

LIGHTPATH TECHNOLOGIES INC
Form SC 13G/A
February 14, 2014

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 1)*

LIGHTPATH TECHNOLOGIES, INC.
(Name of Issuer)

CLASS A COMMON STOCK, PAR VALUE \$0.01 PER SHARE
(Title of Class of Securities)

532257805
(CUSIP Number)

December 31, 2013
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- ☐ Rule 13d-1(b)
- ☒ Rule 13d-1(c)
- ☐ Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act, but shall be subject to all other provisions of the Act (however, see the Notes).

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1	NAME OF REPORTING PERSONS		
	Pudong Science and Technology (Cayman) Co., Ltd.		
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See		
2	Instructions)		
	(a)	o	
	(b)	x	
3	SEC USE ONLY		
4	CITIZENSHIP OR PLACE OF ORGANIZATION		
	Cayman Islands		
	NUMBER OF	5	SOLE VOTING POWER
	SHARES		1,339,236
	BENEFICIALLY		
	OWNED BY	6	SHARED VOTING POWER
	EACH		0
	REPORTING	7	SOLE DISPOSITIVE POWER
	PERSON		1,339,236
WITH		8	SHARED DISPOSITIVE POWER
			0
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	1,339,236		
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES		
	CERTAIN SHARES (See Instructions) o		
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)		
	9.4% 1		
12	TYPE OF REPORTING PERSON (See Instructions)		
	CO		

1 Based upon 14,293,306 shares of Class A Common Stock outstanding as of January 27, 2014 as reported on the Issuer's Quarterly Report on Form 10-Q for the period ended December 31, 2013, as filed with the Securities and Exchange Commission on January 31, 2014.

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1 NAME OF REPORTING PERSONS
Shanghai Pudong Science and Technology Investment Co., Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See
Instructions)
(a) ☐
(b) ☒

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
People's Republic of China

NUMBER OF SHARES	5	SOLE VOTING POWER	1,339,236 2
BENEFICIALLY OWNED BY EACH REPORTING PERSON	6	SHARED VOTING POWER	0
WITH	7	SOLE DISPOSITIVE POWER	1,339,236
	8	SHARED DISPOSITIVE POWER	0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,339,236

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES ☐
CERTAIN SHARES (See Instructions)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
9.4% 3

12 TYPE OF REPORTING PERSON (See Instructions)
CO

2 The record holder of the shares is Pudong Science and Technology (Cayman) Co., Ltd., which is wholly owned by Shanghai Pudong Science and Technology Investment Co., Ltd.

3 Based upon 14,293,306 shares of Class A Common Stock outstanding as of January 27, 2014 as reported on the Issuer's Quarterly Report on Form 10-Q for the period ended December 31, 2013, as filed with the Securities and Exchange Commission on January 31, 2014.

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Item 1(a)

Name of Issuer:

LightPath Technologies, Inc.

Item 1(b)

Address of Issuer's Principal Executive Offices:

2603 Challenger Tech Court, Suite 100, Orlando, Florida 32826

Item 2(a)

Name of Persons Filing:

1. Pudong Science and Technology (Cayman) Co., Ltd.
2. Shanghai Pudong Science and Technology Investment Co., Ltd.

This statement on Schedule 13G relates to securities directly held by Pudong Science and Technology (Cayman) Co., Ltd. ("PDST Cayman"). Shanghai Pudong Science and Technology Investment Co., Ltd. ("PDSTI") currently owns the entire outstanding share capital of PDST Cayman and, as a result, may be deemed to beneficially own the securities held by PDST Cayman. PDSTI is wholly owned by the State-Owned Assets Supervision and Administration Commission of Shanghai Pudong New Area People's Government.

Item 2(b)

Address of Principal Business Office or, If None, Residence

1. Pudong Science and Technology (Cayman) Co., Ltd.

13 Building, No. 439, Chunxiao Rd. Zhangjiang High-tech Park, Pudong
Shanghai 201203, PRC

2. Shanghai Pudong Science and Technology Investment Co., Ltd.

13 Building, No. 439, Chunxiao Rd. Zhangjiang High-tech Park, Pudong
Shanghai 201203, PRC

Item 2(c)

Citizenship

1. Pudong Science and Technology (Cayman) Co., Ltd. - Cayman Islands
2. Shanghai Pudong Science and Technology Investment Co., Ltd. - People's Republic of China

Item 2(d)

Title of Class of Securities:

Class A Common Stock, par value \$0.01 per share

Item 2(e)

CUSIP Number:

532257805

Item 3.

Statement Filed Pursuant to Rule 13d-1(b) or 13d-2(b) or (c):

Not applicable.

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Item 4. Ownership

The information for each reporting person contained in rows 5-11 of the cover pages is incorporated herein by reference

Item 5. Ownership of Five Percent or Less of a Class

Not applicable.

Item 6. Ownership of More Than Five Percent on Behalf of Another Person

Not applicable.

Item 7. Identification and Classification of Subsidiary Which Acquired the Security Being

Reported on by the Parent Holding Company or Control Person

Not applicable.

Item 8. Identification and Classification of Members of the Group

Not applicable.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certifications

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under § 240.14a-11.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 14, 2014

Pudong Science and Technology (Cayman) Co., Ltd.

By: /s/Xudong Zhu
Name: Xudong Zhu
Title: Director

Shanghai Pudong Science and Technology Investment Co., Ltd.

By: /s/Xudong Zhu
Name: Xudong Zhu
Title: Director

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LIST OF EXHIBITS

Exhibit No.	Description
1	Joint Filing Agreement (incorporated by reference to Exhibit 1 of the initial Schedule 13G filed with the Securities and Exchange Commission on August 15, 2013)