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): January 17, 2014

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

Delaware	000-52008	54-1560050
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

1 Riverside Circle, Suite 400
Roanoke, Virginia 24016
(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))

Item 1.01. Entry into a Definitive Material Agreement.

On January 17, 2014, Luna Innovations Incorporated ("we" or the "Company") entered into an Asset Purchase Agreement with Intuitive Surgical Operations, Inc. and Intuitive Surgical International, Ltd. (collectively, "Buyer"), which are wholly owned subsidiaries of Intuitive Surgical, Inc. ("ISI") (the "Asset Purchase Agreement"). Under the Asset Purchase Agreement, effective as of 12:01 a.m. on January 21, 2014, the Company closed on its sale to Buyer of substantially all of its assets related to its medical shape sensing business, including all of patents and patent applications used or useful for its fiber optical shape sensing and localization technology, for $6 million in cash at closing and a second $6 million in cash to be paid no later than 90 days after closing, plus up to $8 million upon the accomplishment by Buyer of certain technical specifications (the "Technical Specifications Payment") and up to $10 million in potential future royalties (altogether, the "Transaction"). The Company had been engaged since 2007 in a development project for ISI developing a fiber optic-based shape sensing and position tracking system to be integrated into ISI's products. Also as a part of the Transaction, Buyer has hired certain employees of the Company, many of whom were historically engaged in this development project.

The second $6 million to be paid within 90 days has been placed in escrow. The Technical Specifications Payment is tied to the achievement of certain technical specifications that were previously established for the development project between the Company and ISI. If these technical specifications are not achieved but the Company's fiber optical shape sensing and localization technology is nevertheless included in an ISI medical system that receives Food and Drug Administration approval as the system's only localization solution, then Buyer shall pay the Company $6 million upon such approval. The royalties will be paid at a rate of $10,000 per commercially-sold medical robotic system that includes the Company's fiber optical shape sensing and localization technology. The foregoing deferred and/or potential payments are subject to set off against any liabilities the Company may have to Buyer for any breach of the Company's representations or obligations under the Asset Purchase Agreement.

The Asset Purchase Agreement contains representations and warranties, covenants and indemnification provisions common to transactions of this nature, except that the Company's indemnification obligations are only limited in time until no further payments are due from Buyer. Any disputes between the parties will be handled by mediation and arbitration in Chicago, Illinois.

All of the transfers of technology contemplated in the Transaction have been made subject to the Company's existing licenses and related obligations to Hansen Medical, Inc. ("Hansen") and Philips Medical Systems Nederland BV. Also, in connection with the Transaction, the Company and Buyer entered into a License Agreement of the same date (the "2014 License Agreement") under which the Company received a license back to all of its transferred technology outside the field of medicine and in respect of its existing non-shape sensing products in certain non-robotic medical fields. The license back to the Company outside the medical field is exclusive to the Company except that Buyer retained certain non-sublicensable rights for itself. This license back to the Company is revocable if the Company were, after notice and certain time periods, (i) to challenge the validity or enforceability of the transferred patents and patent applications, (ii) to commercialize its fiber optical shape sensing and localization technology in the field of medicine (except to perform on a development and supply project for Hansen), (iii) to violate its obligations related to its ability to sublicense in the field of medicine or (iv) to violate its confidentiality obligations in a manner that advantages a competitor in the field of medicine and not cure such violation. As a part of the Transaction, the Company has retained assets and rights necessary to perform on its development and supply project for Hansen if that project is re-started.

Also, as a part of the Transaction, for a period of 15 years after closing, the Company has agreed to exit and not develop or commercialize its fiber optical shape sensing and localization technology in the field of medicine (except for Hansen as described above). For a period of 10 years after closing, Buyer has agreed not to use any of the assets being acquired in the Transaction, including the key employees being hired, to compete with the Company outside the field of medicine for shape, strain and/or temperature sensing in the aerospace, automotive, and energy markets and for strain sensing in the civil structural monitoring and composite material markets.

The foregoing summary is not complete and is qualified in its entirety by reference to the Asset Purchase Agreement and the 2014 License Agreement, copies of which will be filed as exhibits to the Company's Quarterly Report on Form 10-Q for the quarter ending March 31, 2014.

Item 2.01. Completion of Acquisition or Disposition of Assets.

The information included in Item 1.01 is incorporated herein by reference.

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

(e) In connection with, and effective upon closing of, the Transaction, Dr. Mark Froggatt resigned from his position as Chief Technology Officer of the Company and was hired by Buyer. In addition, in connection with the completion of the Transaction, the Company has agreed to pay Dr. Froggatt a bonus of $334,200. Additionally, Dr. Frogatt's unvested stock options became immediately vested upon closing of the Transaction. The cash bonus represents the amount of his annual salary plus his target bonus, which would be payable under a "Change of Control" as defined in his Employment Agreement with the Company dated March 28, 2012. Dr. Froggatt will remain available to the Company on a consulting basis for certain purposes.

Item 7.01. Regulation FD Disclosure.

On January 22, 2014, the Company issued a press release announcing the execution of the Asset Purchase Agreement with Buyer and the completion of the Transaction. A copy of this press release is furnished herewith as Exhibits 99.1 to this report.

In accordance with general instruction B.2 to Form 8-K, the information in this Item 7.01, including the press release furnished as an 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, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or Securities Exchange Act of 1934.

Item 8.01. Other Events.

Risk Factors

An investment in our common stock is subject to numerous risks, many of which are described in our Annual Reports on Form 10-K, our Quarterly Reports on Form 10-Q and registration statements we file from time to time with the SEC. The Transaction results in additional risks, in addition to those that are described in our most recent SEC filings, and the following risk factors should be considered in addition to such risk factors when making a decision to purchase or sell our common stock.

Our license back from Buyer is revocable and, without this license, we cannot continue to market, manufacture or sell our fiber-optic products.

As described above, as a part of the Transaction, we received a license back from Buyer to all of our transferred technology outside the field of medicine and in respect of our existing non-shape sensing products in certain non-robotic medical fields. Also as described above, this license is revocable upon certain continuing events or breaches. Maintaining this license is necessary for us to conduct our fiber-optic products business, both for our telecom products and our ODiSI sensing products. If this license were to be revoked, we would no longer be able to market, manufacture or sell these products and it would result in a material adverse effect to our business, results of operations and financial condition.

Our narrowed scope and focus may make it more difficult for us to achieve or maintain operating profitability.

In connection with the Transaction, the Company has reduced its overall size and narrowed its focus to one key growth objective: to become the leading provider of fiber optic sensing systems and standard test methods for composite materials. There can be no guarantee that we will be successful in pursuing this objective. Although we anticipate realizing cost savings as a result of the Transaction, we will continue to incur significant operating expenses associated with our public company infrastructure. Accordingly, we will need to significantly increase the revenue we generate from our remaining operations in order to achieve or maintain operating profitability, and there can be no guarantee that we will be able to do so.

Item 9.01. Financial Statements and Exhibits.

(b) Pro Forma Financial Information

UNAUDITED PRO FORMA CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

The following unaudited pro forma condensed consolidated financial statements are presented to illustrate the effects of the Transaction on our historical financial position and results of operations. Historical amounts for the years ended December 31, 2012 and December 31, 2011 are derived from our audited 2012 and 2011 condensed consolidated financial statements. Historical amounts as of and for the nine months ended September 30, 2013 and for the nine months ended September 30, 2012 are derived from our unaudited condensed consolidated financial statements.

The pro forma adjustments are based upon available information and certain assumptions that we believe are reasonable in the circumstances. These adjustments are more fully described in the notes to the pro forma condensed consolidated financial statements below.

The unaudited pro forma condensed consolidated balance sheet at September 30, 2013 assumes that the transaction took place on that date. The unaudited pro forma condensed consolidated statements of operations for the nine months ended September 30, 2013 and 2012, and for the years ended December 31, 2012 and 2011, assume the transaction took place on January 1, 2011, the beginning of our 2011 fiscal year. Such information in not necessarily indicative of our financial position or results of operations that would have occurred if the transaction had been consummated as of the dates indicated, nor should it be construed as being a representation of our future financial performance or results of operations.

The unaudited pro forma condensed consolidated financial statements should be read in conjunction with “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and our consolidated financial statements, the related notes and other financial information included in our previously filed Forms 10-K and 10-Q for the respective periods.

Luna Innovations Incorporated
Unaudited Pro Forma Condensed Consolidated Statement of Operations
For the Nine Months Ended September 30, 2012

	Actual	Pro Forma Adjustments	Pro Forma
Revenues			
Technology development revenues	$ 11,528,700	$ —	$ 11,528,700
Product and license revenues	8,715,630	(2,206,013)(a)	6,509,617
Total revenues	20,244,330	(2,206,013)	18,038,317
Cost of revenues			
Technology development costs	8,074,595	—	8,074,595
Product and license costs	3,821,980	(1,324,973)(b)(c)	2,497,007
Total cost of revenues	11,896,575	(1,324,973)	10,571,602
Gross profit	8,347,755	(881,040)	7,466,715
Operating expense			
Selling, general & administrative	7,777,206	(188,597)(e)	7,588,609
Research, development and engineering	1,923,300	109,879(c)(d)(f)(g)	2,033,179
Total operating expense	9,700,506	(78,718)	9,621,788
Operating loss from continuing operations	(1,352,751)	(802,322)	(2,155,073)
Other income (expense)			
Other income, net	85,083	—	85,083
Interest expense, net	(222,473)	—	(222,473)
Total other expense	(137,390)	—	(137,390)
Loss from continuing operations before income tax expense	(1,490,141)	(802,322)	(2,292,463)
Income tax expense	21,417	—	21,417
Loss from continuing operations	$ (1,511,558)	$ (802,322)	$ (2,313,880)

See accompanying Notes to Unaudited Condensed Consolidated Financial Statements.

Luna Innovations Incorporated
Unaudited Pro Forma Condensed Consolidated Statement of Operations
For the Nine Months Ended September 30, 2013

	Actual	Pro Forma Adjustments	Pro Forma
Revenues			
Technology development revenues	$ 8,564,744	—	$ 8,564,744
Product and license revenues	7,623,203	(2,552,762)(a)	5,070,441
Total revenues	16,187,947	(2,552,762)	13,635,185
Cost of revenues			
Technology development costs	6,663,194	—	6,663,194
Product and license costs	3,516,196	(1,180,645)(b)(c)	2,335,551
Total cost of revenues	10,179,390	(1,180,645)	8,998,745
Gross profit	6,008,557	(1,372,117)	4,636,440
Operating expense			
Selling, general & administrative	7,388,835	(192,524)(e)	7,196,311
Research, development and engineering	2,065,337	(261,554)(c)(d)(f)(g)(h)	1,803,783
Total operating expense	9,454,172	(454,078)	9,000,094
Operating loss from continuing operations	(3,445,615)	(918,039)	(4,363,654)
Other income (expense)			
Other income, net	85,289	—	85,289
Interest expense, net	(150,732)	—	(150,732)
Total other expense	(65,443)	—	(65,443)
Loss from continuing operations before income tax benefit	(3,511,058)	(918,039)	(4,429,097)
Income tax benefit	(1,087,839)	(354,651)(i)	(1,442,490)
Loss from continuing operations	$ (2,423,219)	$ (563,388)	$ (2,986,607)

See accompanying Notes to Unaudited Condensed Consolidated Financial Statements.

Luna Innovations Incorporated
Unaudited Pro Forma Condensed Consolidated Statement of Operations
For the Year Ended December 31, 2011

	Actual	Pro Forma Adjustments	Pro Forma
Revenues			
Technology development revenues	$15,586,123	$ —	$15,586,123
Product and license revenues	13,195,822	(3,126,722)(a)	10,069,100
Total revenues	28,781,945	(3,126,722)	25,655,223
Cost of revenues			
Technology development costs	11,482,856	—	11,482,856
Product and license costs	6,589,943	(2,930,834)(b)(c)	3,659,109
Total cost of revenues	18,072,799	(2,930,834)	15,141,965
Gross profit	10,709,146	(195,888)	10,513,258
Operating expense			
Selling, general & administrative	11,294,202	(326,894)(e)	10,967,308
Research, development and engineering	2,273,886	1,044,602(c)(d)(f)(g)	3,318,488
Total operating expense	13,568,088	717,708	14,285,796
Operating loss from continuing operations	(2,858,942)	(913,596)	(3,772,538)
Other income (expense)			
Other income, net	227,565	—	227,565
Interest expense, net	(376,524)	—	(376,524)
Total other expense	(148,959)	—	(148,959)
Loss from continuing operations before income tax expense	(3,007,901)	(913,596)	(3,921,497)
Income tax expense	10,307	—	10,307
Loss from continuing operations	$ (3,018,208)	$ (913,596)	$ (3,931,804)

See accompanying Notes to Unaudited Condensed Consolidated Financial Statements.

Luna Innovations Incorporated
Unaudited Pro Forma Condensed Consolidated Statement of Operations
For the Year Ended December 31, 2012

	Actual	Pro Forma Adjustments	Pro Forma
Revenues			
Technology development revenues	$ 15,126,834	$ —	$15,126,834
Product and license revenues	11,250,717	(2,538,731)(a)	8,711,986
Total revenues	26,377,551	(2,538,731)	23,838,820
Cost of revenues			
Technology development costs	10,749,335	—	10,749,335
Product and license costs	5,242,043	(1,585,227)(b)(c)	3,656,816
Total cost of revenues	15,991,378	(1,585,227)	14,406,151
Gross profit	10,386,173	(953,504)	9,432,669
Operating expense			
Selling, general & administrative	10,334,603	(252,135)(e)	10,082,468
Research, development and engineering	2,512,840	5,179(c)(d)(f)(g)	2,518,019
Total operating expense	12,847,443	(246,957)	12,600,486
Operating loss from continuing operations	(2,461,270)	(706,547)	(3,167,817)
Other income (expense)			
Other income, net	108,061	—	108,061
Interest expense, net	(286,529)	—	(286,529)
Total other expense	(178,468)	—	(178,468)
Loss from continuing operations before income tax expense	(2,639,738)	(706,547)	(3,346,285)
Income tax expense	21,417	—	21,417
Loss from continuing operations	$ (2,661,155)	$ (706,547)	$ (3,367,702)

See accompanying Notes to Unaudited Condensed Consolidated Financial Statements.

Luna Innovations Incorporated
Unaudited Pro Forma Condensed Consolidated Balance Sheet
As of September 30, 2013

	Actual	Pro Forma Adjustments	Pro Forma
Current assets			
Cash and cash equivalents	$ 8,184,665	$ 6,000,000(j)	$ 14,184,665
Accounts receivable, net	5,656,564	5,580,600(j)	11,237,164
Inventory, net	3,775,508	(54,660)(j)	3,720,848
Prepaid expenses	492,696	—	492,696
Other current assets	70,208	—	70,208
Total current assets	18,179,641	11,525,940	29,705,581
Property and equipment, net	2,155,032	(56,144)(j)	2,098,888
Intangible assets, net	327,293	(93,453)(j)	233,840
Other assets	61,501		61,501
Total assets	$ 20,723,467	$ 11,376,343	$ 32,099,810
Current liabilities			
Current portion of long-term debt	$ 1,500,000	—	$ 1,500,000
Current portion of capital lease obligation	65,627	—	65,627
Accounts payable	1,270,190	—	1,270,190
Accrued liabilities	2,717,560	1,900,463(j)	4,618,023
Deferred credits	558,076	—	558,076
Total current liabilities	6,111,453	1,900,463	8,011,916
Long-term debt obligation	1,000,000	—	1,000,000
Long-term capital lease obligation	127,337	—	127,337
Total liabilities	7,238,790	1,900,463	9,139,253
Commitments and contingencies			
Stockholders' equity			
Preferred stock, par value $0.001, 1321,514 shares authorized, issued and outstanding	1,322	—	1,322
Common stock, par value $0.001, 100,000,000 shares authorized, 14,483,900 shares issued and outstanding	14,779	—	14,779
Additional paid-in capital	62,430,014	—	62,430,014
Accumulated deficit	(48,961,438)	9,475,880(j)	(39,485,558)
Total stockholders' equity	13,484,677	9,475,880	22,960,557
Total liabilities and stockholders' equity	$ 20,723,467	$ 11,376,343	$ 32,099,810

See accompanying Notes to Unaudited Condensed Consolidated Financial Statements.

Notes to Unaudited Pro Forma Condensed Consolidated Financial Statements

The unaudited pro forma condensed consolidated financial statements give effect to the following adjustments:

(a) To reflect the reduction in Product and Licensing Revenue associated with our development, supply, and licensing agreements for fiber optic shape sensing for medical applications.

(b) To eliminate the direct labor and other direct costs incurred with respect to our development, supply, and licensing agreements for fiber optic shape sensing for medical applications:

	Nine months ended September 30, 2012	Nine months ended September 30, 2013	Year ended December 31, 2011	Year ended December 31, 2012
Direct labor	$ 550,522	$ 503,858	$ 1,100,233	$ 657,902
Other direct costs	262,244	207,889	806,946	315,211
Reduction in cost of sales	$ 812,766	$ 711,747	$1,907,179	$ 973,113

(c) To reclassify the overhead expenses allocated to shape sensing development activities in historical cost of sales to operating expense:

	Nine months ended September 30, 2012	Nine months ended September 30, 2013	Year ended December 31, 2011	Year ended December 31, 2012
Allocated overhead from cost of sales to engineering expense	$ 512,207	$ 468,898	$1,023,655	$ 612,114

(d) To reflect the difference in costs of salaries and benefits for engineering employees transferred to the Buyer as part of the transaction compared to the direct labor charged to shape sensing development contracts for the respective period:

	Nine months ended September 30, 2012	Nine months ended September 30, 2013	Year ended December 31, 2011	Year ended December 31, 2012
Labor costs of employees transferred	$ 884,248	$ 850,881	$ 965,775	$1,155,199
Less: direct labor reduction in cost of sales	550,522	503,858	1,100,233	657,902
Reduction/ (Increase) to engineering expense	$ 333,726	$ 347,023	$ (134,458)	$ 497,297

(e) To reflect the costs of salaries and benefits for transferred employees included in Selling, General, and Administrative expenses:

	Nine months ended September 30, 2012	Nine months ended September 30, 2013	Year ended December 31, 2011	Year ended December 31, 2012
Labor costs of employees transferred	$ 188,597	$ 192,524	$ 326,894	$ 252,135

(f) To reflect the reduction in depreciation expense associated with tangible assets sold as part of the transaction:

	Nine months ended September 30, 2012	Nine months ended September 30, 2013	Year ended December 31, 2011	Year ended December 31, 2012
Depreciation, historical	$ 592,685	$ 433,996	$ 989,844	$ 765,766
Depreciation, after adjustments	584,757	419,436	982,224	753,746
Reduction in expense	$ 7,928	$ 14,560	$ 7,620	$ 12,020

(g) To reflect the reduction in amortization associated with intangible assets sold as part of the transaction:

	Nine months ended September 30, 2012	Nine months ended September 30, 2013	Year ended December 31, 2011	Year ended December 31, 2012
Amortization, historical	$ 221,812	$ 277,379	$ 472,667	$ 326,261
Amortization, after adjustments	161,139	190,331	366,776	228,643
Reduction in expense	$ 60,673	$ 87,048	$ 105,891	$ 97,618

(h) To reflect the reduction of $281,821 in operating expenses for professional fees incurred with respect to the Transaction during the first nine months of 2013

(i) To reflect the incremental income tax benefit associated with the higher pro forma loss from continuing operations. In the first quarter of 2013, the Company recognized a gain from the sale of it Secure Computing and Communications group. The resulting gain and its associated income tax expense are reflected as discontinued operations in the Company's historical financial statements and not included in the accompanying pro forma condensed consolidated statement of operations. However, the tax expense from discontinued operations does provide for a tax benefit to be able to be recognized in results from continuing operations.

(j) The adjustments to the Unaudited Condensed Consolidated Pro Forma Balance Sheet at September 30, 2013 reflect the following:

a. Cash received at closing	$ 6,000,000
b. Cash to be received 90 days after closing	6,000,000
c. Accounts receivable at September 30, 2013	(419,400)
d. Parts inventory sold, at cost	(54,660)
e. Net book value of tangible assets sold	(56,144)
f. Net book value of intangible assets sold	(93,453)
g. Estimated professional fees to be paid in connection with the transaction	(1,010,000)
h. Estimated compensation to current and former employees as a result of the transaction	(890,462)
	$9,475,880

In addition to the $6 million cash to be received at closing and the $6 million cash to be received within 90 days of closing, the Asset Purchase Agreement provides for an additional lump sum payment at a future date of up to $8 million upon the achievement of a specified technical milestone plus up to $10 million in royalty payments associated with the future sale of products incorporating the transferred technology. These contingent payments have not been reflected in the Unaudited Pro Forma Condensed Consolidated Balance Sheet.

(d) Exhibits

Exhibit Number	Exhibit Description
99.1	Press Release of Luna Innovations Incorporated, dated January 22, 2014.

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 hereunto duly authorized.

Luna Innovations Incorporated

By: /s/ Talfourd H. Kemper, Jr.

Talfourd H. Kemper, Jr.
Vice President and General Counsel

Date: January 22, 2014

EXHIBIT INDEX

Exhibit Number	Exhibit Description
99.1	Press Release of Luna Innovations Incorporated, dated January 22, 2014.

News Release
Luna Innovations Incorporated
1 Riverside Circle, Suite 400
Roanoke, VA 24016

Contact:
Dale Messick
Luna Innovations Incorporated
Phone: 1.540.769.8400

Email: IR@lunainc.com

Luna announces sale of shape-sensing technology for medical applications

Intuitive Surgical buys medical shape-sensing technology in deal valued at up to $30 million; Luna to retain shape-sensing technology for non-medical industries

ROANOKE, VA, (January 22, 2014) – Luna Innovations Incorporated (NASDAQ: LUNA), which develops and manufactures new-generation products for the telecommunications, aerospace, automotive, energy and defense markets, today announced the sale of its shape-sensing technology for medical applications to Intuitive Surgical, Inc. (NASDAQ: ISRG).

The terms of the deal include Luna receiving $12 million upfront in two tranches and up to an additional $18 million upon certain technical milestones and commercial measures. Intuitive will acquire Luna’s fiber optic shape-sensing and localization technology, including related patents, and hire a number of engineering employees formerly utilized in Luna’s medical shape-sensing business.

The sale will enable Luna to focus on the growth potential of its fiber-optic sensing business while significantly strengthening the company’s balance sheet. The sale contains provisions that maintain Luna’s ability to service its existing agreements and for the continued use and exploration of opportunities outside the medical industry.

“Luna develops technological solutions to problems that others cannot solve, and this is yet another successful example of how our technology ultimately reaches the market, in this case with a long-time development partner,” said Luna President and CEO My Chung. “This sale is the culmination of the shape-sensing development we’ve done over the past several years for potentially integrating into Intuitive's future products. One of the many benefits of this agreement is the ability to monetize much of the value of our innovations immediately – rather than waiting for longer-term revenues from development and potential supply agreements – while enabling us to streamline our focus on the growth opportunities that we believe exist for our strain/temperature sensing business, especially within the automotive and aerospace markets."

"We look forward to working with Luna on a smooth transition," said David Larkin, Intuitive's Vice President of Engineering. "We are excited about the team joining Intuitive and the possibilities around this technology."

With the sale, Luna will focus on growing its fiber optic sensing technology, which improves manufacturing and testing of composite and non-composite materials, structures and systems. "With strain and temperature sensing now as our key focus, we're prepared to develop technological solutions for this growing market with our proven technology," Chung said. "We also will continue to sell our test and measurement products to the telecommunications industry and develop a pipeline of technologies through contract research."

Mr. Chung and Dale Messick, Luna's Chief Financial Officer will host a conference call with investors on Thursday, January 23, 2014 at 9:00 a.m. (EST) to discuss the transaction. The conference call will be available via live webcast on the Luna website at www.lunainc.com under the tab "Investor Relations". To participate by telephone, the domestic dial-in number is 800-706-7745 and the international dial-in number is 617-614-3472. The participant access code is 14875088. Investors are advised to dial in at least five minutes prior to the call to register. The webcast will be archived on the company's website under "Webcasts and Presentations" for 30 days following the conference call.

About Luna

Luna Innovations Incorporated (www.lunainc.com) is a public company composed of scientists, engineers, and business professionals developing and manufacturing a new generation of technologies and products. It has been successful in taking innovative technologies from applied research to product development and ultimately to the commercial market, driving breakthroughs in fields such as aerospace, automotive, telecommunications, healthcare, energy, and defense.

About Intuitive

Intuitive Surgical, Inc. (NASDAQ: ISRG) is the global technology leader in robotic-assisted minimally invasive surgery (MIS). The Company's da Vinci ® Surgical System offers surgeons superior visualization, enhanced dexterity, greater precision and ergonomic comfort for the optimal performance of MIS. The da Vinci System enables surgeons to perform even complex procedures such as open-heart surgery through 1-2 cm incisions.

Forward Looking Statements

This release includes information that constitutes “forward-looking statements” made pursuant to the safe harbor provision of the Private Securities Litigation Reform Act of 1995, including statements regarding, but not limited to: Luna’s potential future receipt of deferred and contingent payments, including royalties, in connection with the transaction; Luna’s focus on markets outside of the medical industry; the uniqueness of Luna’s technology and intellectual property; potential for future commercialization of its technologies; the competitive advantage afforded by Luna’s technology; the potential efficacy of Luna’s technology; growth potential of certain markets and potential benefits of the incorporation of Luna’s shape-sensing technology in robotic and non-robotic surgery and Intuitive’s ability to improve the delivery of healthcare by virtue of the transaction. Statements that describe the company’s business strategy, goals, prospects, opportunities, outlook, plans or intentions are also forward-looking statements. Actual results may differ materially from the expectations expressed in such forward-looking statements as a result of various factors, including the ability of the technology transferred to Intuitive to achieve certain technical specifications that are required for triggering future payment under the asset purchase agreement, Intuitive’s successful development of surgical systems incorporating the Luna technology; approval of such systems for marketing by the United States Food and Drug Administration and similar foreign regulatory bodies; market adoption of Intuitive surgical systems incorporating Luna technology; uncertainties regarding the growth of the markets for the company’s temperature and strain sensing technology outside of the medical industry; technical and scientific difficulties; issues that might arise in any particular business relationship; and risks and uncertainties set forth in the company’s periodic reports and other filings with the Securities and Exchange Commission. Such filings are available at the SEC’s website at http://www.sec.gov, and at the company’s website at http://www.lunainc.com. The statements made in this release are based on information available to the company 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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