

Vuzix Corp
Form 8-A12B
June 04, 2013

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

FORM 8-A

(Amendment No. _)

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR 12(g) OF THE
SECURITIES EXCHANGE ACT OF 1934**

VUZIX CORPORATION

(Exact Name of Registrant as Specified in its Charter)

| | | |
|---|--------------------------|--------------------------------------|
| Delaware | 000-53846 | 04-3392453 |
| (State or Other Jurisdiction of Incorporation or Organization) | (Commission File Number) | (IRS Employer Identification No.) |

2166 Brighton Henrietta Townline Road

Rochester, NY 14623

(Address of principal executive offices) (Zip Code)

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Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class to be registered: Common Stock, par value \$0.001 per share

Warrants to purchase Common Stock

Name of each exchange on which each class is to be registered: The NASDAQ Stock Market LLC

If this Form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box. x

If this Form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box. "

Securities Act registration statement file number to which this form relates: 333-185661

Securities to be registered pursuant to Section 12(g) of the Act: None.

Item 1. Description of Registrant's Securities to be Registered.

The description of the common stock and warrants of Vuzix Corporation (the "Registrant"), as included under the caption "Description of Securities" in the prospectus forming a part of the Registration Statement on Form S-1, as amended (Registration No. 333-185661) (the "Registration Statement"), filed under the Securities Act of 1933, as amended (the "Act"), is incorporated by reference herein. In addition, any description of such securities contained in a form of prospectus relating to the Registration Statement subsequently filed by the Registrant pursuant to Rule 424(b) under the Act shall be deemed to be incorporated by reference herein.

Item 2. Exhibits.

Under the Instructions as to Exhibits with respect to Form 8-A, no exhibits are required to be filed because no other securities of the Registrant are registered on The NASDAQ Stock Market LLC and the securities registered hereby are not being registered pursuant to Section 12(g) of the Securities Exchange Act of 1934, as amended.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

VUZIX CORPORATION

Date: June 4, 2013 By: /s/ Grant Russell
Name: Grant Russell
Title: Chief Financial Officer