

PHELPS BARRY  
Form 4  
January 04, 2018

**FORM 4**

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

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

**OMB APPROVAL**

OMB  
Number: 3235-0287  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
PHELPS BARRY

(Last) (First) (Middle)

C/O LUNA INNOVATIONS  
INCORPORATED, 301 1ST  
STREET SW, SUITE 200

(Street)

ROANOKE, VA 24011

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
LUNA INNOVATIONS INC  
[LUNA]

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/02/2018

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify  
below)

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	(D)	Price

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

SEC 1474  
(9-02)

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

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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)	8. Price of Derivative Security (Instr. 3)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Units	<u>(1)</u>	01/02/2018		A		2,500 <u>(2)</u>		<u>(3)</u>	<u>(3)</u>	Common Stock	2,500	\$ 2.00
Stock Units	<u>(1)</u>	01/02/2018		A		300 <u>(4)</u>		<u>(3)</u>	<u>(3)</u>	Common Stock	300	\$ 2.00
Stock Units	<u>(1)</u>	01/02/2018		A		300 <u>(5)</u>		<u>(3)</u>	<u>(3)</u>	Common Stock	300	\$ 2.00

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PHELPS BARRY C/O LUNA INNOVATIONS INCORPORATED 301 1ST STREET SW, SUITE 200 ROANOKE, VA 24011	X			

## Signatures

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

01/04/2018

          \*\*Signature of Reporting Person

Date \_\_\_\_\_

### 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).

(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, 2018 to March 31, 2018. The number of restricted stock units is equal to \$6,250.00 divided by \$2.50, the closing price of the issuer's common stock on the NASDAQ Capital Market on January 2, 2018, 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 awarded pursuant to the 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, 2018 to March 31, 2018. The number of restricted stock units is equal to \$750.00 divided by \$2.50, the closing price of the issuer's common stock on NASDAQ Capital Market on January 2, 2018, the

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first trading day of the quarter. The Reporting Person elected to receive fees in stock units.

- (5) This grant was awarded pursuant to the 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, 2018 to March 31, 2018. The number of restricted stock units is equal to \$750.00 divided by \$2.50, the closing price of the issuer's common stock on NASDAQ Capital Market on January 2, 2018, the first trading day of the quarter. The Reporting Person elected to receive fees in stock units.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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