

WILLIAMSON JOHN B III

Form 4

October 02, 2018

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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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 JOHN B III**

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction  
(Month/Day/Year)  
**10/01/2018**

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

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

(Street)

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

**ROANOKE, VA 24011**

(City) (State) (Zip)

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

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(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  
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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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                     |                    |                 |                                  |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|---------------------|--------------------|-----------------|----------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V                                                                                                         | (A)                                                            | (D)                                                                 | Date<br>Exercisable | Expiration<br>Date | Title           | Amount or<br>Number of<br>Shares |
| Stock<br>Units                                      | <u>(1)</u>                                                         | 10/01/2018                              |                                                             | A                                    |                                                                                                           | 1,934.98<br><u>(2)</u>                                         |                                                                     | <u>(3)</u>          | <u>(3)</u>         | Common<br>Stock | 1,934.98                         |
| Stock<br>Units                                      | <u>(1)</u>                                                         | 10/01/2018                              |                                                             | A                                    |                                                                                                           | 773.99<br><u>(4)</u>                                           |                                                                     | <u>(3)</u>          | <u>(3)</u>         | Common<br>Stock | 773.99                           |
| Stock<br>Units                                      | <u>(1)</u>                                                         | 10/01/2018                              |                                                             | A                                    |                                                                                                           | 232.2 <u>(5)</u>                                               |                                                                     | <u>(3)</u>          | <u>(3)</u>         | Common<br>Stock | 232.2                            |

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

WILLIAMSON JOHN B III  
C/O LUNA INNOVATIONS INCORPORATED  
301 1ST STREET SW, SUITE 200  
ROANOKE, VA 24011

X

## Signatures

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

10/02/2018

\*\*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. Williamson's service as a member of the board of directors for the period from October 1, 2018 to December 31, 2018. The number of restricted stock units awarded is equal to \$6,250.00 divided by \$3.23, the closing price of the issuer's common stock on the Nasdaq Capital Market on October 1, 2018, the first trading day of the quarter. The Reporting Person elected to receive fees in stock units.

(3) The stock units become 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 date selected by the Reporting Person. The units have no expiration date.

(4) This grant was made pursuant to the issuer's non-employee director compensation policy as compensation for Mr. Williamson's service as chairman of the audit committee of the board of directors for the period from October 1, 2018 to December 31, 2018. The number of restricted stock units is equal to \$2,500 divided by \$3.23, the closing price of issuer's common stock on Nasdaq Capital Market on October 1, 2018, the first trading day of the quarter. The Reporting Person elected to receive chairman fees in stock units.

(5) This grant was made pursuant to issuer's non-employee director compensation policy, as compensation for Mr. William's service on the nominating and governance committee of the board of directors for the period from October 1, 2018 to December 31, 2018. The number of restricted stock units is equal to \$750.00 divided by \$3.23, the closing price of issuer's common stock on the Nasdaq Capital Market on

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October 1, 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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