

Vuzix Corp  
Form S-1/A  
June 03, 2013

**As filed with the Securities and Exchange Commission on June 3, 2013**

**Registration No. 333-185661**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**Amendment No. 3 to**

**FORM S-1**

**REGISTRATION STATEMENT**

**UNDER**

**THE SECURITIES ACT OF 1933**

**VUZIX CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**

**3577**

**04-3392453**

(State or other jurisdiction (Primary Standard Industrial (I.R.S. Employer

of incorporation or organization) Classification Code Number) Identification Number)

**2166 Brighton Henrietta Townline Road**

**Rochester, NY 14623**

**585-359-5900**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Paul J. Travers**

**Chief Executive Officer**

**2166 Brighton Henrietta Townline Road**

**Rochester, NY 14623**

**585-359-5900**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

**Copies to:**

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**Approximate date of commencement of proposed sale to the public** : As soon as practicable after this Registration Statement is declared effective.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.       x

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If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.    "

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.    "

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.    "

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer      
Non-accelerated filer    (Do not check if a smaller reporting company)    Accelerated filer      
Smaller reporting company   

**The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act or until the Registration Statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to Section 8(a), may determine.**

**EXPLANATORY NOTE**

This Amendment No. 3 to the Registration Statement on Form S-1 (File No. 333-185661) of Vuzix Corporation is being filed solely to file Exhibit 1.1, Exhibit 4.6, and Exhibit 5.1. Accordingly this Amendment No. 3 consists solely of the facing page, this explanatory note, the signature page, and the exhibits filed herewith. This filing does not modify any provision of the Registration Statement except as specifically noted herein.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rochester, State of New York, on June 3, 2013.

Vuzix Corporation

By: /s/ Paul J. Travers  
Paul J. Travers  
Its: Chief Executive Officer  
(Principal Executive Officer)

By: /s/ Grant Russell  
Grant Russell  
Its: Chief Financial Officer  
(Principal Financial and Accounting Officer)

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on the dates indicated.

/s/ Paul J. Travers  
Paul J. Travers  
Chief Executive Officer and Director (principal executive officer) June 3, 2013

/s/ Grant Russell  
Chief Financial Officer and Director (principal financial and accounting officer) June 3, 2013

/s/ William Lee  
William Lee  
Director June 3, 2013

/s/ Alexander Ruckdaeschel June 3, 2013

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Alexander Ruckdaeschel  
Director

/s/ Michael Scott  
Michael Scott  
Director

June 3, 2013