

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the Quarterly Period Ended March 31, 2016

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Commission file number 001-35955

VUZIX CORPORATION
(Exact name of registrant as specified in its charter)

Delaware
State or other jurisdiction of
incorporation or organization

25 Hendrix Road, Suite A
Wet Henrietta, New York
(Address of principal executive offices)

04-3392453
(I.R.S. Employer
Identification No.)

14583
(Zip Code)

Registrant's telephone number, including area code: (585) 359-5900

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

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 definitions of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

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

Indicate by check mark whether the registrant is a shell company (as defined in rule 12b-2 of the Exchange Act). Yes No

As of May 12, 2016, there were 16,133,029 shares of the registrant's common stock outstanding.

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Part 1: FINANCIAL INFORMATION

Item 1: Condensed Consolidated Financial Statements (Unaudited)

VUZIX CORPORATION

CONSOLIDATED BALANCE SHEETS

(Unaudited)

	March 31,	December 31,
	2016	2015
ASSETS		
Current Assets		
Cash and Cash Equivalents	\$ 8,213,855	\$ 11,877,058
Accounts Receivable	56,461	325,694
Inventories, Net	3,406,124	3,349,098
Manufacturing Vendor Prepayments	336,074	369,411
Prepaid Expenses and Other Assets	439,746	608,950
Total Current Assets	12,452,260	16,530,211
Fixed Assets, Net		
Fixed Assets, Net	2,283,527	2,015,433
Patents and Trademarks, Net	520,564	515,697
Software Development Costs, Net	429,676	501,288
Total Assets	\$ 15,686,027	\$ 19,562,629
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current Liabilities		
Accounts Payable	\$ 437,777	\$ 907,434
Current Portion of Long-Term Debt, net of discount	53,636	55,790
Customer Deposits	52,377	27,847
Unearned Revenue	114,475	69,481
Accrued Expenses	769,117	734,497
Income and Other Taxes Payable	15,195	7,073
Total Current Liabilities	1,442,577	1,802,122
Long-Term Liabilities		
Long-Term Derivative Liability	139,120	240,786
Long-Term Portion of Term Debt, net of discount	1,335,095	1,227,550
Long-Term Portion of Accrued Expenses	35,833	38,333
Long-Term Portion of Accrued Interest	181,029	160,967
Total Long-Term Liabilities	1,691,077	1,667,636
Total Liabilities	3,133,654	3,469,758
Stockholders' Equity		
Preferred Stock — \$.001 Par Value, 5,000,000 Shares Authorized; 49,626 Shares Issued and Outstanding March 31, 2016, and December 31, 2015	50	50
Common Stock — \$.001 Par Value, 100,000,000 Shares Authorized; 16,105,451 Shares Issued and Outstanding March 31, 2016 and 16,087,951 on December 31, 2015	16,105	16,088
Additional Paid-in Capital	73,900,825	73,665,601
Accumulated Deficit	(61,364,607)	(57,588,868)
Total Stockholders' Equity	12,552,373	16,092,871
Total Liabilities and Stockholders' Equity	\$ 15,686,027	\$ 19,562,629

The accompanying notes are an integral part of these consolidated financial statements.

VUZIX CORPORATION

CONSOLIDATED STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY

(Unaudited)

	<u>Preferred Stock</u>		<u>Common Stock</u>		<u>Additional Paid-In Capital</u>	<u>Accumulated Deficit</u>	<u>Total</u>
	<u>Shares</u>	<u>Amount</u>	<u>Shares</u>	<u>Amount</u>			
Balance — December 31, 2015	49,626	\$ 50	16,087,951	\$ 16,088	\$ 73,665,601	\$ (57,588,868)	\$ 16,092,871
Stock Based Compensation Expense					173,816		173,816
Conversion of Note Payable & Accrued Interest			10,000	10	22,490		22,500
Stock Issues for Services			7,500	7	38,918		38,925
Net Loss for the Quarter Ended March 31, 2016						(3,775,739)	(3,775,739)
Balance — March 31, 2016	<u>49,626</u>	<u>\$ 50</u>	<u>16,105,451</u>	<u>\$ 16,105</u>	<u>\$ 73,900,825</u>	<u>\$ (61,364,607)</u>	<u>\$ 12,552,373</u>

The accompanying notes are an integral part of these consolidated financial statements.

VUZIX CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)

	For Three Months Ended March 31,	
	2016	2015
Sales of Products	\$ 363,839	\$ 695,574
Sales of Engineering Services	—	113,581
Total Sales	363,839	809,155
Cost of Sales — Products	602,977	585,390
Cost of Sales — Engineering Services	—	45,432
Total Cost of Sales (exclusive of depreciation shown separately below)	602,977	630,822
Gross (Loss) Profit	(239,138)	178,333
Operating Expenses:		
Research and Development	1,274,713	514,707
Selling and Marketing	1,126,499	357,547
General and Administrative	886,315	2,934,907
Depreciation and Amortization	169,188	59,638
Total Operating Expenses	3,456,715	3,866,799
Loss from Operations	(3,695,853)	(3,688,466)
Other Income (Expense)		
Other Taxes	(20,721)	(11,774)
Investment Income	9,455	—
Foreign Exchange Gain (Loss)	(3,949)	5,271
Gain (Loss) on Derivative Valuation	101,666	(1,003,427)
Amortization of Senior Term Debt Discount and Issuance Expenses	(132,787)	(340,960)
Interest Expense	(33,550)	(51,496)
Total Other Income (Expense)	(79,886)	(1,402,386)
Loss Before Provision for Income Taxes	(3,775,739)	(5,090,852)
Provision for Income Taxes	—	—
Net Loss	\$ (3,775,739)	\$ (5,090,852)
Preferred Stock Dividends	(393,824)	(358,939)
Earnings Available to Common Shareholders	(4,169,563)	(5,449,791)
Basic and Diluted Loss Per Share	\$ (0.26)	\$ (0.40)
Weighted-average Shares Outstanding:		
Basic and Diluted	16,102,374	13,561,206

The accompanying notes are an integral part of these condensed consolidated financial statements.

VUZIX CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

	For the Three Months Ended	
	March 31,	
	2016	2015
Cash Flows from Operating Activities		
Net Loss	\$ (3,775,739)	\$ (5,090,852)
Non-Cash Adjustments		
Depreciation and Amortization	169,188	59,639
Amortization of Software Development Costs in cost of sales products	71,612	71,613
Common Stock Awards Compensation Expense	—	1,475,000
Stock Based Option Compensation Expense	173,816	113,084
Amortization of Term Debt Discount and Debt Issuance Costs	132,787	352,413
Common Stock and Warrants Issued for Services	38,925	526,916
(Gain) Loss on Derivative Valuation	(101,666)	1,003,427
(Increase) Decrease in Operating Assets		
Accounts Receivable	269,233	128,407
Inventories	(57,026)	(101,518)
Vendor Prepayments	33,337	—
Prepaid Expenses and Other Assets	169,204	164,821
Increase (Decrease) in Operating Liabilities		
Accounts Payable	(469,658)	(1,355,578)
Accrued Expense	32,119	(25,330)
Customer Deposits	24,530	(101,493)
Unearned Revenue	44,994	15,086
Income and Other Taxes Payable	8,122	(6,060)
Accrued Interest & Long-Term Accrued Interest Converted	23,647	22,470
Net Cash Flows Used in Operating Activities	(3,212,575)	(2,747,955)
Cash Flows from Investing Activities		
Purchases of Tooling and Equipment	(411,440)	(18,310)
Investments in Patents and Trademarks	(30,709)	(7,909)
Net Cash Used in Investing Activities	(442,149)	(26,219)
Cash Flows from Financing Activities		
Proceeds from Exercise of Warrants	—	1,200,751
Repayment of Capital Leases	—	(5,253)
Repayment of Long-Term Debt and Notes Payable	(8,479)	(100,813)
Proceeds from Preferred Stock Offering	—	24,813,000
Issuance Costs on Preferred Stock Offering	—	(221,669)
Net Change in Line of Credit	—	(112,500)
Net Cash Flows (Used in) Provided by Financing Activities	(8,479)	25,573,516
Net Increase (Decrease) in Cash and Cash Equivalents	(3,663,203)	22,799,342
Cash and Cash Equivalents — Beginning of Period	11,877,058	84,967
Cash and Cash Equivalents — End of Period	\$ 8,213,855	\$ 22,884,309
Supplemental Disclosures		
Interest Paid in Cash	\$ 7,431	\$ 17,794
Common Stock and Warrants Issued for Services, Classified as Prepaid Expense	\$ —	\$ 138,625
Conversion of Long-Term Debt and Accrued Interest	\$ 22,500	\$ 337,500
Reclassification of Derivative Liability to Paid-In Capital upon Waiver of Certain Anti-Dilutive Provisions of Warrants and Convertible Debt	\$ —	\$ 11,543,354
Reclassification of Derivative Liability Upon Warrant Exercises	\$ —	\$ 2,826,053

The accompanying notes are an integral part of these condensed consolidated financial statements.

VUZIX CORPORATION AND SUBSIDIARIES

NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

Note 1 — Basis of Presentation

The accompanying unaudited Condensed Consolidated Financial Statements of Vuzix Corporation and Subsidiaries (“the Company”) have been prepared in accordance with generally accepted accounting principles in the United States of America (“GAAP”) for interim financial information and with the instructions to Form 10-Q and Article 8 of Regulation S-X of the Securities and Exchange Commission. Accordingly, the unaudited Condensed Consolidated Financial Statements do not include all of the information and footnotes required by GAAP for complete financial statements. In the opinion of management, all adjustments considered necessary for a fair presentation have been included. The condensed consolidated balance sheet as of December 31, 2015 was derived from the audited Consolidated Financial Statements in Form 10-K.

The accompanying Condensed Consolidated Financial Statements should be read in conjunction with the audited Consolidated Financial Statements of the Company as of December 31, 2015, as reported in the Company’s Annual Report on Form 10-K filed with the Securities and Exchange Commission.

The results of the Company’s operations for any interim period are not necessarily indicative of the results of the Company’s operations for any other interim period or for a full fiscal year.

The accompanying Condensed Consolidated Financial Statements have been prepared assuming that we will continue as a going concern. This basis of accounting contemplates the recovery of our assets and the satisfaction of liabilities in the normal course of business. These Condensed Consolidated Financial Statements do not include any adjustments to the specific amounts and classifications of assets and liabilities, which might be necessary should we be unable to continue as a going concern. The net loss for the first three months of 2016 was \$3,775,739. The Company has incurred a net loss consistently over the last 2 years. The Company incurred annual net losses of \$13,427,478 in 2015 and \$7,868,858 in 2014, and has an accumulated deficit of \$61,364,607 as of March 31, 2016.

The Company’s cash requirements are primarily for funding operating losses, working capital, research, debt service and capital expenditures. Our cash requirements related to funding operating losses depend on numerous factors, including new product development activities, our ability to commercialize our products, our products’ timely market acceptance, selling prices and gross margins, and other factors. In order for us to achieve positive cash flow from operations, our product sales will need to increase. The Company in the second half of 2016 will be shipping all new models and products as compared to its offerings in 2015. However, if these products are not successful within a reasonable time period, we will have to raise additional capital to maintain operations and/or materially reduce our operating and new product development costs.

The Company must grow its business significantly to become profitable and self-sustaining on a cash flow basis or it will be required to raise new capital.

On January 2, 2015 we closed a sale of Series A Preferred Stock to Intel Corporation (the “Series A Private Placement”), for an aggregate purchase price of \$24,813,000. Since the closing of the Company’s Series A Series A Private Placement in January 2015, the Company has had the financial resources to better execute on its business plan. However, the Company will need to become profitable and continue with a focused new product development plan that can help grow revenues within reasonable timeframes.

Historically, the Company has met these cash needs by borrowings under notes, sales of convertible debt, and the sales of equity. If the Company raises additional funds by these methods, the ownership interest of existing stockholders may be diluted. The amount of such dilution could increase due to the issuance of new warrants or securities with other dilutive characteristics, such as full ratchet anti-dilution clauses or price resets.

However, there can be no assurance that we will be able to raise capital in the future or that if we raise additional capital it will be sufficient to execute our business plan. To the extent that we are unable to raise sufficient additional capital, we will be required to substantially modify our business plan and our plans for operations, which could have a material adverse effect on us and our financial condition.

Note 2 – Earnings (Loss) Per Share

Basic earnings (loss) per share is computed by dividing net income or loss by the weighted average number of common shares outstanding for the period. Diluted earnings per share reflects the potential dilution from the assumed exercise of stock options and warrants, and the conversion of any convertible debt and convertible preferred shares. During periods of net loss, all common stock equivalents are excluded from the diluted EPS calculation because they are antidilutive. Since the Company reported a net loss for the three months ended March 31, 2016 and 2015, the calculation for basic and diluted earnings per share is considered to be the same, as the impact of potential common shares is anti-dilutive. As of March 31, 2016 and December 31, 2015, there were 7,340,753 and 7,012,767 respectively, common stock share equivalents potentially issuable under convertible debt agreements, conversion of preferred shares, options, and warrants that could potentially dilute basic earnings per share in the future.

Note 3 — Inventories, Net

Inventories are stated at the lower of cost (determined on the first-in, first-out or specific identification method) or market and consisted of the following as at March 31, 2016 and December 31, 2015:

	<u>March 31, 2016</u>	<u>December 31, 2015</u>
Purchased Parts and Components	\$ 3,319,584	\$ 3,069,261
Work in Process	148,921	154,880
Finished Goods	500,416	612,451
Less: Reserve for Obsolescence	(562,797)	(487,494)
Net	<u>\$ 3,406,124</u>	<u>\$ 3,349,098</u>

Note 4 — Accrued Expenses

Accrued expenses consisted of the following:

	<u>March 31, 2016</u>	<u>December 31, 2015</u>
Accrued Wages and Related Costs	\$ 138,985	\$ 102,792
Accrued Compensation	358,719	358,719
Accrued Professional Services	76,125	89,000
Accrued Warranty Obligations	69,247	64,002
Accrued Interest	116,041	109,984
Other Accrued Expenses	10,000	10,000
Total	<u>\$ 769,117</u>	<u>\$ 734,497</u>

Included in the above accrued compensation are amounts owed to officers of the Company for services rendered that remain outstanding. These amounts are not subject to a fixed repayment schedule and they bear interest at a rate of 8% per year, compounding monthly. The amounts were \$327,469 as of March 31, 2016 and December 31, 2015. The related interest amounts included in Accrued Interest were \$106,341 and \$97,801 respectively as of March 31, 2016 and December 31, 2015. The related interest expense amounts for the three months ended March 31, 2016 and 2015 were \$8,540 and \$8,994 respectively.

The Company has warranty obligations in connection with the sale of certain of its products. The warranty period for its products is generally one year except in certain European countries where it is two years. The costs incurred to provide for these warranty obligations are estimated and recorded as an accrued liability at the time of sale. The Company estimates its future warranty costs based on product-based historical performance rates and related costs to repair. The changes in the Company's accrued warranty obligations for the three months ended March 31, 2016 were as follows:

Accrued Warranty Obligations at December 31, 2015	\$ 64,002
Reductions for Settling Warranties	(5,673)
Warranties Issued During Period	<u>10,918</u>
Accrued Warranty Obligations at March 31, 2016	<u>\$ 69,247</u>

Note 5 – Derivative Liability and Fair Value Measurements

The Company recognized a derivative liability for the warrants to purchase shares of its common stock issued in connection with the equity offering and related debt conversions on August 5, 2013. These warrants have a cashless exercise provision and an exercise price that is subject to adjustment in the event of subsequent equity sales at a lower purchase price (subject to certain exceptions) along with full-ratchet anti-dilution provisions. In accordance with FASB ASC 815-10-25, we measured the derivative liability using a Monte Carlo Options Lattice pricing model at their issuance date and subsequently remeasured the liability on each reporting date.

Accordingly, at the end of each quarterly reporting date, the derivative fair market value is remeasured and adjusted to current market value. As at March 31, 2016 and December 31, 2015 a total of 45,100 warrants were outstanding that contained a full-ratchet anti-dilution provision. In connection with the closing of the Series A Private Placement on January 2, 2015, holders of approximately 86% of outstanding warrants issued by the Company in its public offering and in connection with the conversion by certain holders of the Company's outstanding debt in connection with the Company's public offering (collectively, the "Public Offering Warrants") agreed to irrevocably waive their rights to anti-dilution protection under Section 2(b) of the Public Offering Warrants in the event the Company issues additional securities at a per share price lower than the exercise price of the Public Offering Warrants (the "Public Offering Warrant Waiver"). As a result the related derivative liability was reversed to Nil and reclassified into stockholders equity under Additional Paid-In Capital.

The Company recognized a derivative liability during the year ended December 31, 2014 for the \$3,000,000 of senior convertible notes with a conversion price that is subject to adjustment in the event of subsequent equity sales at a lower purchase price (subject to certain exceptions). In accordance with FASB ASC 815-10-25, we measured the derivative liability of this embedded conversion option using a Monte Carlo Options Lattice pricing model at the June 3, 2014 issuance date as \$1,938,988. The value of the derivative liability at issuance was recorded as a discount against the notes in the Long-Term Liabilities section of the balance sheet. Accordingly, at the end of each quarterly reporting date the derivative fair market value is remeasured and adjusted to current market value.

In connection with the closing of the Series A Private Placement on January 2, 2015, each of the holders of notes issued by the Company on June 3, 2014 (the "June 2014 Notes") agreed to irrevocably waive their rights to anti-dilution protection under Section 5(b) of the June 2014 Notes in the event the Company issues additional securities at a per share price lower than the conversion price of the June 2014 Notes (the "June 2014 Note Waiver"). As a result this derivative liability was reversed to Nil and reclassified into stockholders equity under Additional Paid-In Capital.

The Company has adopted FASB ASC Topic 820 for financial instruments measured at fair value on a recurring basis. FASB ASC Topic 820 defines fair value, establishes a framework for measuring fair value in accordance with accounting principles generally accepted in the United States and expands disclosures about fair value measurements.

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. FASB ASC Topic 820 establishes a three-tier fair value hierarchy which prioritizes the inputs used in measuring fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). These tiers include:

- Level 1, defined as observable inputs such as quoted prices for identical instruments in active markets;

- Level 2, defined as inputs other than quoted prices in active markets that are either directly or indirectly observable such as quoted prices for similar instruments in active markets or quoted prices for identical or similar instruments in markets that are not active; and
- Level 3, defined as unobservable inputs in which little or no market data exists, therefore requiring an entity to develop its own assumptions, such as valuations derived from valuation techniques in which one or more significant inputs or significant value drivers are unobservable.

The carrying amount of cash, accounts receivable, accounts payable, and accrued expenses approximates their fair value due to their short maturity. The carrying amount of notes payable approximates fair value because stated or implied interest rates approximate current interest rates that are available for debt with similar terms.

We measure certain financial instruments at fair value on a recurring basis. Assets and liabilities measured at fair value on a recurring basis are as follows at March 31, 2016:

	<u>Total</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>
Warrant Liability	\$ 139,120	\$ —	\$ —	\$ 139,120
Total liabilities measured at fair value (Long-Term)	<u>\$ 139,120</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 139,120</u>

We measure certain financial instruments at fair value on a recurring basis. Assets and liabilities measured at fair value on a recurring basis are as follows at December 31, 2015:

	<u>Total</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>
Warrant Liability	\$ 240,786	\$ —	\$ —	\$ 240,786
Total liabilities measured at fair value (Long-Term)	<u>\$ 240,786</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 240,786</u>

Fair value – December 31, 2015	\$ 240,786
Change in fair value for the period of warrant derivative liability	<u>(101,666)</u>
Fair value – March 31, 2016	<u>\$ 139,120</u>

The Monte Carlo Options Lattice pricing model was used to estimate the fair value of the warrants outstanding:

	<u>March 31, 2016</u>	<u>December 31, 2015</u>
<u>Assumptions for Pricing Model:</u>		
Expected term in years	1.97	2.60
Volatility range for years	112%	103%
Risk-free interest rate	0.73%	1.06%
Expected annual dividends	None	None
<u>Value of warrants outstanding:</u>		
Fair value of warrants	\$ 139,120	\$ 240,786

Note 6 — Long-Term Debt

Long-term debt consisted of the following:

	<u>March 31, 2016</u>	<u>December 31, 2015</u>
Note payable for research and development equipment. The principal is subject to a fixed semi-annual repayment schedule commencing October 31, 2013 over 48 months. The note carries a 0% interest rate.	\$ 59,917	\$ 59,917
The note carries a 0% interest rate, but imputed interest has been accrued based on a 12% discount rate and is reflected as a reduction in the principal.	(14,760)	(21,085)
Note payable for which the principal and interest is subject to a fixed blended repayment schedule of 36 months, commencing July 15, 2013. The loan bears interest at 12% per year and is secured by a subordinated position in all the assets of the Company.	8,479	16,958
Convertible, Senior Secured Notes payable. The principal is due June 3, 2017 and no principal payments are required prior to maturity. The notes carry a 5% interest rate, payable upon the notes' maturity. Both the principal plus accrued interest is convertible into shares of the Company's common stock at \$2.25, subject to normal adjustments. The notes are secured by a first security position in all the assets of the Company.	1,896,240	1,915,155
Convertible, Senior Secured Notes Debt Issuance Costs of \$139,340, net of accumulated amortization. The estimated aggregate annual amortization expense for each of the next fiscal years until maturity is approximately \$46,000 and approximately \$20,000 in the following fiscal year.	(54,494)	(66,074)
Unamortized debt discount related to derivative liability associated with above notes' conversion price that is subject to adjustment in the event of subsequent equity sales at a lower purchase price (subject to certain exceptions). Upon issuance on June 3, 2014 the discount was \$1,938,988.	(506,651)	(621,531)
	<u>\$ 1,388,731</u>	<u>\$ 1,283,340</u>
Less: Amount Due Within One Year	(53,636)	(55,790)
Amount Due After One Year	<u>\$ 1,335,095</u>	<u>\$ 1,227,550</u>

The calendar year aggregate maturities for all long-term debt exclusive of discounts as of March 31, 2016 are as follows:

<u>Total Aggregate Maturity For Period</u>	<u>Amounts</u>
2016 (9 months)	\$ 68,396
2017	1,896,240
Total Required Principal Payments Exclusive of Debt Discounts	1,964,636
Total Unamortized Debt Discounts and Deferred Costs	(575,905)
Total Net Long-Term Borrowings as of March 31, 2016	<u>\$ 1,388,731</u>

Of the Convertible, Senior Secured Notes, \$18,915 were converted into 8,407 shares of common stock and a total of \$3,585 of accrued interest on these Notes were converted into 1,593 shares of common stock during the quarter ended March 31, 2016.

Note 7 — Income Taxes

The Company's effective income tax rate is a combination of federal, state and foreign tax rates and differs from the U.S. statutory rate due to taxes on foreign income, permanent differences including tax-exempt interest, and the resolution of tax uncertainties, offset by a valuation allowance against U.S. deferred income tax assets.

Note 8 — Capital Stock

Preferred stock

The Company may issue shares of undesignated preferred stock in one or more series. The Board of Directors is authorized to establish and designate the different series and to fix and determine their voting powers and other special rights and qualifications. A total of 5,000,000 shares of preferred stock are authorized as of March 31, 2016 and December 31, 2015, 49,626 of which are designated as Series A Preferred Stock.

There were 49,626 shares of Series A Preferred Stock issued and outstanding on March 31, 2016 and December 31, 2015.

On January 2, 2015 the Company closed a sale of Series A Preferred Stock to Intel Corporation (the “Series A Purchaser”), pursuant to which we issued and sold an aggregate of 49,626 shares of the Company’s Series A Preferred Stock, at a purchase price of \$500 per share, for an aggregate purchase price of \$24,813,000. Each share of Series A Preferred Stock is convertible, at the option of the Series A holder, into 100 shares of the Company’s common stock (determined by dividing the Series A Original Issue Price of \$500 by the Series A Conversion Price. The Series A Conversion Price is \$5.00, subject to adjustment in the event of stock splits, dividends or other combinations).

Each share of Series A Preferred Stock is entitled to receive dividends at a rate of 6% per year, compounded quarterly and payable in cash or in kind, at the Company’s sole discretion. As of March 31, 2016, total accrued and unpaid preferred dividends were \$1,907,905. As of December 31, 2015, total accrued and unpaid preferred dividends were \$1,514,081. There were no declared preferred dividends owed as of March 31, 2016 or December 31, 2015.

The Series A Purchaser has the right, but not the obligation, to participate in any proposed issuance by the Company of its securities, subject to certain exceptions and in such amount as is sufficient to maintain the Series A Purchaser’s ownership percentage in the Company, calculated immediately prior to such applicable financing, at a purchase price equal to the per share price of the Company’s securities in such applicable financing.

In connection with the Series A Private Placement, the Company entered into an investor’s rights agreement with the Series A Purchaser, pursuant to which the Company agreed to file a “resale” registration statement with the Securities and Exchange Commission (the “SEC”) covering all shares of common stock issuable upon conversion of the Series A Preferred Stock. The Company’s registration statement covering these shares was declared effective by the SEC on February 17, 2015.

Common Stock

The Company’s authorized common stock consists of 100,000,000 shares, par value of \$0.001 as of March 31, 2016 and December 31, 2015. There were 16,105,451 and 16,087,951 shares of common stock issued and outstanding as of March 31, 2016 and December 31, 2015, respectively.

Note 9 — Stock Warrants

A summary of the various changes in warrants during the three-month period ended March 31, 2016 is as follows.

	Number of Shares
Warrants Outstanding at December 31, 2015	535,091
Exercised During the Period	—
Issued During the Period	—
Expired During the Period	—
Warrants Outstanding, March 31, 2016	<u>535,091</u>

The outstanding warrants as of March 31, 2016 expire from November 3, 2017 to August 5, 2018. The weighted average remaining term of the warrants is 2.0 years. The weighted average exercise price is \$2.39 per share.

Note 10 — Stock Option Plans

A summary of stock option activity for the three months ended March 31, 2016 is as follows:

	Number of Shares	Weighted Average Exercise Price
Outstanding at December 31, 2015	1,022,789	\$ 4.59
Granted	7,500	5.69
Exercised	—	—
Expired or Forfeited	(31,523)	5.58
Outstanding at March 31, 2016	<u>998,776</u>	<u>\$ 4.57</u>

The weighted average remaining contractual term for all options as of March 31, 2016 and December 31, 2015 was 7.3 years and 7.6 years respectively.

As of March 31, 2016, there were 471,460 options that were fully vested and exercisable at a weighted average exercise price of \$5.19 per share. The weighted average remaining contractual term on the vested options is 7.3 years.

As of March 31, 2016 there were 528,829 unvested options exercisable at a weighted average exercise price of \$7.39 per share. The weighted average remaining contractual term on the unvested options is 4.0 years.

No cash was received from option exercises for the three months ended March 31, 2016 and 2015.

The weighted average fair value of option grants was calculated using the Black-Scholes-Merton option pricing method. At March 31, 2016, the Company had approximately \$2,049,644 of unrecognized stock compensation expense, which will be recognized over a weighted average period of approximately 1.9 years.

The following summary table shows the assumptions used to the fair value of options granted during the three month period ended March 31, 2016 and their estimated value:

• Expected term in years	7.9 years
• Volatility	109.7%
• Risk-free interest rate	1.68%
• Expected annual dividends	None
• Fair value of options issued	\$37,755

Note 11 — Litigation

We are not currently involved in any pending legal proceeding or litigation.

Note 12 — Contractual Obligations

The Company has signed several lease agreements, with the largest being for its new office and manufacturing space under an operating lease that commenced October 3, 2015, that expires on October 3, 2020. The Company also leases small office spaces in England under a two-year lease and under a one year lease arrangement in Japan.

Future minimum payments required under operating lease obligations as of March 31, 2016 are as follows:

	Total Minimum Lease Payments
2016 (9 months)	\$ 305,452
2017	339,911
2018	335,248
2019	335,248
2020	279,373
Total	<u>\$1,595,232</u>

Under the lease agreements described above, the Company is required to pay the pro rata share of the real property taxes and assessments, expenses and other charges associated with these facilities.

Rent expense for the three months ended March 31, 2016 and 2015 totaled \$123,814 and \$26,551, respectively.

Note 13 — Recent Accounting Pronouncements

In May 2014, the Financial Accounting Standards Board issued Accounting Standards Update No. 2014-09 ("ASU 2014-09"), Revenue from Contracts with Customers, an updated standard on revenue recognition. ASU 2014-09 provides enhancements to the quality and consistency of how revenue is reported while also improving comparability in the financial statements of companies reporting using International Financial Reporting Standards and GAAP. The core principle of the new standard is for companies to recognize revenue to depict the transfer of goods or services to customers in amounts that reflect the consideration to which the company expects to be entitled in exchange for those goods or services. The new standard also will result in enhanced disclosures about revenue, provide guidance for transactions that were not previously addressed comprehensively, and improve guidance for multiple-element arrangements. ASU 2014-09 will be effective in the first quarter of fiscal 2018 and may be applied on a full retrospective or modified retrospective approach. Earlier application is permitted only as of annual reporting periods beginning after December 15, 2016, including interim reporting periods within that reporting period. The Company is currently evaluating the impact of implementation of this standard on its financial statements.

In August 2014, the FASB issued ASU 2014-15, "Presentation of Financial Statements – Going Concern", which provides guidance on determining when and how to disclose going-concern uncertainties in the financial statements. The new standard requires management to perform interim and annual assessments of an entity's ability to continue as a going concern within one year of the date the financial statements are issued. An entity will be required to provide certain disclosures if conditions or events raise substantial doubt about the entity's ability to continue as a going concern. The ASU applies to all entities and is effective for annual periods ending after December 15, 2016, and interim periods thereafter, with early adoption permitted. We are currently evaluating the impact of the adoption of ASU 2014-15 on our consolidated financial statements and have not yet determined when we will adopt the standard.

In July 2015, the Financial Accounting Standards Board ("FASB") issued guidance which requires inventory within the scope of the standard to be measured at the lower of cost and net realizable value. Previous guidance required inventory to be measured at the lower of cost or market (where market was defined as replacement cost, with a ceiling of net realizable value and floor of net realizable value less a normal profit margin). The updated guidance is effective for interim and annual reporting periods beginning after December 15, 2016, with early adoption permitted. The Company is currently evaluating the impact, if any, the adoption of this standard will have on the consolidated financial statements.

In February 2016, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2016-02, Leases (Topic 842). Current US generally accepted accounting principles (GAAP) requires lessees and lessors to classify leases as either capital leases or operating leases. Lessees recognize assets and liabilities for capital leases but do not recognize assets and liabilities for operating leases. ASU 2016-02 requires lessees to recognize assets and liabilities for all leases (with an exception for short-term leases). The new FASB guidance will be effective for fiscal years beginning after December 15, 2018, and interim periods thereafter. The Company is currently evaluating the impact, if any, the adoption of this standard will have on the consolidated financial statements.

In March 2016, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update (ASU) No. 2016-09, "Compensation - Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting," which amends the current stock compensation guidance. The amendments simplify the accounting for the taxes related to stock based compensation, including adjustments to how excess tax benefits and a company's payments for tax withholdings should be classified. The standard is effective for fiscal periods beginning after December 15, 2016, with early adoption permitted. The Company is evaluating the impact, if any, the adoption of this standard will have on the consolidated financial statements and related disclosures.

In April 2016, the Financial Account Standards Board ("FASB") issued Accounting Standards Update (ASU) No. 2016-10, "Revenue from Contracts with Customers (Topic 606): Identifying Performance Obligations and Licensing" to clarify two aspects of Topic 606: (i) identifying performance obligations and (ii) the licensing implementation guidance, while retaining the related principles for those areas. The Company is evaluating the impact, if any, the adoption of this standard will have on the consolidated financial statements and related disclosures.

There are no other recent accounting pronouncements that are expected to have a material impact on the consolidated financial statements.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

You should read the following discussion and analysis of financial condition and results of operations in conjunction with the financial statements and related notes appearing elsewhere in this quarterly report and in our annual report on Form 10-K for the year ended December 31, 2015.

As used in this report, unless otherwise indicated, the terms "Company," "Vuzix" "management," "we," "our," and "us" refer to Vuzix Corporation and its subsidiary.

Critical Accounting Policies and Significant Developments and Estimates

The discussion and analysis of our financial condition and results of operations are based on our unaudited condensed consolidated financial statements and related notes appearing elsewhere in this quarterly report. The preparation of these statements in conformity with generally accepted accounting principles requires the appropriate application of certain accounting policies, many of which require us to make estimates and assumptions about future events and their impact on amounts reported in our financial statements, including the statement of operations, balance sheet, cash flow and related notes. We continually evaluate our estimates used in the preparation of our financial statements, including those related to revenue recognition, bad debts, inventories, warranty reserves, product warranty, carrying value of long-lived assets, fair value measurement of financial instruments and embedded derivatives, valuation of stock compensation awards, and income taxes. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances, the results of which form the basis for making judgments about carrying values of assets and liabilities that are not apparent from other sources. Since future events and their impact cannot be determined with certainty, the actual results will inevitably differ from our estimates. Such differences could be material to the financial statements.

We believe that our application of accounting policies, and the estimates inherently required therein, are reasonable. We periodically reevaluate these accounting policies and estimates, and make adjustments when facts and circumstances dictate a change. Historically, we have found our application of accounting policies to be appropriate, and actual results have not differed materially from those determined using necessary estimates.

Management believes certain factors and trends are important in understanding our financial performance. The critical accounting policies, judgments and estimates that we believe have the most significant effect on our financial statements are:

- valuation of inventories;
- carrying value of long-lived assets;
- software development costs
- revenue recognition;
- product warranty;
- fair value measurement of financial instruments and embedded derivatives;
- stock-based compensation; and
- income taxes.

Our accounting policies are more fully described in the notes to our condensed consolidated financial statements included in this quarterly report and in our annual report on Form 10-K for the year ended December 31, 2015. There have been no significant changes in our accounting policies for the three month period ended March 31, 2016.

Off Balance Sheet Arrangements

We do not have any off-balance sheet arrangements that have, or are reasonably likely to have, an effect on our financial condition, financial statements, revenues or expenses.

Business Matters

We are engaged in the design, manufacture, marketing and sale of wearable display devices that are worn like eyeglasses and feature built-in video screens that enable the user to view video and digital content, such as movies, computer data, the Internet or video games. Our wearable display products, known commercially as Video Eyewear (also referred to as head mounted displays (or HMDs), smart glasses, wearable displays, video glasses, personal viewers, near-eye virtual displays, and near-eye displays or NEDs) contain micro video displays that offer users a portable high-quality viewing experience. Our Video Eyewear products provide virtual large high-resolution screens, fit in a user's pocket or purse and can be viewed practically anywhere, anytime. They can also be used for virtual and augmented reality applications, in which the wearer is either immersed in a computer generated world or has their real world view augmented with computer generated information or graphics. In the 4th quarter of 2013, we started commercially shipping and selling smart glasses, a new category of Video Eyewear that has much of the capabilities of a smartphone including wireless internet access but that is worn like glasses. We produce both monocular and binocular Video Eyewear devices. Video Eyewear are designed to work with mobile electronic devices, such as cell phones, laptop computers, tablets, portable media players and gaming systems.

Our Video Eyewear products feature high performance miniature display modules, low power electronics and related optical systems. We produce both monocular and binocular Video Eyewear devices that we believe are excellent solutions for many mobile computer or video viewing requirements. With respect to our Video Eyewear products, we focus on the consumer markets for gaming and mobile video while our Virtual and Augmented Reality products are also sold in the consumer, industrial, commercial, academic and medical markets. The consumer electronics and mobile phone accessory markets in which we compete have been subject to rapid technological change including the rapid adoption of tablets and most recently larger screen sizes and display resolutions along with declining prices on mobile phones, and as a result we must continue to improve our products' performance and lower our costs. We believe our intellectual property portfolio gives us a leadership position in microdisplay electronics, waveguides, ergonomics, packaging, motion tracking and optical systems.

Recent Accounting Pronouncements

In May 2014, the Financial Accounting Standards Board issued Accounting Standards Update No. 2014-09 ("ASU 2014-09"), Revenue from Contracts with Customers, an updated standard on revenue recognition. ASU 2014-09 provides enhancements to the quality and consistency of how revenue is reported while also improving comparability in the financial statements of companies reporting using International Financial Reporting Standards and GAAP. The core principle of the new standard is for companies to recognize revenue to depict the transfer of goods or services to customers in amounts that reflect the consideration to which the company expects to be entitled in exchange for those goods or services. The new standard also will result in enhanced disclosures about revenue, provide guidance for transactions that were not previously addressed comprehensively, and improve guidance for multiple-element arrangements. ASU 2014-09 will be effective in the first quarter of fiscal 2018 and may be applied on a full retrospective or modified retrospective approach. Earlier application is permitted only as of annual reporting periods beginning after December 15, 2016, including interim reporting periods within that reporting period. The Company is currently evaluating the impact of implementation of this standard on its financial statements.

In August 2014, the FASB issued ASU 2014-15, "Presentation of Financial Statements – Going Concern", which provides guidance on determining when and how to disclose going-concern uncertainties in the financial statements. The new standard requires management to perform interim and annual assessments of an entity's ability to continue as a going concern within one year of the date the financial statements are issued. An entity will be required to provide certain disclosures if conditions or events raise substantial doubt about the entity's ability to continue as a going concern. The ASU applies to all entities and is effective for annual periods ending after December 15, 2016, and interim periods thereafter, with early adoption permitted. We are currently evaluating the impact of the adoption of ASU 2014-15 on our consolidated financial statements and have not yet determined when we will adopt the standard.

In July 2015, the Financial Accounting Standards Board ("FASB") issued guidance which requires inventory within the scope of the standard to be measured at the lower of cost and net realizable value. Previous guidance required inventory to be measured at the lower of cost or market (where market was defined as replacement cost, with a ceiling of net realizable value and floor of net realizable value less a normal profit margin). The updated guidance is effective for interim and annual reporting periods beginning after December 15, 2016, with early adoption permitted. The Company is currently evaluating the impact, if any, the adoption of this standard will have on the consolidated financial statements.

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In March 2016, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update (ASU) No. 2016-09, "Compensation - Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting," which amends the current stock compensation guidance. The amendments simplify the accounting for the taxes related to stock based compensation, including adjustments to how excess tax benefits and a company's payments for tax withholdings should be classified. The standard is effective for fiscal periods beginning after December 15, 2016, with early adoption permitted. The Company is evaluating the impact, if any, the adoption of this standard will have on the consolidated financial statements and related disclosures.

In April 2016, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update (ASU) No. 2016-10, "Revenue from Contracts with Customers (Topic 606): Identifying Performance Obligations and Licensing" to clarify two aspects of Topic 606: (i) identifying performance obligations and (ii) the licensing implementation guidance, while retaining the related principles for those areas. The Company is evaluating the impact, if any, the adoption of this standard will have on the consolidated financial statements and related disclosures.

There are no other recent accounting pronouncements that are expected to have a material impact on the consolidated financial statements.

Results of Operations

Comparison of Three Months Ended March 31, 2016 and March 31, 2015

The following table compares the Company's consolidated statements of operations data for the three months ended March 31, 2016 and 2015.

	3 Months Ended March 31,			% Increase (Decrease)
	2016	2015	Dollar Change	
Sales of Products	\$ 363,839	\$ 695,574	\$ (331,735)	(48)%
Sales of Engineering Services	—	113,581	(113,581)	(100)%
Total Sales	363,839	809,155	(445,316)	(55)%
Cost of Sales — Products	602,977	585,390	17,587	3%
Cost of Sales — Engineering Services	—	45,432	(45,432)	(100)%
Total Cost of Sales	602,977	630,822	(27,845)	(4)%
Gross Profit (Loss)	(239,138)	178,333	(417,471)	(234)%
Gross Profit (Loss) %	(66)%	22%		
Operating Expenses:				
Research and Development	1,274,713	514,707	760,006	148%
Selling and Marketing	1,126,499	357,547	768,952	215%
General and Administrative	886,315	2,934,907	(2,048,592)	(70)%
Depreciation and Amortization	169,188	59,638	109,550	184%
Loss from Operations	(3,695,853)	(3,688,466)	7,387	(0)%
Other Income (Expense)				
Other Taxes	(20,721)	(11,774)	(8,947)	76%
Foreign Exchange Gain (Loss)	(3,949)	5,271	(9,220)	(175)%
Gain (Loss) on Derivative Valuation	101,666	(1,003,427)	1,105,093	(110)%
Amortization of Senior Term Debt Discount & Financing Costs	(132,787)	(340,960)	208,173	(61)%
Interest Expense, net of Interest Income	(24,095)	(51,496)	27,401	(53)%
Total Other Income (Expense)	(79,886)	(1,402,386)	1,322,500	(94)%
Loss Before Provision for Income Taxes	(3,775,739)	(5,090,852)	1,315,113	(26)%
Provision for Income Taxes	—	—	—	—
Net Loss	\$ (3,775,739)	\$ (5,090,852)	\$ 1,315,113	(26)%

Sales. The decrease in product sales for the three months ended March 31, 2016 over the same period in 2015 was primarily the result of a 45% decrease in sales of the M100 Smart Glasses. After the announcement of the new M300 at CES in January 2016, many customers have delayed further purchases of our smart glasses until we commence shipping the M300 and M3000. Pre-orders for these new M300 are included in deferred revenues and will not be recognized as revenues until they ship to the customer. Our Video Eyewear sales decreased by 96% over the 2015 period, due to the phase-out of the Wrap series of products, and our new iWear Video Headphones were only 10% of revenues due to production difficulties which severely constrained their shipments. In summary, monocular smart glasses product sales were 86% of revenues versus 72% in the prior period, and total consumer focused video eyewear products sales was 12% of revenues versus 14% on 2015.

Sales from our engineering programs for the three months ended March 31, 2016, was Nil as compared to \$113,581 or 14% of total sales in the same period in 2015. We had no open orders for further engineering services as at March 31, 2016.

Cost of Sales and Gross Profit (Loss). Cost of product revenues and engineering services is comprised of materials, components, labor, warranty costs, freight costs, manufacturing overhead, and the non-cash amortization of software development costs related to the production of our products and rendering engineering services. The decreased net gross profit percentage earned in the three months ended March 31, 2016 as compared to the same period in 2015 was primarily the result of lower sales levels to absorb many of our relatively fixed manufacturing overheads and amortization costs as well as component material scrapping costs of \$89,523 related to iWear Video Headphones. These amounts represented components which could not be reworked and usable with our new iWear production processes. The following table reflects the components of our cost of goods sold for products:

Component of Cost of Sales	3 Months Ended March 31, 2016	As % Related Sales	3 Months Ended March 31, 2015	As % of Related Sales	Dollar Change
Product Cost of Sales	\$ 350,329	96%	\$ 344,270	49%	\$ 6,059
Manufacturing Overhead	147,062	40%	128,434	19%	18,628
Warranty Costs	10,918	3%	27,947	4%	(17,029)
Amortization of Software Costs	71,613	20%	71,613	10%	—
Software Royalties	23,055	6%	13,126	2%	9,929
Total Cost of Sales – Products	\$ 602,977	166%	\$ 585,390	84%	\$ 17,587
Gross Profit (Loss)– Product Sales	\$ (239,138)	(66)%	\$ 110,184	16%	\$ (349,322)

Research and Development. Our research and development expenses consist primarily of compensation costs for personnel, related stock compensation expenses, third party services, purchase of research supplies and materials, and consulting fees related to research and development costs. Software development expenses to determine technical feasibility before final development and ongoing maintenance that are not capitalized are included in research and development costs.

Comparing the research and development costs for the three months ending March 31, 2016 versus the same period in 2015, there was an increase in 2016 salary, benefits and stock compensation expenses of \$441,076, primarily the result of additional R&D staff versus the same period in 2015, an increase in project development and research costs of \$210,387 primarily related to the new product development for the M300 and M3000 Smart Glasses, an increase in \$54,337 in rent and utility costs related to the expanded R&D portion of our new corporate facilities, and a \$45,035 increase in travel costs related to our China based iWear production contractor and development work at our new contractors facility of our forthcoming M300 Smart Glasses.

Selling and Marketing. Selling and marketing costs consist of trade show costs, advertising, travel costs, sales staff compensation costs including stock compensation expense, consulting fees, PR agency fees, website costs and sales commissions paid to full-time staff and outside consultants. These costs increased overall for the three months ended March 31, 2016 by \$768,952 as compared to the same period in 2015 primarily due to the following factors: higher salary, commissions, benefits and stock compensation expenses related to new staff additions totaling \$140,433; increased trade show costs of \$275,509 due to larger exhibit booth sizes and show rentals and attendance at two additional trade shows during the quarter versus the same period in 2015; increased public relations costs of \$123,008 due the hiring of two new PR firms as compared to the 2015 period, new 2016 period video production costs of \$47,493; a \$122,442 increase in website costs including additions to our main new corporate website; and a \$44,006 increase in travel costs.

General and Administrative. General and administrative costs include professional fees, investor relations (IR) costs including shares and warrants issued for IR services, salaries and related stock compensation, travel costs, office and rental costs. These costs decreased for the three months ended March 31, 2016 as compared to the same period in 2015 primarily because of lower compensation expense related to stock awards totaling \$1,375,000 to our officers and directors awarded in January 2015; decreased IR activities and IR consultant fees of \$590,337; \$154,610 decrease in professional fees, of which \$100,000 of this decrease is related to a stock award made to our attorneys in January 2015; \$26,936 decrease in travel costs; partially offset by a \$24,950 increase in fees paid to our external board members as compared to the 2015 period when lower fee arrangements were in place; increased rent and occupancy costs of \$26,597 due to our larger corporate offices; and increased salary and benefits costs of \$59,698.

Depreciation and Amortization. Depreciation and amortization expense for the quarter ended March 31, 2016 was \$169,188 as compared to \$59,638 in the same period in 2015, an increase of \$109,550. The increase in depreciation and amortization expense is due to new investments in depreciable assets during the second half of 2015 and early 2016.

Other Income (Expense). Total other expense was \$79,886 for the three months ended March 31, 2016 compared to an expense of \$1,402,386 in the same period in 2015. The reduction in expenses was primarily the result of reductions in two items. The Company recorded a gain of \$101,666 on the derivative liability valuation mark-to-market revaluation for the 2016 period versus a loss of \$1,003,427 in the prior 2015 quarter and a reduction of \$208,173 in senior debt discount and issuance expense amortization for the 2016 period versus 2015.

Provision for Income Taxes. There were no provisions for income taxes for the three months ended March 31, 2016 or 2015.

Liquidity and Capital Resources

As of March 31, 2016, we had cash and cash equivalents of \$8,213,855, a decrease of \$3,663,203 from \$11,877,058 as of December 31, 2015.

At March 31, 2016 we had current assets of \$12,452,260 compared to current liabilities of \$1,442,577 which resulted in a positive working capital position of \$11,009,683. At December 31, 2015, we had current assets of \$16,530,211 compared to current liabilities of \$1,802,122 which resulted in a working capital position of \$14,728,089. Our current liabilities are comprised principally of accounts payable and accrued expenses.

Operating Activities. We used \$3,212,575 of cash for operating activities for the three months ending March 31, 2016 and \$2,747,955 in the same period in 2015. The major operating items for 2016 resulted from a \$169,204 decrease in prepaid expenses, a \$269,233 decrease in accounts receivable and a \$469,658 reduction in accounts payable. The major operating items for the three month period ending March 31, 2015 were a \$1,355,578 decrease in accounts payable, a \$101,493 decrease in customer deposits and a \$101,518 increase in inventory, offset by a \$128,407 reduction in accounts receivable and a \$164,821 reduction in prepaid expenses.

Investing Activities. Cash used in investing activities was \$442,149 for the three months ending March 31, 2016 as compared to \$26,219 in the same period in 2015. During the first quarter of 2016, \$411,440 was used primarily for the purchase of lease improvements for our new clean room equipment for our new manufacturing facility as well as additions to product tooling and computer equipment additions, as compared to spending of \$18,310 for the same period in 2015, primarily for the purchase of manufacturing equipment and mold tooling computer equipment additions. The costs of registering our intellectual property rights, included in the investing activities totals described above, were \$30,709 in the three month period ending March 31, 2016 and \$7,909 in the same period in 2015.

Financing Activities. We used \$8,479 of cash for financing activities for the three months ending March 31, 2016 as compared to generating \$25,573,516 of cash from financing activities in 2015. For the 2016 period, financing activities consisted of the repayment of \$8,479 in note payable. During the three months ended March 31, 2015, the primary sources of cash from financing activities were the proceeds of \$24,813,000 from the sale of Series A Preferred Stock on January 2, 2015 to Intel Corporation (discussed below), less direct offering costs of \$221,669 and the cash proceeds of \$1,200,751 from warrant exercises.

Capital Resources. As of March 31, 2016, we had a cash balance of \$8,213,855.

The net loss for the first three months of 2016 was \$3,775,739. The Company incurred annual net losses of \$13,427,478 in 2015 and \$7,868,858 in 2014, and has an accumulated deficit of \$61,364,607 as of March 31, 2016. The Company will need to grow its business significantly to become profitable and self-sustaining on a cash flow basis or it will be required to raise new capital. The Company's management intends to take actions necessary to continue as a going concern, and accordingly our condensed consolidated financial statements included in this report have been prepared assuming that we will continue as a going concern. This basis of accounting contemplates the recovery of our assets and the satisfaction of liabilities in the normal course of business. These condensed consolidated financial statements do not include any adjustments to the specific amounts and classifications of assets and liabilities, which might be necessary should we be unable to continue as a going concern.

The Company's cash requirements are primarily for funding operating losses, working capital, research, debt service and capital expenditures. On January 2, 2015 we closed a Series A Preferred Stock sale to Intel Corporation, for an aggregate purchase price of \$24,813,000. Since the closing of the Company's Series A Private Placement in January 2015, the Company has had the financial resources to better execute on its business plan. Our cash requirements related to funding operating losses depend on numerous factors, including new product development activities, our ability to commercialize our products, their timely market acceptance, selling prices and gross margins, and other factors. In order for us to achieve positive cash flow from operations, our product sales will need to increase. The Company in the second half of 2016 will be shipping all new models and products as compared to its offerings in 2015. However, if these products are not successful within a reasonable time period, we will have to raise additional capital to maintain operations and/or materially reduce our operating and new product development costs.

Historically, the Company has met its cash needs by borrowings under notes, sales of convertible debt, and the sales of equity. If the Company raises additional funds by these methods, the ownership interest of existing shareholders may be diluted. The amount of such dilution could increase due to the issuance of new warrants or securities with other dilutive characteristics, such as full ratchet anti-dilution clauses or price resets.

However, there can be no assurance that we will be able to raise capital in the future or that if we raise additional capital it will be sufficient to execute our business plan. To the extent that we are unable to raise sufficient additional capital, we will be required to substantially modify our business plan and our plans for operations, which could have a material adverse effect on us and our financial condition.

Operationally in 2016, manufacturing yield issues with our new iWear Video Headphones continued all through the first quarter of 2016 and as a result we were not able to produce at anywhere near our planned production rates. At the end of the first quarter of 2016 we learned that while we could manufacture units in sufficient volume, their optical performance was not up to specification, so we began implementing further quality improvements. We have completed these further revisions and are now intending to move forward building higher production quantities in the second half of May 2016. Because of these further changes, production through the first 6 weeks of our second quarter has been low. Despite these production challenges we continue to experience strong customer interest in Vuzix iWear, but to date have chosen not to actively promote and market this new product until we get it right. We expect that in June our production will accelerate as will our planned marketing and sales activities around iWear and that fall 2016 should be a strong selling season for the iWear Video Headphones.

The announcement of our new M300 and M3000 Smart Glasses products has dramatically slowed our M100 Smart Glasses sales. Generally Smart Glass adoption by larger enterprise for broader roll-outs based on successful pilots continues to be slow. Some customers are waiting for or need the improvements offered by the upcoming M300 and M3000 Smart Glasses. The commencement of our promotional package in February 2016 that allows such customers to easily upgrade their new M00 purchase to an M300 when it is available or place pre-orders for the M300 has been seeing some modest success. However most of these sales have to be reported as deferred revenue or deposits for now. Additionally, management intends to continue ahead with its waveguide development and their ramp up for volume production. Pursuant to these activities we intend to negotiate third party and OEM collaboration and development agreements in order to better leverage our successes.

In the latter half of our second 2016 quarter we expect to achieve growing revenues from our iWear Video Headphones, continuing sales of our M100s and possibly late in Q2, the deliveries of our first engineering units of our new M300s. We anticipate that by fall 2016 Vuzix should have as many as three new products in the market as compared to the same period in 2015: the iWear Video Headphones, the M300 and M3000 Smart Glasses. These new devices are being met very favorably based on initial customer and market feedback. Both these Smart Glasses will offer significant enhancements that have come from the last 2 years of in the field use of the M100 Smart Glasses by our customers.

We believe our existing cash and cash equivalent balances and cash flow from future operations will, if management's operating plan is met, be sufficient to meet our working capital and capital expenditure needs for the foreseeable future even with continued operating losses for the next two quarters. There can, however be no assurance that we will be able to meet our operating plan for the next 12 months and that we will be able to generate positive cash flows from operations in the future thereafter.

Forward Looking Statements

This quarterly report includes forward-looking statements within the meaning of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. These statements are based on our management's beliefs and assumptions and on information currently available to our management. Forward-looking statements include statements concerning:

- Our cash needs and financing plans;
- Our possible or assumed future results of operations;
- Our business strategies;
- Our ability to attract and retain customers;
- Our ability to sell additional products and services to customers;
- Our competitive position;
- Our industry environment;
- Our potential growth opportunities;
- Expected technological advances by us or by third parties and our ability to leverage them;
- The effects of future regulation; and
- The effects of competition.

All statements in this quarterly report that are not historical facts are forward-looking statements. We may, in some cases, use terms such as "anticipates," "believes," "could," "estimates," "expects," "intends," "may," "plans," "potential," "predicts," "projects," "should," "will," "would" or similar expressions that convey uncertainty of future events or outcomes to identify forward-looking statements.

The outcome of the events described in these forward-looking statements are subject to known and unknown risks, uncertainties and other factors that may cause our actual results, performance or achievements to be materially different from any future results, performances or achievements expressed or implied by the forward-looking statements.

All such forward-looking statements are subject to certain risks and uncertainties and should be evaluated in light of important risk factors. These risk factors include, but are not limited to, those that are described in "Risk Factors" under Item 1A and elsewhere in our 2015 annual report on Form 10-K and other filings we make with the Securities and Exchange Commission and the following: business and economic conditions, rapid technological changes accompanied by frequent new product introductions, competitive pressures, dependence on key customers, inability to gauge order flows from customers, fluctuations in quarterly and annual results, the reliance on a limited number of third party suppliers, limitations of our manufacturing capacity and arrangements, the protection of our proprietary technology, the effects of pending or threatened litigation, the dependence on key personnel, changes in critical accounting estimates, potential impairments related to investments, foreign regulations, liquidity issues, and potential material weaknesses in internal control over financial reporting. Further, during weak or uncertain economic periods, customers' may delay the placement of their orders. These factors often result in a substantial portion of our revenue being derived from orders placed within a quarter and shipped in the final month of the same quarter.

Any of these factors could cause our actual results to differ materially from our anticipated results. We caution readers to carefully consider such factors. Many of these factors are beyond our control. In addition, any forward-looking statements represent our estimates only as of the date they are made, and should not be relied upon as representing our estimates as of any subsequent date. While we may elect to update forward-looking statements at some point in the future, except as may be required under applicable securities laws, we specifically disclaim any obligation to do so, even if our estimates change.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

Not required for a smaller reporting company.

Item 4. Controls and Procedures

Disclosure Controls and Procedures

We maintain a system of disclosure controls and procedures designed to provide reasonable assurance that information required to be disclosed in reports that we file or submit under the Securities Exchange Act of 1934, as amended (the "Exchange Act") is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's (SEC) rules and forms. Disclosure controls are also designed to reasonably assure that such information is accumulated and communicated to management, including the Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO"), as appropriate to allow timely decisions regarding required disclosure. Disclosure controls include components of internal control over financial reporting, which consists of control processes designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements in accordance with GAAP.

As reported in our 2015 Annual Report on Form 10-K (the "2015 Form 10-K"), as of December 31, 2015, our management identified material weaknesses in our internal control over financial reporting that have a direct impact on our financial reporting. Due to these material weaknesses in internal control over financial reporting, our management concluded in our 2015 Form 10-K that our disclosure controls and procedures were ineffective as of December 31, 2015.

Our management, with the participation of our CEO and CFO, has evaluated the effectiveness of our disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) as of March 31, 2016. As part of its evaluation, our management has evaluated whether the control deficiencies related to the reported material weakness in internal control over financial reporting continue to exist. As of March 31, 2016, we have not completed the development, assessment, implementation and testing of the changes in controls and procedures that we believe are necessary to conclude that the material weakness has been remediated and, therefore, our management has concluded that we cannot assert that the control deficiencies relating to the reported material weakness have been effectively remediated. As a result, our CEO and CFO have concluded that our disclosure controls and procedures were ineffective as of March 31, 2016.

During the fall of 2015, we had a detailed review and assessment of our controls and procedures currently in place prepared by external consultants. The results of this SOX Readiness Assessment work has been reviewed by management and our external auditors. As a result we have developed, with input from the SOX consultants, a system of internal controls over financial reporting sufficient to remediate existing control deficiencies and fully implement the system of internal controls over financial reporting that were designed in Phase I of this SOX readiness project. Our management is now preparing plans for implementing these Phase II changes in our controls and procedures as a result. As of March 31, 2016, we have not completed the development, assessment, implementation and testing of all the changes in controls and procedures that we believe are necessary to conclude that the material weakness has been remediated and, therefore, our management has concluded that we cannot assert that the control deficiencies relating to the reported material weakness have been effectively remediated.

In light of the foregoing conclusion, we undertook additional procedures in order that management could conclude that reasonable assurance exists regarding the reliability of financial reporting and the preparation of the consolidated financial statements contained in this filing. Accordingly, management believes that our condensed consolidated financial statements included in this Quarterly Report on Form 10-Q for the period ended March 31, 2016 fairly present, in all material respects, our financial position, results of operations and cash flows for the periods presented.

Changes in internal control over financial reporting

During the three months ended March 31, 2016, there were no changes in our internal controls that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Part II. OTHER INFORMATION

Item 1. Legal Proceedings

We are not currently involved in any pending legal proceeding or litigation and we are not aware of any such proceedings contemplated by or against us or our property. To our knowledge, there are no material legal proceedings to which any our directors, officers or affiliates, or any beneficial owner of more than five percent of our common stock, or any associate of any of the foregoing, is a party adverse to us or any of our subsidiaries or has a material interest adverse to us or any of our subsidiaries.

Item 1A. Risk Factors

In addition to the other information set forth in this report you should carefully consider the factors discussed in Part I, Item 1A. "Risk Factors" in our annual report on Form 10-K for the year ended December 31, 2015. There have been no material changes from those risk factors. The risks discussed in our 2015 annual report could materially affect our business, financial condition and future results.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

Sale of Unregistered Securities –

During the three months ended March 31, 2016 we issued 7,500 shares of common stock for investor relations services.

During the three months ended March 31, 2016, we issued 10,000 shares of common stock upon conversion of convertible notes in the principal amount of \$18,915 and \$3,585 of accrued interest.

In connection with the foregoing, we relied upon the exemption from registration provided by Section 4(a)(2) under the Securities Act of 1933, as amended, for transactions not involving a public offering.

Purchase of Equity Securities – none

Item 3. Defaults Upon Senior Securities

None

Item 4. Mine Safety Disclosures

Not Applicable

Item 5. Other Information

None

Item 6. Exhibits

<u>Exhibit No.</u>	<u>Description</u>
31.1	Certification of the Chief Executive Officer of the Registrant pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of the Chief Financial Officer of the Registrant pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification of the Chief Executive Officer of the Registrant pursuant to 18 U.S.C. Section 1350 adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification of the Chief Financial Officer of the Registrant pursuant to 18 U.S.C. Section 1350 adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Link base Document
101.DEF	XBRL Taxonomy Extension Definition Link base
101.LAB	XBRL Taxonomy Extension Label Link base Document
101.PRE	XBRL Taxonomy Extension Presentation Link base Document

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

VUZIX CORPORATION

Date: May 12, 2016

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

Date: May 12, 2016

By: /s/ Grant Russell
Grant Russell
Executive Vice President and Chief Financial Officer
(Principal Financial and Accounting Officer)

CERTIFICATION PURSUANT TO SECTION 302
OF THE SARBANES-OXLEY ACT OF 2002

I, Paul J. Travers, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Vuzix Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles.
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 12, 2016

/s/ Paul J. Travers
Paul J. Travers
President and Chief Executive Officer

CERTIFICATION PURSUANT TO SECTION 302
OF THE SARBANES-OXLEY ACT OF 2002

I, Grant Russell, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Vuzix Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles.
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 12, 2016

/s/ Grant Russell

Grant Russell

Executive Vice President and Chief Financial Officer

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED
PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Vuzix Corporation (“Vuzix”) on Form 10-Q for the quarterly period ended March 31, 2016 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Paul J. Travers, President and Chief Executive Officer of Vuzix, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of Vuzix.

/s/ Paul J. Travers
Paul J. Travers
President and Chief Executive Officer

Date: May 12, 2016

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED
PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Vuzix Corporation (“Vuzix”) on Form 10-Q for the quarterly period ended March 31, 2016 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Grant Russell, Chief Financial Officer of Vuzix, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of Vuzix.

/s/ Grant Russell
Grant Russell
Chief Financial Officer

Date: May 12, 2016
