

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 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): March 29, 2011**

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**LUNA INNOVATIONS INCORPORATED**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction of incorporation)

**000-52008**  
(Commission File No.)

**54-1560050**  
(IRS Employer Identification No.)

**1 Riverside Circle, Suite 400**  
**Roanoke, Virginia 24016**  
(Address of principal executive offices and zip code)

**Registrant's telephone number, including area code: 540-769-8400**

(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:

- 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))

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**Item 1.01. Entry into a Material Definitive Agreement.**

On March 29, 2011, Luna Innovations Incorporated (the “*Company*”) and Intuitive Surgical Operations, Inc. (“*Intuitive*”) entered into Amendment No. 4 (the “*Fourth Amendment*”) to their Development and Supply Agreement dated June 11, 2007 (as amended to date, the “*Development and Supply Agreement*”). Under the Fourth Amendment, the parties have agreed upon certain milestones to be achieved by the Company under the Development and Supply Agreement during 2011, as well as the amounts to be paid by Intuitive to the Company for development work to be performed in 2011 and the payment mechanism for same. If the Company successfully completes the agreed milestones by March 31, 2012, additional discounts available to Intuitive under the Development and Supply Agreement will be eliminated.

The foregoing description of the Fourth Amendment is not complete and is qualified in its entirety by reference to the Fourth Amendment, which will be filed as an exhibit to the Company’s Form 10-Q for the quarter ending June 30, 2011.

**Item 7.01. Regulation FD Disclosure.**

On March 31, 2011, the Company issued a press release announcing the execution of the Fourth Amendment with Intuitive. A copy of this press release is furnished herewith as Exhibit 99.1 to this Current Report.

**Item 9.01. Financial Statements and Exhibits.**

**(d) Exhibits**

<u>Exhibit Number</u>	<u>Exhibit Description</u>
99.1	Press Release, dated March 31, 2011.



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**EXHIBIT INDEX**

<u>Exhibit Number</u>	<u>Exhibit Description</u>
99.1	Press Release, dated March 31, 2011.



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

**Luna Innovations and Intuitive Surgical Extend Relationship**  
*Luna and Intuitive agree to continue work integrating  
shape sensing technology and medical robotics*

(ROANOKE, Va., March 31, 2011) - Luna Innovations Incorporated (NASDAQ: LUNA) announced today that it has agreed with Intuitive Surgical, Inc. (NASDAQ:ISRG), to extend its development efforts under its development and supply agreement with Intuitive towards further integrating Luna's shape sensing technology into Intuitive's products.

In June 2007, Luna and Intuitive entered into a multi-year development and supply agreement under which Luna would supply and license to Intuitive its fiber optic based shape sensing system for integration into Intuitive's medical robotics products. Intuitive is the global technology leader in robotic-assisted minimally invasive surgery. Luna has satisfied its development obligations under the existing agreement, which had previously been extended in January 2010 to cover 2010 development work. The new agreement will cover development work in 2011.

"This new agreement with Intuitive Surgical strengthens Luna's relationship with the leader in the medical robotics market and reflects our dedication to the advancement of medical technology. With the partnership, Luna and Intuitive strive to deliver disruptive technology that we believe will enhance the quality of surgical procedures," stated Dale Messick, Luna's interim President and Chief Operating Officer. "Our relationship with Intuitive continues to advance and we look forward to maturing our technology to further assist with complex, minimally invasive surgery to promote the best outcomes for patients."

"We continue to view Luna as a strong technology partner in the area of advanced shape sensing and position tracking systems," said Dave Rosa, Intuitive's Vice President of New Product Development. "Our development with Luna is progressing well and Intuitive remains committed to our joint project."

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Luna's exclusive shape sensing system tracks the position of an optical fiber along its entire length, providing real-time measurements that can assist surgeons in navigating through the body. This technology could be particularly helpful in certain minimally invasive surgical techniques because of the need to track the position of medical instruments in the patient, using optical fibers as thin as a human hair to provide sensing and feedback as the nervous system does for the human body.

**About Luna Innovations:**

Luna Innovations Incorporated ([www.lunainnovations.com](http://www.lunainnovations.com)) is focused on sensing and instrumentation. Luna develops and manufactures new-generation products for the healthcare, telecommunications, energy and defense markets. The company's products are used to measure, monitor, protect and improve critical processes in the markets we serve. Luna, a recognized leader in transitioning science to solutions, is headquartered in Roanoke, Virginia.

**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 the potential of Luna's technology and intellectual property, any possible improvements to medical surgeries and/or medical outcomes, and the future relationship between Luna and Intuitive and incorporation of Luna's technology into Intuitive's products. Statements that describe Luna'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 technical and scientific difficulties, complications or difficulties in improving medical surgeries and/or outcomes, market forces in the medical industry, and 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.lunainnovations.com>. The statements made in this release are based on information available to the company as of the date of this release and Luna Innovations undertakes no obligation to update any of the forward-looking statements after the date of this release.

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**Investor Contact:**

Scott A. Graeff, Interim Chief Financial Officer  
Luna Innovations Incorporated  
Phone: 1.540.769.8400  
Email: [IR@lunainnovations.com](mailto:IR@lunainnovations.com)