UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549 FORM 12b-25

NOTIFICATION OF LATE FILING

(CHECK (ONE): ☐ Form 10-K or Period ended: September 30, 2011	☐ Form 20-F	☐ Form 11-K	X	Form 10Q	☐ Form N-SAR			
	Transition Report on Form 10-K Transition Report on Form 20-F Transition Report on Form 11-K Transition Report on Form 10-Q Transition Report on Form N-SAR or the Transition Period Ended:								
Read Instruction (on back page) Before Preparing Form. Please Print or Type.									
NOTHING IN THIS FORM SHALL BE CONSTRUED TO IMPLY THAT THE COMMISSION HAS VERIFIED ANY INFORMATION CONTAINED HEREIN.									
If the notifi	cation relates to a portion of the filing	checked above, identi	fy the item(s) to which the	ne notifica	ation relates:				
PART I - : Vuzix Cor	REGISTRANT INFORMATION poration								
Full Name	of Registrant								
N/A									
Former Na	me if Applicable								
75 Town (Centre Drive								
Address of	Principal Executive Office (Street an	d Number)							
Rochester	, New York 14623								
	and Zip Code					_			
PART II -	RULES 12b-25 (b) AND (c)								
	ect report could not be filed without un	reasonable effort or ex	opense and the registrant	seeks rel	ief pursuant to	Rule 12b-25 (b), the			
	should be completed. (Check box if a		iponise une une registratio	500115 101	ner pursuant to	11410 120 20 (0), 410			
⊠ (a)	The reasons described in reasons		this form could not be e	liminated	l without unreas	sonable effort or			
= 4)	expense;		T 40 77 1	- •					
▼ (b)	The subject annual report, semi- thereof will be filed on or before transition report on Form 10-Q, date.	the fifteenth calendar	day following the prescri	bed due	date; or the sub	ject quarterly report or			
□ (c)	The accountant's statement or of	her exhibit required by	Rule 12b-25(c) has been	n attached	d if applicable.				

PART III - NARRATIVE

State below in reasonable detail the reasons why Form 10-K, 20-F, 11-K, 10-Q, N-SAR, or the transition report or portion thereof could not be filed within the prescribed period.

Registrant was unable to file its Report on Form 10-Q for the calendar ended September 30, 2011, because it was unable prepare the financial statements required in that report without unreasonable effort or expense. Specifically, Registrant is in default of certain covenants under its loan agreement with LC Capital Master Fund Ltd and its loan agreement with Bridge Bank National Association, and Registrant has been discussing waivers of such defaults and forbearance agreements with such lenders. No agreement as to those matters had been reached. The outcome of those discussions will materially affect the treatment of those loans on Registrant's financial statements, which therefore could not have been prepared without unreasonable effort or expense.

PART IV - OTHER INFORMATION

(1)	Robert Mechur	contact in regard to this notification 585	987-2881			
	(Name)	(Area Code)	(Telephone Number)			
(2)		g 12 months or for such shorter period	Exchange Act of 1934 or section 30 of the Investment that the registrant was required to file such report(s)			
			ĭ Yes □ No			
(3)	Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof?					
	by the carmings statements to be included in	t the subject report of portion thereof.	☐ Yes 🗷 No			
Csun	nate of the results cannot be made.	Vuzix Corporation				
		(Name of Registrant as specified in cha	arter)			
has o	caused this notification to be signed on its beh	alf by the undersigned thereunto duly a	uthorized.			
Date	: November 14, 2011					
/c/ P	aul Travers					
	Travers President & CFO					

INSTRUCTION: The form may be signed by an executive officer of the registrant or by any other duly authorized representative. The name and title of the person signing the form shall be typed or printed beneath the signature. If the statement is signed on behalf of the registrant by an authorized representative (other than an executive officer), evidence of the representative's authority to sign on behalf of the registrant shall be filed with the form.

ATTENTION

INTENTIONAL MISSTATEMENTS OR OMISSIONS OF FACT CONSTITUTE FEDERAL CRIMINAL VIOLATIONS (SEE 18 U.S.C. 1001).

