

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Chanley David</u> <hr/> (Last) (First) (Middle) 520 MADISON AVENUE, 33RD FLOOR <hr/> (Street) NEW YORK NY 10022 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 12/21/2023	3. Issuer Name and Ticker or Trading Symbol <u>LUNA INNOVATIONS INC [ LUNA ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
---------------------------------	---	--	---

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series B Convertible Preferred Stock ("Preferred Stock")	(1)	(2)	Common Stock	52,500	(3)	I	See footnote <sup>(4)</sup>
Option (right to buy)	(5)	(5)	Preferred Stock	\$12,500	1,000	I	See footnote <sup>(4)</sup>

**Explanation of Responses:**

- Holders of Preferred Stock have the right to convert their shares of Preferred Stock at or following the earlier to occur of (x) December 21, 2024 and (y) immediately prior to (and conditioned upon) the consummation of a Change of Control (as defined in the Certificate of Designations of the Preferred Stock (the "CoD")). Subject to the terms and conditions set forth in the CoD, the Issuer has the right to designate any business day after December 21, 2024 as a conversion date for all or any portion that is a whole number of the outstanding shares of Preferred Stock.
- The Preferred Stock has no expiration date.
- Conversion price of \$6.70, subject to adjustments as set forth in the CoD.
- The securities reported herein are held by funds managed by White Hat Capital Partners LP, a Delaware limited partnership (the "WH Investment Manager"). Mr. David J. Chanley (the "Reporting Person") serves as the co-managing member of the general partner of the WH Investment Manager. The filing of this statement shall not be deemed an admission that the Reporting Person is the beneficial owner of the securities reported herein for purposes of Section 16 of the Securities Act of 1934, as amended, or otherwise. The Reporting Person expressly disclaims beneficial ownership of the securities reported herein except to the extent of his pecuniary interest therein.
- The Option to purchase Preferred Stock can be exercised at any time on or prior to December 21, 2026.

/s/ David J. Chanley

12/22/2023

Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.