

Lightwave Logic, Inc.  
Form 8-K  
September 19, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 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): September 19, 2011

**Lightwave Logic, Inc.**

(Exact name of registrant as specified in its charter)

**Nevada**  
(State or other jurisdiction of  
Incorporation or Organization)

**0-52567**  
(Commission File Number)

**82-049-7368**  
(I.R.S. Employer  
Identification No.)

**111 Ruthar Drive, Newark, Delaware**  
(Address of principal executive offices)

**19711**  
(Zip Code)

Registrant's telephone number, including area code: 302-356-2717

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

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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:

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 3.02 Unregistered Sales of Equity Securities.**

On August 26, 2011 Lightwave Logic, Inc. ( **registrant** ) commenced a private offering of its securities to "accredited investors" as defined in Rule 501 of Regulation D of the Securities Act of 1933, as amended (the "**Act**") pursuant to Section 4(2) of the Act and Rule 506 of Regulation D promulgated under the Act.

To date, the registrant has raised \$675,000 from five investors in exchange for issuing an aggregate of (i) 675,000 shares of its common stock, \$.001 par value ( **Common Stock** ); (ii) a warrant to purchase up to 337,500 shares of Common Stock at an exercise price of \$1.00 per share; and (iii) a warrant to purchase up to 337,500 shares of Common Stock at an exercise price of \$1.25 per share.

**SIGNATURES**

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

LIGHTWAVE LOGIC, INC.

By: /s/ James S. Marcelli

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James S. Marcelli

Dated September 19, 2011