

ADVANCED PHOTONIX INC  
Form 4  
May 08, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Williamson Steven

2. Issuer Name and Ticker or Trading Symbol  
ADVANCED PHOTONIX INC  
[API]

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)

(Last) (First) (Middle)  
2925 BOARDWALK  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
05/08/2015

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Chief Technology Officer

ANN ARBOR, MI 48104  
  
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |
| Class A Common Stock            | 05/08/2015                           |  | D                              |   | 64,000  | D  | 0   |
| Class A Common Stock            | 05/08/2015                           |  | D                              |   | 1,883,200   | D  | 0   |

As Trustee of the Steven L. Williamson Trust

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

Persons who respond to the collection of information contained in this form are not

SEC 1474 (9-02)

required to respond unless the form displays a currently valid OMB control number.

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|----------------------------|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date | Title   | Amount or Number of Shares |
|  |  |                                      |  | Code                           | V (A) (D)   |  |                 |   |                            |
| Employee Stock Option (Right to Buy)       | \$ 1.5   | 05/08/2015                           |  | D                              | 12,500  | 12/10/2008   | 06/10/2018      | Common Stock  | 12,500                     |
| Employee Stock Option (Right to Buy)       | \$ 1.5   | 05/08/2015                           |  | D                              | 12,500  | 06/10/2009   | 06/10/2018      | Common Stock  | 12,500                     |
| Employee Stock Option (Right to Buy)       | \$ 1.5   | 05/08/2015                           |  | D                              | 12,500  | 06/10/2010   | 06/10/2018      | Common Stock  | 12,500                     |
| Employee Stock Option (Right to Buy)       | \$ 1.5   | 05/08/2015                           |  | D                              | 12,500  | 06/10/2011   | 06/10/2018      | Common Stock  | 12,500                     |
| Employee Stock Option (Right to Buy)       | \$ 1.51  | 05/08/2015                           |  | D                              | 47,368  | 12/27/2011   | 06/27/2021      | Common Stock  | 47,368                     |
| Employee Stock Option (Right to Buy)       | \$ 0.63  | 05/08/2015                           |  | D                              | 8,333   | 12/12/2012   | 06/12/2022      | Common Stock  | 8,333                      |

|  |         |            |   |       |            |            |                 |       |
|--|---------|------------|---|-------|------------|------------|-----------------|-------|
| Employee<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 0.63 | 05/08/2015 | D | 8,333 | 06/12/2013 | 06/12/2022 | Common<br>Stock | 8,333 |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 0.63 | 05/08/2015 | D | 8,334 | 06/12/2014 | 06/12/2022 | Common<br>Stock | 8,334 |

## Reporting Owners

| Reporting Owner Name / Address                             | Relationships |           |                                |       |
|--|---------------|-----------|--------------------------------|-------|
|  | Director      | 10% Owner | Officer                        | Other |
| Williamson Steven<br>2925 BOARDWALK<br>ANN ARBOR, MI 48104 |               |           | Chief<br>Technology<br>Officer |       |

## Signatures

/s/ Steven  
Williamson                      05/08/2015

\*\*Signature of                      Date  
Reporting Person

## Explanation of Responses:

- \* 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).
- Each share of Class A Common Stock was disposed of pursuant to the Agreement of Merger and Plan of Reorganization, dated as of
- (1) January 30, 2015 (the "Merger Agreement"), by and among the Issuer, Luna Innovations Incorporated ("Luna") and API Merger Sub, Inc. in exchange for 0.31782 shares of Luna common stock having a market value of \$ --- -per share on the effective date of the merger.
- The options were assumed by Luna pursuant to the Merger Agreement and replaced with an option to purchase a number of whole Luna common stock equal to the product of (i) the number of shares of Issuer common stock subject to such Issuer option multiplied by (ii)
- (2) 0.31782 and rounding the resulting number down to the nearest whole number of shares of Luna common stock, at an exercise price per share equal to the quotient obtained by dividing (x) the exercise price per share of the Issuer option by (y) 0.31782 and rounding the resulting exercise price up to the nearest whole cent.
- The options were assumed by Luna pursuant to the Merger Agreement and replaced with an option to purchase a number of whole Luna common stock equal to the product of (i) the number of shares of Issuer common stock subject to such Issuer option multiplied by (ii)
- (3) 0.31782 and rounding the resulting number down to the nearest whole number of shares of Luna common stock, at an exercise price per share equal to the quotient obtained by dividing (x) the exercise price per share of the Issuer option by (y) 0.31782 and rounding the resulting exercise price up to the nearest whole cent.
- The options were assumed by Luna pursuant to the Merger Agreement and replaced with an option to purchase a number of whole Luna common stock equal to the product of (i) the number of shares of Issuer common stock subject to such Issuer option multiplied by (ii)
- (4) 0.31782 and rounding the resulting number down to the nearest whole number of shares of Luna common stock, at an exercise price per share equal to the quotient obtained by dividing (x) the exercise price per share of the Issuer option by (y) 0.31782 and rounding the resulting exercise price up to the nearest whole cent.
- (5) The options were assumed by Luna pursuant to the Merger Agreement and replaced with an option to purchase a number of whole Luna common stock equal to the product of (i) the number of shares of Issuer common stock subject to such Issuer option multiplied by (ii) 0.31782 and rounding the resulting number down to the nearest whole number of shares of Luna common stock, at an exercise price per share equal to the quotient obtained by dividing (x) the exercise price per share of the Issuer option by (y) 0.31782 and rounding the

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resulting exercise price up to the nearest whole cent.

The options were assumed by Luna pursuant to the Merger Agreement and replaced with an option to purchase a number of whole Luna common stock equal to the product of (i) the number of shares of Issuer common stock subject to such Issuer option multiplied by (ii) (6) 0.31782 and rounding the resulting number down to the nearest whole number of shares of Luna common stock, at an exercise price per share equal to the quotient obtained by dividing (x) the exercise price per share of the Issuer option by (y) 0.31782 and rounding the resulting exercise price up to the nearest whole cent.

The options were assumed by Luna pursuant to the Merger Agreement and replaced with an option to purchase a number of whole Luna common stock equal to the product of (i) the number of shares of Issuer common stock subject to such Issuer option multiplied by (ii) (7) 0.31782 and rounding the resulting number down to the nearest whole number of shares of Luna common stock, at an exercise price per share equal to the quotient obtained by dividing (x) the exercise price per share of the Issuer option by (y) 0.31782 and rounding the resulting exercise price up to the nearest whole cent.

The options were assumed by Luna pursuant to the Merger Agreement and replaced with an option to purchase a number of whole Luna common stock equal to the product of (i) the number of shares of Issuer common stock subject to such Issuer option multiplied by (ii) (8) 0.31782 and rounding the resulting number down to the nearest whole number of shares of Luna common stock, at an exercise price per share equal to the quotient obtained by dividing (x) the exercise price per share of the Issuer option by (y) 0.31782 and rounding the resulting exercise price up to the nearest whole cent.

The options were assumed by Luna pursuant to the Merger Agreement and replaced with an option to purchase a number of whole Luna common stock equal to the product of (i) the number of shares of Issuer common stock subject to such Issuer option multiplied by (ii) (9) 0.31782 and rounding the resulting number down to the nearest whole number of shares of Luna common stock, at an exercise price per share equal to the quotient obtained by dividing (x) the exercise price per share of the Issuer option by (y) 0.31782 and rounding the resulting exercise price up to the nearest whole cent.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.