
**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): May 15, 2018

Luna Innovations Incorporated

(Exact name of registrant as specified in its charter)

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, Virginia 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)

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))

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 5.07. Submission of Matters to a Vote of Security Holders

At the 2018 Annual Meeting of Stockholders of Luna Innovation Incorporated (“Luna”) held on May 15, 2018, Luna’s stockholders approved three proposals, as proposed in the Proxy Statement, as follows: (i) the election of Scott A. Graeff, Donald Pastor and N. Leigh Anderson as Class III members of the Board of Directors, to serve until Luna’s 2021 Annual Meeting of Stockholders and until their successors are duly elected and qualified (“Proposal 1”); (ii) the approval, on a non-binding, advisory basis, of the compensation of Luna’s named executive officers (“Proposal 2”); and (iii) the ratification of the selection of Grant Thornton LLP as Luna’s independent registered public accounting firm for the fiscal year ending December 31, 2018 (“Proposal 3”).

Proposal 1. Election of Directors

The vote with respect to the election of directors was as follows:

	FOR	WITHHELD
Scott A. Graeff	12,263,850	399,853
Donald Pastor	11,627,737	1,035,966
N. Leigh Anderson	12,243,316	420,387

Proposal 2. Advisory Vote on Executive Compensation

The advisory vote on the compensation of Luna’s named executive officers was as follows:

FOR	AGAINST	ABSTAIN	BROKER NON-VOTES
11,469,593	1,087,076	107,034	11,948,599

Proposal 3. Ratification of Selection of Independent Registered Public Accounting Firm

The vote with respect to the ratification of the selection of Grant Thornton LLP as Luna’s independent registered public accounting firm for the year ending December 31, 2018 was as follows:

FOR	AGAINST	ABSTAIN	BROKER NON-VOTES
24,374,924	168,937	68,441	0

Item 7.01 Regulation FD Disclosure.

A copy of Luna’s updated corporate presentation is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The information in this Item 7.01 of this Current Report on Form 8-K (including Exhibit 99.1) is being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that Section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit
No.

Description

99.1

[Corporate Presentation.](#)



Corporate Presentation
Scott Graeff, President and CEO

May 2018

Safe Harbor

Safe Harbor Statement Under the Private Securities Litigation Reform Act of 1995

This presentation includes information that constitutes “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 the company’s expectations regarding the company’s future financial performance and the potential demand for the company’s products. 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 the company 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, failure of demand for the company’s products and services to meet expectations, technological challenges and those risks and uncertainties set forth in the company’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 and on the company’s website at www.lunainc.com. The statements made in this presentation are based on information available to Luna as of the date of this presentation and Luna undertakes no obligation to update any of the forward-looking statements after the date of this presentation, except as required by law.

Non-GAAP Financial Measures

In addition to U.S. GAAP financial information, this presentation includes Adjusted EBITDA, a non-GAAP financial measures. This non-GAAP financial measures is in addition to, and not a substitute for or superior to, measures of financial performance prepared in accordance with U.S. GAAP. A reconciliation of Adjusted EBITDA to Loss from Continuing Operations is included in the appendix to this presentation.

Luna is a global company providing innovative products and solutions using proprietary fiber optic technologies

Incorporated	1990
IPO	2006
Reporting segments	<ul style="list-style-type: none">Technology DevelopmentProducts & Licensing
Financials	FY17 revenue \$46.2M; AEBITDA \$2.5M
HDQ	Roanoke, VA
Employees	200+, including leading engineers, scientists, innovators

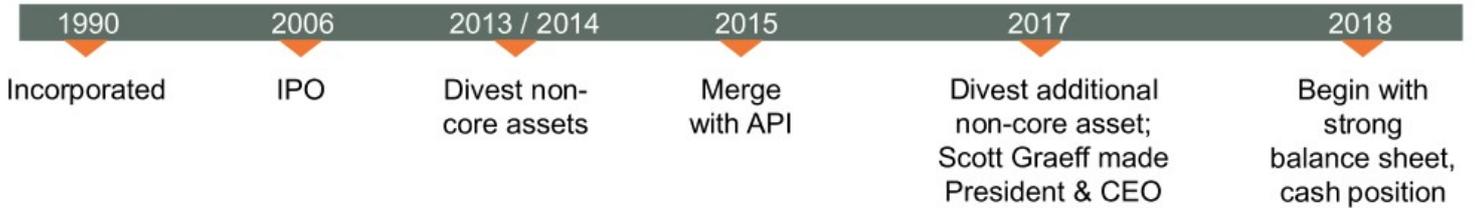


Luna has a clear vision and established history

Vision

To be a leader in optical measurement technology that improves accuracy and precision, while reducing risk and cost, all to power growth and value for our global customers.

History



LUNA at a glance

NASDAQ: LUNA
Luna Innovations Incorporated © 2018

Our customers are in capital-intensive industries including aerospace, automotive & communications



We use optical technology, innovation & our expertise to help customers realize 3 primary benefits:

- Test and measure key product components with higher precision and greater accuracy
- Reduce risk and cost for manufacturing customers
- Provide usable data analytics faster

Luna's products are used to measure, monitor, protect and improve critical processes for our customers, so they can focus on making the world safer and more connected

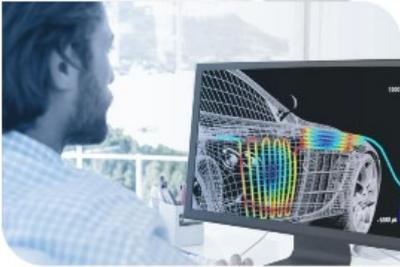
We leverage four strong capabilities to deliver industry-leading solutions for our customers

Objective: Generate long-term shareholder value through development and commercialization of innovative technologies



For customers in large, capital-intensive industries: Aerospace, Automotive, Communications, Energy and Defense

Our business model accelerates the process of bringing new and innovative products to market



Structural & Material Test
Deliver high-definition distributed strain & temperature sensing data not available using conventional measurement technologies



Communications Test & Measurement
Design and manufacture, high performance fiber optic test instruments for communications market



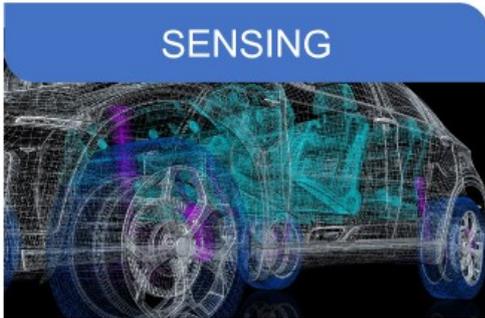
Technology development, Terahertz and Optoelectronic Systems
Cutting edge measurement technologies & highly leverageable, third party funded research

What problem does Luna solve?

NASDAQ: LUNA
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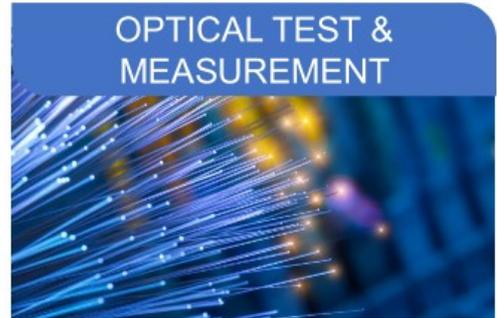
Strong growth opportunity through **Luna's fiber optic technologies** (Lightwave)

Luna's fiber optic technologies are used two ways:



Aerospace and Automotive

Measuring strain and temperature in composites and other advanced materials: far superior to conventional technologies



Communications

Testing optical components and networks deployed by the Tele- and Data-communications market

There are strong drivers of growth for our technology in Automotive and Aerospace



Challenges we address

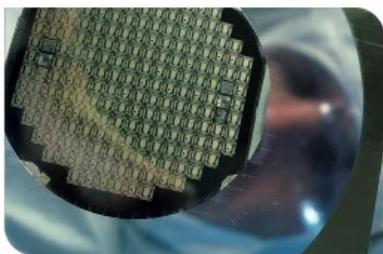
- Instrumenting complex parts
- Performing fatigue testing in composites
- New materials have very large changes in strain over short distances
- Identifying small defects, eliminate false positives
- Mapping complex strain profiles



Drivers for our products

- Testing requirements changing drastically with introduction of new materials and lighter-weight designs
- Strain and temperature measurements fundamental to performance and safety in aerospace and automotive markets
- Incumbent technologies (strain gages, RTDs, etc.) do not scale well to meet challenges of modern design

There are two distinct growth opportunities for our technology in the Communications market



Optical component development and manufacturing

Silicon photonics is creating demand for advanced test solutions

- We are at the beginning of the era of optical connectivity in silicon
- Luna products offer 30x faster device characterization vs competition
- Accelerate time to market through reduced iteration of design, fab, test



Fiber and short network test

Bandwidth demands continue to drive double-digit connectivity growth

- Luna products deliver unprecedented visibility into short-haul networks
- Increase quality and reduce time to market for new designs

We have an extensive IP portfolio

- Company wide over 200 patents issued or under application
- Lightwave has 112 associated patents and patent applications
 - 91 developed within Luna
 - 77 sold to and in-licensed back from Intuitive
 - 11 developed and licensed from Coherent (exclusive)
 - 10 developed and licensed from NASA (non-exclusive)
- Basic OFDR implementation is licensed from NASA patents (non-exclusive)
- Coherent licenses result in control over tunable laser, most critical system element
 - Phoenix laser manufactured at our contract manufacturer
- Critical elements of optical design, laser control, calibration and processing algorithms covered by a combination of Luna-developed IP and trade secrets
 - These combine to produce superior performance and marketability with respect to speed, dynamic range and resolution



Our executive team has deep expertise in innovation and commercialization



Scott Graeff
President & CEO



Dale Messick
CFO



Brian Soller, Ph.D.
VP & GM, Lightwave Division



James Garrett, Ph.D.
VP, Technology Development



Jean-Pierre Maufra
GM, Luna Optoelectronics

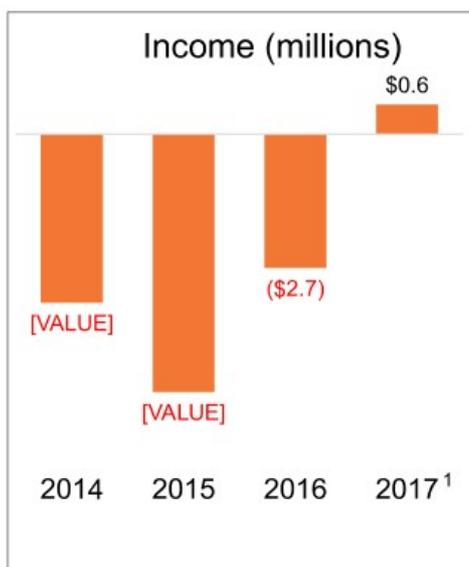
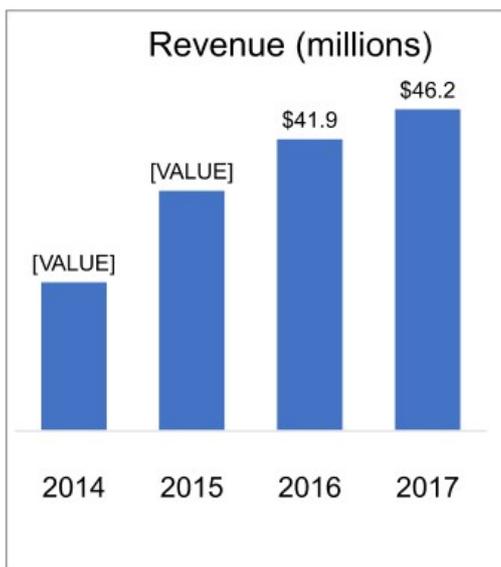


Margaret Murdock
GM, Terahertz Division

Executive team

NASDAQ: LUNA
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We delivered record financial performance in 2017, building on several years of steady improvement



- Double-digit organic revenue growth year-over-year
- Positive income from continuing operations in 2017¹

¹ 2017 income from continuing ops normalized for a one-time pre-tax charge

We have a flexible balance sheet with a strong cash position

- \$63 Million in total assets
 - \$33 Million in cash
 - \$44 Million in working capital
- Strategic investments will continue to be made
 - Continue to invest in the organic growth of the company
 - Addition of professionals to our Lightwave sales and marketing team
 - Additional engineers to accelerate the product road map
 - Disciplined acquisition strategy

Why invest in Luna?

- Proprietary, measurement technology, offering unprecedented combination of resolution, accuracy and speed
- Customers in attractive markets: Aerospace, Automotive, Communications, Energy and Defense
- Positioned to take advantage of trends such as vehicle light-weighting and increasing demands on data centers and broadband capacity
- Adequately capitalized to fund growth
- Long-tenured, experienced executive team / board
- Corporate culture of innovation and integrity
- Compelling value: currently trading at an attractive multiple



