

ADVANCED PHOTONIX INC  
Form SC 13D  
May 08, 2015  
UNITED STATES

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, DC 20549**

**SCHEDULE 13D**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 8)\***

**ADVANCED PHOTONIX, INC.**

(Name of Issuer)

**Class A Common Stock, par value \$0.001 per share**

(Title of Class of Securities)

**00754E1070**

(CUSIP Number)

**Steven L. Williamson**

**c/o Advanced Photonix, Inc.**

**2925 Boardwalk Drive**

**Ann Arbor, MI 48104**

**Telephone: (734) 864-5600**

(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

**Copies to:**

**Landey Strongin  
Tarter Krinsky & Drogin LLP**

**1350 Broadway**

**New York, NY 10018**

**Telephone: (212) 216-8000**

**Facsimile: (212) 216-8001**

**May 8, 2015**

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

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\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934, as amended ("Exchange Act") or otherwise subject to the liabilities of that section of the Exchange Act but shall be subject to all other provisions of the Exchange Act (however, *see the Notes*).

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**13D**

Name of Reporting  
Persons

1. Steven L.  
Williamson

2. Check  
the  
Appropriate  
Box if a  
Member  
of a  
Group  
(see  
instructions)

(a)  X  
(b)  
SEC USE ONLY

3. Source of Funds  
(see instructions)

4. OO

5. Check if  
Disclosure  
of Legal  
Proceedings  
Is  
Required  
Pursuant  
to Item  
2(d) or  
2(e)

6. Citizenship or Place  
of Organization

United States

Sole Voting  
Power

7.

0

Shared  
Voting  
Power

Number of

Shares 8.

Beneficially

0

Owned by

Each

Sole  
Dispositive  
Power

Reporting

9.

Person With

0

Shared  
Dispositive  
Power

10.

0

Aggregate Amount  
Beneficially Owned  
by Each Reporting  
Person

11.

0

12.

Check if  
the  
Aggregate

Amount  
in Row  
(11)  
Excludes  
Certain  
Shares  
(see  
instructions)

Percent of Class  
Represented by  
Amount in Row 11

13.

0 %

Type of Reporting  
Person (see  
instructions)

14.

IN

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**13D**

Name of Reporting  
Persons

1. Steven L.  
Williamson Trust  
made on May 15,  
2014

2. Check  
the  
Appropriate  
Box if a  
Member  
of a  
Group  
(see  
instructions)

3. (a)  X  
(b)  
SEC USE ONLY

4. Source of Funds  
(see instructions)

4. OO

5. Check if  
Disclosure  
of Legal  
Proceedings  
Is  
Required  
Pursuant  
to Item  
2(d) or  
2(e)

- 6.

Citizenship or Place  
of Organization

Michigan

Sole Voting  
Power

7.

0

Shared  
Voting  
Power

Number of

8.

Shares

0

Beneficially

Owned by

Sole  
Dispositive  
Power

Each

Reporting 9.

Person With

0

Shared  
Dispositive  
Power

10.

0

11. Aggregate Amount  
Beneficially Owned  
by Each Reporting  
Person

0



12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (see instructions)
13. Percent of Class Represented by Amount in Row 11
- 0%
14. Type of Reporting Person (see instructions)
- IN
-

**Item 1. Security and Issuer**

This Statement constitutes Amendment No. 8 to Schedule 13D (“Amendment No. 8”) relating to the Class A Common Stock, par value \$0.001 per share (the “Shares”) issued by Advanced Photonix, Inc., a Delaware corporation (the “Issuer”), beneficially owned by Steven Williamson (a “Reporting Person”) , an individual, and Steven L. Williamson Trust made on May 15, 2014 (“Steven L. Williamson Trust” and collectively, with the Reporting Person, the “Reporting Persons”). This Amendment No. 8 hereby amends Schedule 13D filed with the Securities and Exchange Commission (the “SEC”) on May 17, 2005 (the “Original 13D”), as amended by Amendment No.1 to Schedule 13D filed on October 22, 2010 (“Amendment No. 1”), as further amended by Amendment No. 2 to Schedule 13D filed on December 2, 2010 (“Amendment No. 2”), as further amended by Amendment No. 3 to Schedule 13D filed on January 12, 2011 (“Amendment No. 3”), as further amended by Amendment No. 4 to Schedule 13D filed on March 3, 2011 (“Amendment No. 4”), as further amended by Amendment No. 5 to Schedule 13D filed on June 10, 2014 (“Amendment No. 5”), as further amended by Amendment No. 6 to Schedule 13D filed on August 22, 2014 (“Amendment No. 6”), as further amended by Amendment No. 7 to Schedule 13D filed on February 9, 2015 (“Amendment No.7”) and together with the Original 13D, Amendment No.1, Amendment No. 2, Amendment No. 3, Amendment No. 4, Amendment No. 5, Amendment No. 6 and Amendment No. 7, the “Amended 13D”). Capitalized terms used in this Amendment No. 8 but not otherwise defined herein have the meanings ascribed to them in the Amended 13D. Except as specifically provided herein, Amendment No. 8 does not modify any of the information previously reported in Amended 13D.

**Item 2. Identity and Background**

(a)-(c) This Amendment No. 8 is being filed by the Reporting Persons, having an address at 2925 Boardwalk Drive, Ann Arbor, Michigan 48104. On the closing of the Merger, described in Item 4 below, Mr. Steven Williamson resigned from his position as a director of the Issuer, 2925 Boardwalk Drive, Ann Arbor, MI 48104. Mr. Williamson is the sole Trustee of the Steven L. Williamson Trust.

(d)-(e) During the past five years, neither of the Reporting Persons (i) has been convicted in any criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction resulting in his being subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) Mr. Williamson is a citizen of the United States and the Steven L. Williamson Trust is domiciled in Michigan.

**Item 4. Purpose of Transaction**

On May 8, 2015, Luna Innovations Incorporated (“Luna”) announced that it had completed the merger pursuant to the terms of the Agreement and Plan of Merger and Reorganization (the “Merger Agreement”), dated as of January 30, 2015, by and among Luna, Issuer and API Merger Sub, Inc., a wholly owned subsidiary of Luna (“Merger Sub”), pursuant to which Merger Sub merged with and into Issuer (the “Merger”), with Issuer continuing as the surviving corporation and as a wholly owned subsidiary of Luna. Pursuant to the Merger Agreement, the Reporting Persons are entitled to receive in exchange for each Share of the Issuer 0.31782 shares of Luna common stock having a market value of \$1.33 per share on the effective date of the Merger.

**Item 5. Interest In Securities of the Issuer**

(a) As a result of the completion of consummation of the Merger, the Reporting Persons no longer have beneficial ownership of any Shares of the Issuer.

(e) The Reporting Persons ceased to be beneficial owners of 5% or more of the Issuer’s Shares on May 8, 2015.

**SIGNATURES**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: May 8, 2015

/s/ Steven L. Williamson  
Name: Steven L. Williamson

By: /s/ Steven L. Williamson, Trustee  
Name: Steven L. Williamson Trust  
made on May 15, 2014  
Title: Sole Trustee