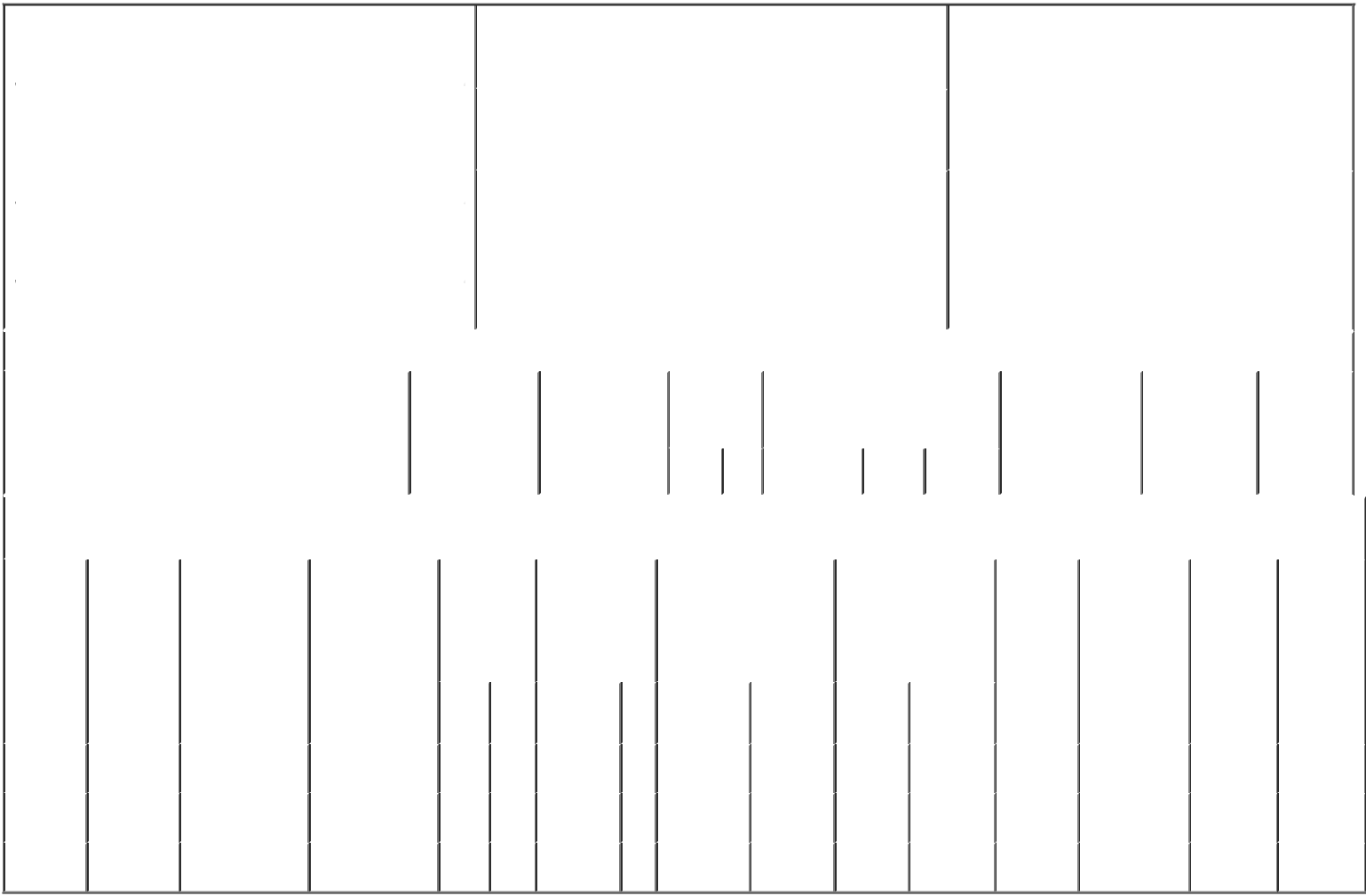
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).



|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **UNITED STATES SECURITIES AND EXCHANGE COMMISSION** |  |  |  |  |  |
| Washington, D.C. 20549 |  |  |  |  |  |
|  | OMB APPROVAL | | |  |
|  |  |  |
| **STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP** |  |  |  |  |  |
|  | OMB Number: | 3235-0287 |  |  |
|  |  |  |  |
|  |  | Estimated average burden |  |  |  |
| Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 |  | hours per response: | 0.5 |  |  |
|  |  |  |  |  |
|  |  |  |  |  |



or Section 30(h) of the Investment Company Act of 1940



|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
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|  | 1. Name and Address of Reporting Person\* | | | | | | |  |  |  | 2. Issuer Name **and** Ticker or Trading Symbol | | | | | | | |  |  | 5. Relationship of Reporting Person(s) to Issuer | | | | | | | | |  |
|  |  |  | [PHELPS BARRY](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001240508) | | | | |  |  |  | [LUNA INNOVATIONS INC](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001239819) [ LUNA ] | | | | | | | | |  | (Check all applicable) | | | |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | X | | Director |  |  | 10% Owner | | | |  |
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|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  | 3. Date of Earliest Transaction (Month/Day/Year) | | | | | | | |  |  |  |  |  |  |
|  |  |  | (Last) |  | (First) | | | (Middle) |  |  |  |  |  |  | below) |  |  | below) |  |  |  |  |
|  |  |  |  | 01/02/2019 | | | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  | C/O LUNA INNOVATIONS INCORPORATED | | | | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
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|  |  |  |  |  | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | | |  | 6. Individual or Joint/Group Filing (Check Applicable | | | | | | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |
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|  | (Street) | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | X Form filed by One Reporting Person | | | | | | | | |  |
|  |  |  | ROANOKE | | VA | | | 24011 |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Form filed by More than One Reporting | | | | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Person |  |  |  |  |  |  |  |
|  |  |  | (City) |  | (State) | | | (Zip) |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
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|  |  |  |  |  |  |  | **Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned** | | | | | | | | | | | | | | | | |  |  |  |  |  |  |  |
|  |  | |  | | | |  |  | | | |  |  |  |  |  |  |  | | | |  |  | |  | |  |  | |  |
|  | **1. Title of Security (Instr. 3)** | | | | | | | **2. Transaction** | | | | | **2A. Deemed** |  | **3.** | | **4. Securities Acquired (A) or** | | | | | | **5. Amount of** | | **6. Ownership** | | **7. Nature of** | | |  |
|  |  |  |  |  |  |  |  | **Date** | | | | | **Execution Date,** | |  | **Transaction** | **Disposed Of (D) (Instr. 3, 4 and 5)** | | | | | | **Securities** |  | **Form: Direct** | | **Indirect** | | |  |
|  |  |  |  |  |  |  |  | **(Month/Day/Year)** | | | | | **if any** |  |  | **Code (Instr.** |  |  |  |  |  |  | **Beneficially** |  | **(D) or Indirect** | | **Beneficial** | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  | **(Month/Day/Year)** | | **8)** | |  |  |  |  |  |  | **Owned Following** | | **(I) (Instr. 4)** | | **Ownership** | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Reported** |  |  |  | **(Instr. 4)** | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Code V** | **Amount** | | **(A) or** | **Price** | | | **Transaction(s)** | |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **(D)** | **(Instr. 3 and 4)** | |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
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|  |  |  |  |  |  |  |  | **Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned** | | | | | | | | | | | | | | | |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  | **(e.g., puts, calls, warrants, options, convertible securities)** | | | | | | | | | | | | | | |  |  |  |  |  |  |  |  |
|  |  | |  |  |  |  |  |  |  |  |  |  |  |  |  | | |  |  | | |  |  |  | |  |  | | |  |
|  | **1. Title of** | | | **2.** |  | **3. Transaction** | | **3A. Deemed** | **4.** |  |  |  | **5. Number of** |  | **6. Date Exercisable and** | | | | **7. Title and Amount** | | | | **8. Price of** | **9. Number of** | | **10.** | **11. Nature** | | |  |
|  | **Derivative** | | | **Conversion** | | **Date** | | **Execution Date,** | **Transaction** | | | | **Derivative** |  | **Expiration Date** | | | | **of Securities** | | | | **Derivative** | **derivative** | | **Ownership of Indirect** | | | |  |
|  | **Security** | | | **or Exercise** | | **(Month/Day/Year)** | | **if any** | **Code (Instr.** | | | | **Securities** |  | **(Month/Day/Year)** | | | | **Underlying Derivative** | | | | **Security** | **Securities** | | **Form:** | **Beneficial** | | |  |
|  | **(Instr. 3)** | | | **Price of** |  |  |  | **(Month/Day/Year)** | **8)** |  |  |  | **Acquired (A) or** | |  |  |  |  | **Security (Instr. 3 and** | | | | **(Instr. 5)** | **Beneficially** | | **Direct (D)** | **Ownership** | | |  |
|  |  |  |  | **Derivative** |  |  |  |  |  |  |  |  | **Disposed of (D)** | |  |  |  |  | **4)** |  |  |  |  | **Owned** |  | **or Indirect** | **(Instr. 4)** | | |  |
|  |  |  |  | **Security** |  |  |  |  |  |  |  |  | **(Instr. 3, 4 and** | |  |  |  |  |  |  |  |  |  | **Following** | | **(I) (Instr. 4)** | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  | **5)** |  |  |  |  |  |  |  |  |  |  | **Reported** |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Transaction(s)** | |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Amount or** | | |  | **(Instr. 4)** |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Date** | | **Expiration** | |  | **Number of** | | |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  | **Code V** | | | | **(A)** | **(D)** | **Exercisable** | | **Date** | | **Title** | **Shares** | | |  |  |  |  |  |  |  |  |
|  |  | |  |  |  |  |  |  |  | | |  |  |  |  | |  |  |  |  | |  |  |  | |  |  |  |  |  |
|  | Stock | | | (1) |  | 01/02/2019 | |  | A | | | | 1,865.67(2) |  | (3) | | (3) | | Common | 1,865.67 | |  | $3.35 | 33,316.57 | | D |  |  |  |  |
|  | Units | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Stock |  |  |  |  |  |  |  |  |  |  |  |
|  | Stock | | | (1) |  | 01/02/2019 | |  | A | | | | 223.88(4) |  | (3) | | (3) | | Common | 223.88 | |  | $3.35 | 33,540.45 | | D |  |  |  |  |
|  | Units | | |  |  |  | Stock |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Stock | | | (1) |  | 01/02/2019 | |  | A | | | | 223.88(5) |  | (3) | | (3) | | Common | 223.88 | |  | $3.35 | 33,764.33 | | D |  |  |  |  |
|  | Units | | |  |  |  | Stock |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |

**Explanation of Responses:**

1. Stock Units are convertible into issuer's common stock on a 1-for-1 basis.
2. This grant was made pursuant to the issuer's non-employee director compensation policy, as compensation for Mr. Phelps's service as a member of the board of directors for the period from January 1, 2019 to March 31, 2019. The number of restricted stock units is equal to $6,250.00 divided by $3.35, the closing price of the issuer's common stock on the Nasdaq Capital Market on January 2, 2019, the first trading day of the quarter. The Reporting Person elected to receive fees in stock units.
3. The stock units became issuable in common stock of the issuer at the election of the Reporting Person upon the earliest to occur of the Reporting Person's termination of service, a change in control of the issuer, an unforeseeable emergency, or a fixed selected by the Reporting Person. The units have no expiration date.
4. This grant was made pursuant to issuer's non-employee director compensation policy, as compensation for Mr. Phelps's service on the compensation committee of the board of directors for the period from January 1, 2019 to March 31, 2019. The number of restricted stock units is equal to $750.00 divided by $3.35, the closing price of issuer's common stock on the Nasdaq Capital Market on January 2, 2019, the first trading day of the quarter. The Reporting Person elected to receive fees in stock units.
5. This grant was made pursuant to issuer's non-employee director compensation policy, as compensation for Mr. Phelps's service on the audit committee of the board of directors for the period from January 1, 2019 to March 31, 2019. The number of restricted stock units is equal to $750.00 divided by $3.35, the closing price of issuer's common stock on the Nasdaq Capital Market on January 2, 2019, the first trading day of the quarter. The Reporting Person elected to receive fees in stock units.

**Remarks:**

/s/ Scott A. Graeff, Attorney-In-



Fact



\*\* Signature of Reporting Person

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

\* If the form is filed by more than one reporting person, *see* Instruction 4 (b)(v).

* Intentional misstatements or omissions of facts constitute Federal Criminal Violations *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a). Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

01/04/2019



Date

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