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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person * <u>Russell Grant</u>  (Last) (First) (Middle) <u>25 HENDRIX ROAD, SUITE A</u>  (Street) <u>WEST HENRIETTA NY 14586</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Vuzix Corp [ VUZI ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;"><b>CFO</b></p>
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/02/2025</u>	

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Restricted Stock Unit	(1)	01/02/2025		A		118,211		(2)	(2)	Common Stock	118,211	\$0	118,211	D	
Options (Right to Buy)	\$19	01/02/2025		J <sup>(2)</sup>		1,625,000		03/17/2021 <sup>(3)</sup>	03/17/2033 <sup>(3)</sup>	Common Stock	1,750,000	\$0	125,000	D	

**Explanation of Responses:**

- Each Restricted Stock Unit ("RSU"s) represents the contingent right to receive one share of common stock.
- The RSUs and cancellation of the unvested options are subject to shareholder approval to be obtained at the Company's 2025 shareholder meeting. Upon and subject to such shareholder approval, the grant of the RSUs will be effective and the unvested options issued to the Reporting Person on March 17, 2021 will simultaneously terminate. Subject to the foregoing, 50% (59,105) of the RSUs will vest in 3 years from the date of grant, and the remaining 50% (59,105) will vest solely upon achievement of certain performance results goals and not simply the passage of time. This remaining 50% may increase to up to 125% of such amount (73,881 RSUs) subject to achievement of certain results.
- 125,000 options vested immediately, and the remaining 1,625,000 options were to vest solely upon achievement of certain market capitalization and operating results goals and not simply the passage of time. As set forth in footnote (2) above, the unvested options will terminate subject to and upon shareholder approval.

/s/ Grant Russell 01/08/2025  
 \*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**