

ADVANCED PHOTONIX INC

Form 425

March 05, 2015

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**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, DC 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): March 5, 2015

**Advanced Photonix, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of incorporation)

**1-11056**

(Commission File Number)

**33-0325826**

(IRS Employer  
Identification No.)

**2925 Boardwalk**

**Ann Arbor, Michigan 48104**

(Address of principal executive offices, including zip code)

**(734) 864-5600**

(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

☒ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**Item 8.01. Other Events.**

On Thursday, March 5, 2015, Advanced Photonix, Inc. (the “Company” or “API” ) issued a press release announcing an update as to the timing of the proposed merger of the Company with API Merger Sub, Inc., a Delaware corporation and wholly owned subsidiary of Luna Innovations Incorporated, a Delaware corporation. A copy of the press release (“Press Release”) is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

Exhibit

Exhibit

Number

99.1 Press Release of Advanced Photonix, Inc. dated March 5, 2015

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## **SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

### **ADVANCED PHOTONIX, INC.**

By: /s/ Jeff Anderson  
Jeff Anderson, Chief Financial Officer

Date: March 5, 2015

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**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Exhibit Description</b>
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<b>99.1</b>	Press Release of Advanced Photonix, Inc.dated March 5, 2015
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