
**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): September 25, 2019

Luna Innovations Incorporated

(Exact name of registrant as specified in its charter)

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)

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 7.01. Regulation FD Disclosure.

On September 26, 2019, Luna Innovations Incorporated (the "Company") issued a press release announcing that Carilion Clinic ("Carilion") had given notice to the Company to convert 1,321,514 shares of series A convertible preferred stock (the "Series A Preferred") into an equivalent number of shares of the Company's common stock, effective September 30, 2019.

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 8.01. Other Events.

As described above, on September 25, 2019, Carilion provided notice to the Company to convert 1,321,514 shares of Series A Preferred into an equivalent number of shares of the Company's common stock, effective September 30, 2019. The Series A Preferred was non-voting, carried a dividend of 6% payable in shares of common stock, was convertible into an equivalent number of shares of common stock at Carilion's option, and maintained a liquidation preference \$4.69159 per share. The accrued dividend shares were issuable upon demand by Carilion. In connection with the conversion of the Series A convertible preferred shares, the Company will also issue to Carilion 770,454 shares of the Company's common stock, representing the accrued dividends as of September 30, 2019.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits.

<u>Exhibit</u>	<u>Description</u>
99.1	<u>Press Release, dated September 26, 2019, by Luna Innovations Incorporated</u>



Luna Innovations Announces Conversion of Preferred Shares

Dividend Payment to former Preferred Holder Ceases

(ROANOKE, VA, September 26, 2019) – Luna Innovations Incorporated (NASDAQ: LUNA), a global leader in advanced fiber optic-based technology, today announced that Carilion Clinic has provided notice to convert their 1.3 million shares of Series A convertible preferred stock into common stock on a one-for-one basis effective September 30, 2019. Per the terms of the Series A convertible preferred stock as set forth in the Certificate of Designations, the accrual of dividends will also cease as of September 30, 2019, due to Luna’s share price maintaining a level of \$5.16 or above for more than 30 consecutive trading days, which was achieved as of September 19, 2019.

“Carilion Clinic has been, and continues to be, an incredibly supportive long-term shareholder of Luna Innovations,” said Scott A. Graeff, President and CEO. “Carilion’s original investment more than a decade ago helped Luna to successfully pursue a path for growth and sustainable profitability, while generating return on investment as a strong supporter of our company. This conversion of preferred shares to common shares allows Carilion to realize some earned shareholder return, adds liquidity to Luna’s share trading, and simplifies our balance sheet by removing the preferred shares and associated dividend payment.”

“The Luna management team has done an excellent job of generating return for shareholders, and we’re proud to have played a leadership role in the company’s capital structure,” said Nancy Agee, President and CEO of Carilion Clinic. “Our Luna investment has been a strong one. We continue to see value and growth potential in the long-term and remain large shareholders and strong supporters of Luna.”

About Luna

Luna Innovations Incorporated (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 expectations regarding Luna's growth potential. 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 acceptance and adoption, technological and strategic challenges and those risks and uncertainties set forth in Luna's Form 10-Q for the quarter ended June 30, 2019, and Luna's other periodic reports and filings with the Securities and Exchange Commission ("SEC"). Such filings are available on the SEC's website at www.sec.gov and on Luna's website at 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.

Investor Contacts:

Jane Bomba	Sally J. Curley
Luna Innovations Incorporated	Luna Innovations Incorporated
Phone: 303-829-1211	614-530-3002
Email: IR@lunainc.com	IR@lunainc.com

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