

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

(CHECK ONE):                     Form 10-K             Form 20-F             Form 11-K             Form 10Q             Form N-SAR

For the Three Period ended: March 31, 2012

- 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
- For the Transition Period Ended:

*Read Instruction (on back page) Before Preparing Form. Please Print or Type.*

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**NOTHING IN THIS FORM SHALL BE CONSTRUED TO IMPLY THAT THE COMMISSION HAS VERIFIED ANY INFORMATION CONTAINED HEREIN.**

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If the notification relates to a portion of the filing checked above, identify the item(s) to which the notification relates: N/A

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**PART I - REGISTRANT INFORMATION**

**Vuzix Corporation**

Full Name of Registrant

N/A

Former Name if Applicable

**75 Town Centre Drive**

Address of Principal Executive Office (Street and Number)

**Rochester, New York 14623**

City, State and Zip Code

**PART II - RULES 12b-25 (b) AND (c)**

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25 (b), the following should be completed. (Check box if appropriate)

- (a)            The reasons described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense;
  - (b)            The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, 11-K or Form N-SAR, or portion thereof will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q, or portion thereof will be filed on or before the fifth calendar day following the prescribed due date.
  - (c)            The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.
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**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 quarter ending March 31, 2012, because it was unable to prepare the financial statements required in that report without unreasonable effort or expense. The Registrant will file its Report on Form 10-Q for the calendar quarter ended March 31, 2012 as soon as it can, but in any event within five (5) days after the date that report was due.

**PART IV - OTHER INFORMATION**

(1) Name and telephone number of person to contact in regard to this notification

<u>Robert Mechur</u>	<u>585</u>	<u>987-2881</u>
(Name)	(Area Code)	(Telephone Number)

(2) Have all other periodic reports required under section 13 or 15(d) of the Securities Exchange Act of 1934 or section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If the answer is no, identify report(s).

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?

Yes  No

If so: attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

**Vuzix Corporation**

(Name of Registrant as specified in charter)

has caused this notification to be signed on its behalf by the undersigned thereunto duly authorized.

Date: May 16, 2012

/s/ Paul Travers

Paul Travers, President & CEO

**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).**