

LIGHTPATH TECHNOLOGIES INC
Form SC 13G
November 28, 2017

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No.)*

LIGHTPATH TECHNOLOGIES, INC.

(Name of Issuer)

CLASS A COMMON STOCK, PAR VALUE \$0.01 PER SHARE

(Title of Class of Securities)

532257805

(CUSIP Number)

November 28, 2017

(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).

CUSIP No. 532257805

SCHEDULE 13G Page 2 of 5 Pages

NAMES OF REPORTING PERSONS

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

CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP

2 (a)
(b) x
SEC USE ONLY

3
CITIZENSHIP OR PLACE OF
ORGANIZATION

4 Cayman Islands

| | |
|--------------|----------------------------|
| NUMBER OF | SOLE VOTING POWER |
| SHARES | 50 |
| BENEFICIALLY | SHARED VOTING POWER |
| OWNED BY | 62,270,026 |
| EACH | |
| REPORTING | SOLE DISPOSITIVE POWER |
| PERSON WITH | 70 |
| | 8 SHARED DISPOSITIVE POWER |

2,270,026

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

9

2,270,026

CHECK IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES

10

..

PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)

11

9.3%¹

TYPE OF REPORTING PERSON

12

CO

¹ Based upon 24,539,858 shares of Class A Common Stock outstanding as of November 7, 2017 as reported on the Issuer's Quarterly Report on Form 10-Q, as filed with the Securities and Exchange Commission on November 9, 2017.

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NAMES OF REPORTING PERSONS

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

CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP

2 (a)
(b)
SEC USE ONLY

3
CITIZENSHIP OR PLACE OF
ORGANIZATION

4 People's Republic of China

| | |
|--------------|----------------------------|
| NUMBER OF | SOLE VOTING POWER |
| SHARES | 50 |
| BENEFICIALLY | SHARED VOTING POWER |
| OWNED BY | 62,270,026 |
| EACH | |
| REPORTING | SOLE DISPOSITIVE POWER |
| PERSON WITH | 70 |
| | 8 SHARED DISPOSITIVE POWER |

2,270,026

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

9

2,270,026

CHECK IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES

10

..

PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)

11

9.3%²

TYPE OF REPORTING PERSON

12

CO

² Based upon 24,539,858 shares of Class A Common Stock outstanding as of November 7, 2017 as reported on the Issuer's Quarterly Report on Form 10-Q, as filed with the Securities and Exchange Commission on November 9, 2017.

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Explanatory Note:

This Schedule 13G is filed by Pudong Science and Technology Investment (Cayman) Co., Ltd. and Shanghai Pudong Science and Technology Investment Co., Ltd. (collectively, the “Filing Persons”) and amends, supplements and replaces in its entirety the Schedule 13D filed on January 27, 2015 by the Filing Persons (the “Schedule 13D”), relating to shares of the Class A Common Stock of LightPath Technologies, Inc. (the “Issuer”).

Dr. Xudong Zhu, the director of Pudong Science and Technology Investment (Cayman) Co., Ltd. and the chairman of the board and the president of Shanghai Pudong Science and Technology Investment Co., Ltd., resigned from the board of directors of the Issuer on September 6, 2016. As of the date of this filing, the Filing Persons no longer hold any shares of the Class A Common Stock of the Issuer with any purpose, or with the effect of, changing or influencing control of the Issuer or in connection with or as a participant in any transaction having that purpose or effect. In accordance with Rule 13d-1(h), the Filing Persons accordingly determined to again report their respective beneficial ownership of the shares of the Class A Common Stock of the Issuer on Schedule 13G.

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 Investment (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 Investment (Cayman) Co., Ltd. ("PDSTI Cayman"). Shanghai Pudong Science and Technology Investment Co., Ltd. ("PDSTI") currently owns the entire outstanding share capital of PDSTI Cayman and, as a result, may be deemed to beneficially own the securities held by PDSTI Cayman.

Item 2(b) Address of Principal Business Office or, If None, Residence

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

46F, Building 1, Lujiazui Century Financial Plaza, No. 729 South Yanggao Road, Pudong, Shanghai 200127, PRC

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

46F, Building 1, Lujiazui Century Financial Plaza, No. 729 South Yanggao Road, Pudong, Shanghai 200127, PRC

Item 2(c) Citizenship

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

CUSIP No. 532257805

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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.

Item 4. Ownership

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

Ownership of Five Percent or Less of a Class

Item

5. If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following "

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.

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: November 28, 2017

Pudong Science and
Technology Investment
(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: Chairman of the Board

LIST OF EXHIBITS

Exhibit No. Description

¹ Joint Filing Agreement dated as of November 28, 2017 by and between Pudong Science and Technology Investment (Cayman) Co., Ltd. and Shanghai Pudong Science and Technology Investment Co., Ltd.