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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, DC 20549

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**FORM 8-K**

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

**Date of Report (Date of earliest event reported): August 30, 2019**

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**Luna Innovations Incorporated**  
(Exact name of registrant as specified in its charter)

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

**000-52008**  
(Commission  
File Number)

**54-1560050**  
(IRS Employer  
Identification No.)

**301 1st Street SW, Suite 200**  
**Roanoke, VA 24011**  
(Address of principal executive offices, including zip code)

**540-769-8400**  
(Registrant's telephone number, including area code)

(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 (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))

Securities registered pursuant to Section 12(b) of the Securities Exchange Act of 1934:

<u>Title of each class</u>	<u>Trading Symbol</u>	<u>Name of each exchange on which registered</u>
Common Stock, \$0.001 par value per share	LUNA	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth Company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 5.02**                    **Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On August 30, 2019, John B. Williamson provided notice to the board of directors (the “**Board**”) of Luna Innovations Inc. (the “**Company**”) of his decision not to stand for re-election at the Company’s May 2020 annual meeting of stockholders. Mr Williamson’s decision was not the result of any disagreement with the Company.

Also on August 30, 2019, the Board appointed Mary Beth Vitale to serve as a director of the Company and as a member of the Company’s Audit Committee and the Company’s Nominating and Governance Committee. Ms. Vitale will serve as a Class II director whose term will expire at the 2020 annual meeting of stockholders. There is no arrangement or understanding between Ms. Vitale and any other person pursuant to which she was selected as a director of the Company, and there is no family relationship between Ms. Vitale and any of the Company’s other directors or executive officers. The Company is not aware of any transaction involving Ms. Vitale requiring disclosure under Item 404(a) of Regulation S-K. Additional information about Ms. Vitale is set forth below.

**Mary Beth Vitale**, age 65, co-founded Pelleria, LLC., a consulting firm specializing in cybersecurity and board governance to boards of directors, in 2001. Previously, she had served as President, CEO and Chairman of the Board of WestwindMedia.com, President and Chief Operating Officer of RMI.NET, and President-Western States and corporate officer for AT&T. She received her bachelor’s degree from Hillside College; a Master’s degree from the University of Colorado; and an Advanced Management certificate from the Wharton School. She was also a Commissioner on former Colorado Governor Bill Owens’ Commission for Science and Technology. In addition, she is past Chairman of the Board of Directors of the National Association of Corporate Directors (NACD) local chapter. Ms. Vitale has also been recognized as an NACD Board Leadership Fellow and SEC qualified financial expert. She currently is a faculty member for the NACD in board governance and cyber security training. She is also a Co-Chair and founder of the Women Corporate Directors, Colorado Chapter. Ms. Vitale also recently earned the CERT Certificate in Cybersecurity Oversight from the Software Engineering Institute, which demonstrates her commitment to advanced cybersecurity literacy to the Company, investors and regulators. Ms. Vitale also served on the board of directors of CoBiz Financial, a publicly traded national commercial bank, from 2005 to 2018 and on the board of directors of Zynex, Inc., a publicly traded medical technology company, from 2008 to 2014.

In accordance with the Company’s amended and restated non-employee director compensation policy, upon her commencement of service as a director, Ms. Vitale was granted 2,746 restricted stock units on September 3, 2019. The restricted stock units will vest upon the Company’s 2020 annual meeting of stockholders, subject to Ms. Vitale’s continuous service through such vesting date. Additionally, Ms. Vitale will be entitled to receive a \$37,500 annual retainer, payable quarterly in advance, for her service as a director, a \$4,000 annual retainer, payable quarterly in advance, for her service on the Audit Committee and a \$4,000 annual retainer, payable quarterly in advance, for her service on the Nominating and Governance Committee. At each annual stockholder meeting following which Ms. Vitale continue service as a director, she will be entitled to receive additional restricted stock units with a value of \$37,500, which will vest on the earlier of the one year anniversary of the date of grant or upon on the date of the next annual meeting of stockholders, subject to Ms. Vitale’s continuous service through such vesting date. Ms. Vitale has also entered into the Company’s standard form of indemnification agreement.

**Item 7.01.**                    **Regulation FD Disclosure.**

On September 5, 2019, the Company issued a press release announcing Mr. Williamson’s decision not to stand for re-election and Ms. Vitale’s appointment to the Board, the Audit Committee and the Nominating and Governance Committee. A copy of this press release is furnished herewith as Exhibit 99.1 to this Current Report. The information contained in the press release furnished as Exhibit 99.1 shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), and is not incorporated by reference into any of the Company’s filings under the Securities Act of 1933, as amended, or the Exchange Act, whether made before or after the date hereof, except as shall be expressly set forth by specific reference in any such filing.

**Item 9.01.**                    **Exhibits.**

(d) Exhibits.

**Exhibit**

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**Description**

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99.1

[Press Release dated September 5, 2019, "Mary Beth Vitale Appointed to Luna Innovations Board of Directors."](#)





## **Mary Beth Vitale Appointed to Luna Innovations Board of Directors**

*(ROANOKE, VA, September 5, 2019)* – Luna Innovations Incorporated (NASDAQ: LUNA), a global leader in advanced fiber optic-based technology, today announced that Mary Beth Vitale has been appointed to its Board of Directors, effective September 1, 2019. Ms. Vitale is Co-Founder and Principal of Pelleria, LLC, a strategic communications and board development consulting firm. She holds a Certificate for Cybersecurity Oversight and is a Qualified SEC Audit Committee financial expert. Ms. Vitale’s appointment expands the Board to 9 directors, 8 of whom are independent. She will be joining Luna Innovations Audit Committee as well as its Nominating and Governance Committee.

In addition, long-standing member John B. Williamson has notified the company that he will not stand for re-election at Luna’s May 2020 annual meeting of stockholders.

Richard W. Roedel, Non-Executive Chairman of the Board of Luna Innovations commented, “We are excited to add Mary Beth to our Board. She’s an experienced Board member, and her financial and cybersecurity expertise will be a valuable asset to Luna and our shareholders. The board has a strong commitment to refreshment and governance, and we are very pleased to add an independent director with Mary Beth’s skills.” Mr. Roedel continued, “On behalf of the Company and my fellow directors, I also want to thank John for his valuable guidance and stewardship of Luna over the past nine years as a Board member. He has made enormous contributions to the business and was always a positive presence in the boardroom. We will continue to take advantage of his skills and insight through next Spring and our 2020 annual meeting.”

“We welcome Mary Beth to Luna’s Board and know that her counsel and expertise will bring further energy to our board. Her knowledge in both the financial and cybersecurity areas, as well as her experience as a CEO, are great assets to an already experience-rich Board,” said Luna Innovations President and CEO Scott A. Graeff. “In addition, I wish to recognize the contributions John has made to the Board over the years, providing strategic advice, business expertise and oversight on behalf for our shareholders. He’s been a great asset, and the Luna team is very appreciative of his service and leadership.”

### **About Mary Beth Vitale**

Ms. Vitale is co-founder and principal of Pelleria, LLC and a former CEO with more than 25 years of proven financial, IT/cyber, marketing and execution expertise in building companies. Her past roles include: CEO and Chairman of Westwind Media; President and COO of Rocky Mountain Internet; and President of AT&T's Western Region and Corporate Officer of AT&T Corp. Ms. Vitale holds a Certificate for Cybersecurity Oversight and is a qualified U.S. Securities and Exchange Commission Qualified Audit Committee Financial Expert (ACFE). She has been and is an independent board member to public and private companies in various stages of growth and global expansion, chairing the Audit, Risk and Technology, Compensation, and Nominating and Governance Committees for boards of directors as well as being lead director. She is a National Association of Corporate Directors (NACD) Board Advisory Services faculty member, providing training to boards of directors across the world, and is a NACD Leadership Fellow. She currently is a member of the Board of Directors Executive Committee for GEHA, Inc., and chairs its Risk and Technology Committee.

### **About Luna**

Luna Innovations, Incorporated ([www.lunainc.com](http://www.lunainc.com)) is a leader in optical technology, providing unique capabilities in high-performance, fiber optic-based, test products for the telecommunications industry and distributed fiber optic-based sensing for the aerospace and automotive industries. Luna is organized into two business segments, which work closely together to turn ideas into products: a Technology Development segment and a Products and Licensing segment. Luna's business model is designed to accelerate the process of bringing new and innovative technologies to market.

### **Forward-Looking Statements**

The statements in this release that are not historical facts constitute "forward-looking statements" made pursuant to the safe harbor provision of the Private Securities Litigation Reform Act of 1995 that involve risks and uncertainties. These statements include Luna's expectations regarding technological advancements, technological capabilities and needs, cost effectiveness of products and technological solutions, market demand and product capabilities and advantages. Management cautions the reader that these forward-looking statements are only predictions and are subject to a number of both known and unknown risks and uncertainties, and actual results, performance, and/or achievements of Luna may differ materially from the future results, performance, and/or achievements expressed or implied by these forward-looking statements as a result of a number of factors. These factors include, without limitation, changes in market needs and technological challenges and other risks and uncertainties set forth in Luna's periodic reports and other filings with the Securities and Exchange Commission ("SEC"). Such filings are available on the SEC's website at [www.sec.gov](http://www.sec.gov) and on Luna's website at [www.lunainc.com](http://www.lunainc.com). The statements made in this release are based on information available to Luna as of the date of

this release and Luna undertakes no obligation to update any of the forward-looking statements after the date of this release.

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