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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): February 25, 2021**

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

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**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

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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.

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**Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On February 25, 2021, the Board of Luna Innovations Incorporated (the “Corporation”) adopted an amendment to the Corporation’s Amended and Restated Bylaws, as amended (the “Bylaw Amendment”), which amended Article VIII to add a new Section 8.13, to provide that, unless the Corporation consents in writing to the selection of an alternative forum, to the fullest extent permitted by law, the federal district courts of the United States of America shall be the sole and exclusive forum for the resolution of any complaint asserting a cause of action arising under the Securities Act of 1933, as amended.

The foregoing summary and description of the provisions of the Bylaw Amendment does not purport to be complete and is qualified in its entirety by reference to the full text of the Bylaw Amendment, a copy of which is filed as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated herein by reference.

(d) Exhibits.

| <u>Exhibit</u> | <u>Description</u>  |
|----------------|---|
| 3.1            | <a href="#">Amendment to Amended and Restated Bylaws Amendment</a>          |
| 104            | Cover Page Interactive Data File (embedded within the Inline XBRL document) |



**AMENDMENT TO BYLAWS OF LUNA INNOVATIONS INCORPORATED**

The Amended and Restated Bylaws (the “**Bylaws**”) of Luna Innovations Incorporated, a Delaware corporation (the “**Company**”), are hereby amended as follows:

A new Article VIII, Section 8.13 is hereby added to the Bylaws, which shall read in its entirety as follows:

“ARTICLE VIII  
GENERAL MATTERS

**SECTION 8.13. EXCLUSIVE FORUM FOR ADJUDICATION OF CERTAIN ACTIONS.**

(a) Unless the corporation consents in writing to the selection of an alternative forum, to the fullest extent permitted by law, the federal district courts of the United States of America shall be the sole and exclusive forum for the resolution of any complaint asserting a cause of action arising under the Securities Act of 1933, as amended.

(b) Any person or entity holding, owning or otherwise acquiring any interest in any security of the corporation shall be deemed to have notice of and consented to the provisions of this Article VIII, Section 8.13.”