

ADVANCED PHOTONIX INC
Form SC 13G/A
February 15, 2006

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549
SCHEDULE 13G/A

**Under the Securities Exchange Act of 1934
(Amendment No. 1)***

ADVANCED PHOTONIX, INC.

(Name of Issuer)

COMMON STOCK, PAR VALUE \$.001 PER SHARE

(Title of Class of Securities)

00754E 10 7

(CUSIP Number)

December 31, 2005

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 00754E 10 7

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
AIGH INVESTMENT PARTNERS, LLC
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
3. SEC Use Only
4. Citizenship or Place of Organization
Delaware
5. Sole Voting Power
946,302
6. Shared Voting Power
946,302
7. Sole Dispositive Power
946,302
8. Shared Dispositive Power
946,302
9. Aggregate Amount Beneficially Owned by Each Reporting Person
946,302
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11. Percent of Class Represented by Amount in Row (9)
5.0%
12. Type of Reporting Person (See Instructions)
OO

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

Item 1.

- (a) Name of Issuer
ADVANCED PHOTONIX, Inc.
- (b) Address of Issuer's Principal Executive Offices
1240 Avenida Acaso, Camarillo, California 93012

Item 2.

- (a) Name of Person Filing
AIGH Investment Partners, LLC
Orin Hirschman is the managing member of AIGH Investment Partners, LLC.
- (b) Address of Principal Business Office or, if none, Residence
The principal business office of AIGH Investment Partners, LLC is 6006 Berkeley Ave., Baltimore, MD 21209.
- (c) Citizenship
AIGH Investment Partners, LLC is a Delaware limited liability company.
- (d) Title of Class of Securities
Common Stock
- (e) CUSIP Number
00754E 10 7

Item 3.

- If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:
- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
 - (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
 - (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
 - (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).
 - (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
 - (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
 - (g) A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
 - (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
 - (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
 - (j) Group, in accordance with §240.13d-1(b)(1)(ii)(J).
- N/A

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Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

946,302 shares

(b) Percent of class:

5.0%

(c) Number of shares as to which the person has:

AIGH Investment Partners, LLC

(i) Sole power to vote or to direct the vote

946,302

(ii) Shared power to vote or to direct the vote

946,302

(iii) Sole power to dispose or to direct the disposition of

946,302

(iv) Shared power to dispose or to direct the disposition of

946,302

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

Item 6. Ownership of More than Five Percent on Behalf of Another Person
N/A

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person
N/A

Item 8. Identification and Classification of Members of the Group
N/A

Item 9. Notice of Dissolution of Group
N/A

Item 10. Certification
By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

AIGH INVESTMENT PARTNERS, LLC

February 15, 2006
Date

/s/ Orin Hirschman
Signature

Orin Hirschman/Managing Member
Name/Title