

ADVANCED PHOTONIX INC  
Form 8-K/A  
December 21, 2006

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

**FORM 8-K/A  
Amendment No. 1**

**CURRENT REPORT**

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

**Date of Report (Date of earliest event reported): November 13, 2006**

**Advanced Photonix, Inc.**  
(Exact Name of Registrant as specified in its Charter)

Delaware  
**(State or other  
jurisdiction  
of incorporation)**

1-11056  
**(Commission  
File Number)**

33-0325836  
**(IRS Employer  
Identification No.)**

2925 Boardwalk, Ann Arbor, Michigan  
**(Address of Principal Executive Offices)**

48104  
**(ZIP Code)**

Registrant's telephone number, including area code: (734) 864-5647

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 2.02. Results of Operations and Financial Condition.**

\* This 8-K was prepared and submitted for filing on November 13, 2006. Due to an administrative error, the Company's outside filer failed to submit it to the SEC. The filing is being completed now promptly following the Company's discovery of the error.

On November 13, 2006, Advanced Photonix, Inc. issued a press release announcing its results for the second quarter ended September 30, 2006. A copy of the press release is furnished as Exhibit 99.1 and is incorporated herein by reference.

The attached press release includes non-GAAP net income, non-GAAP net income per share data, and Earnings Before Interest, Taxes and Deposits, (EBITDA).

These non-GAAP measures are not in accordance with, or an alternative for, generally accepted accounting principles and may be different from non-GAAP measures used by other companies. In addition, these non-GAAP measures are not based on any comprehensive set of accounting rules or principles. The Company believes that non-GAAP measures have limitations in that they do not reflect all of the amounts associated with the Company's results of operations as determined in accordance with GAAP and that these measures should only be used to evaluate the Company's results of operations in conjunction with the corresponding GAAP measures.

The Company believes that the presentation of non-GAAP net income, non-GAAP net income per share data and EBITDA, when shown in conjunction with the corresponding GAAP measures, provides useful information to investors and management regarding financial and business trends relating to its financial condition and results of operations.

The Company's management also uses the foregoing non-GAAP measures, in addition to the corresponding GAAP measures, in reviewing the financial results of the Company.

The information contained herein and in the accompanying exhibit shall not be incorporated by reference into any filing of the Company, whether made before or after the date hereof, regardless of any general incorporation language in such filing, unless expressly incorporated by specific reference to such filing. The information in this report, including the exhibit hereto, shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section or Sections 11 and 12(a)(2) of the Securities Act of 1933, as amended.

**Item 9.01 Financial Statements and Exhibits.**

(c) Exhibits:

Exhibit

Number   Exhibit

99.1      Advanced Photonix, Inc.'s press release reporting its results for the first quarter ended September 30, 2006 - incorporated by reference to Exhibit 99.1 to the Registrant's Form 8-K dated November 13, 2006 as filed with the Securities and Exchange Commission on December 1, 2006.



**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 thereunto duly authorized.

**ADVANCED PHOTONIX, INC.**

By: /s/ Richard Kurtz

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Richard Kurtz, Chief Executive Officer

Dated: December 21, 2006

3

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