

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(D) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported) – February 1, 2013

VUZIX CORPORATION

(Exact Name of Registrant as Specified in its Charter)

Delaware

(State or Other Jurisdiction of Incorporation)

000-53846

(Commission File Number)

04-3392453

(IRS Employer Identification No.)

2166 Brighton-Henrietta Townline Road, Rochester, New York 14623

(Address of principal executive offices)(Zipcode)

(585) 359-5900

(Registrant's Telephone Number, Including Area Code)

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

On February 1, 2013, Vuzix Corporation (the “Company”) filed a certificate of amendment (the “Amendment”) to its Certificate of Incorporation with the Secretary of State of the State of Delaware in order to effectuate a reverse stock split of the Company’s issued and outstanding common stock, par value \$0.001 per share. A copy of the Amendment is attached to this Current Report as Exhibit 3.1.

As previously disclosed on a Current Report on Form 8-K filed on December 4, 2012, on November 30, 2012, the stockholders of the Company approved the Amendment to effect a reverse split of Registrant’s issued and outstanding Common Stock at a ratio of not less than 1 for 25 and not more than 1 for 150, at any time prior to June 30, 2013, at the discretion of the Company’s Board of Directors.

On January 22, 2013, the Company’s Board of Directors authorized a reverse stock split at a ratio of 1 for 75, which took effect on February 6, 2013. As a result of the reverse stock split, every seventy-five shares of the Company’s pre-reverse split common stock will be combined and reclassified into one share of the Company’s common stock. No fractional shares of common stock will be issued as a result of the reverse stock split. Stockholders who otherwise would be entitled to a fractional share shall receive the next higher number of whole shares.

The par value and other terms of Company’s common stock were not affected by the reverse stock split. Company’s post-reverse split common shares has a new CUSIP number, 92921W300, and will trade with a “D” added, under the symbol “VUZI D”, for the 20 business days beginning February 6, 2013 to designate that it is trading on a post-reverse split basis. Trading will resume under the symbol “VUZI” after the 20 day period has expired. The Company’s transfer agent, Computershare Trust Company, N.A., is acting as exchange agent for the reverse stock split and will send instructions to stockholders of record regarding the exchange of certificates for common stock.

Item 8.01 Other Events

On February 6, 2013, the Company issued a press release announcing the reverse stock split described above. The full text of the press release issued in connection with the announcement is being filed as Exhibit 99.1 to this Current Report on Form 8-K.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

The following exhibits are filed herewith:

Exhibit 3.1 Certificate of Amendment to Amended and Restated Certificate of Incorporation

Exhibit 99.1 Press Release dated February 6, 2013

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 hereunto duly authorized.

Date: February 7, 2013

VUZIX CORPORATION

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

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "VUZIX CORPORATION", FILED IN THIS OFFICE ON THE FIRST DAY OF FEBRUARY, A.D. 2013, AT 4:07 O'CLOCK P.M.


A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

2797044 8100

130121709

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0187942

DATE: 02-01-13

State of Delaware
Secretary of State
Division of Corporations
Delivered 04:07 PM 02/01/2013
FILED 04:07 PM 02/01/2013
SRV 130121709 - 2797044 FILE

**Certificate of Amendment
to the
Amended and Restated Certificate of Incorporation
of Vuzix Corporation**

Under Section 242 of the Delaware General Corporation Law

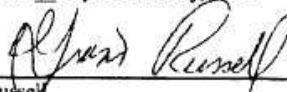
Vuzix Corporation, a corporation organized and existing under the laws of the State of Delaware (the "Corporation") hereby certifies as follows:

1. Article 4 of the Company's Amended and Restated Certificate of Incorporation shall be amended by adding the following section to the end of Article 4, Part A of the Amended and Restated Certificate of Incorporation, that reads as follows, subject to compliance with applicable law:

"Upon the filing and effectiveness (the "Effective Time") pursuant to the Delaware General Corporation Law of this amendment to the Corporation's Amended and Restated Certificate of Incorporation, as amended, each seventy-five (75) shares of Common Stock issued and outstanding immediately prior to the Effective Time either issued and outstanding or held by the Corporation as treasury stock shall be combined into one (1) validly issued, fully paid and non-assessable share of Common Stock without any further action by the Corporation or the holder thereof (the "Reverse Stock Split"); provided that no fractional shares shall be issued to any holder and that instead of issuing such fractional shares, the Corporation shall round shares up to the nearest whole number. Each certificate that immediately prior to the Effective Time represented shares of Common Stock ("Old Certificates"), shall thereafter represent that number of shares of Common Stock into which the shares of Common Stock represented by the Old Certificate shall have been combined, subject to the treatment of fractional shares as described above."

2. The foregoing amendment has been duly adopted in accordance with the provisions of Section 242 of the General Corporation law of the State of Delaware by the vote of a majority of each class of outstanding stock of the Corporation entitled to vote thereon.

IN WITNESS WHEREOF, I have signed this Certificate this 1st day of February, 2013



Grant Russell
Chief Financial Officer



Press Release

Vuzix Announces Reverse Stock Split

ROCHESTER, NEW YORK (February 5, 2013) - Vuzix Corporation (TSX-V: VZX, OTC:BB: VUZI, FMB: V7X) (the "Company"), a leading supplier of Video Eyewear and smart glasses products in the consumer, commercial and entertainment markets, today announced that it received all the necessary regulatory approvals, including the approval of the TSX Venture Exchange (the "TSXV") and the Financial Industry Regulatory Authority (FINRA) to effectuate a reverse split of its issued and outstanding common stock (the "Shares") on a 1 to 75 basis (the "Split"). The Split was previously approved at the special meeting of the shareholders of the Company, held on November 30, 2012. The Shares will begin trading on a split-adjusted basis on February 6, 2013. In accordance with FINRA's procedures for reverse stock splits, Vuzix' ticker symbol on the OTCBB will be "VUZID" for a period of 20 business days beginning February 6, 2013, after which time, the symbol will revert back to "VUZI". The Company's ticker symbol will remain unchanged on the TSXV. Any fractional shares resulting from the Split will be rounded up to the nearest whole post-split share.

Paul Travers, Chief Executive Officer of Vuzix, said that, "We believe the higher split-adjusted stock price will be in the best interest of our shareholders by making it easier to effect transactions in our stock, broaden our audience and shareholder base and ultimately enhance our valuation as we move forward and grow the Company. While the Split did not change the market capitalization of Vuzix, the higher share price is designed to make it easier for shareholders to hold Vuzix stock in their brokerage accounts and to appeal to major customers that look at our share price when deciding to add us as a new supplier."

Additional Information for Shareholders:

Vuzix shareholders who hold shares in brokerage accounts, also known as holding the shares in "street name", will note that the number of Vuzix shares are automatically adjusted to reflect the number of shares as adjusted by the reverse stock split. Shareholders of record who hold physical stock certificates will receive letters of transmittal from the Vuzix' transfer agent, Computershare, or they can call 781-575-2879 to get information on exchanging their old stock certificates for new stock certificates reflecting the adjusted number of shares as a result of the reverse stock split.

About Vuzix Corporation

Vuzix is a leading supplier of Video Eyewear products in the consumer, commercial and entertainment markets. The Company's products, personal display devices that offer users a portable high quality viewing experience; provide solutions for mobility, wearable displays and virtual and augmented reality. Vuzix holds over 47 patents and patents pending and numerous IP licenses in the Video Eyewear field. The company has won 14 Consumer Electronics Show Innovations Awards and several wireless technology innovation awards, among others. Founded in 1997, Vuzix is a public company (TSX-V:VZX - News, OTC:BB: VUZI, FMB: V7X) with offices in Rochester, NY, Oxford, UK and Tokyo, Japan. For more information visit www.vuzix.com.

Forward-Looking Statements Disclaimer

Certain statements contained in this release are "forward-looking statements" within the meaning of the Securities Litigation Reform Act of 1995 and applicable Canadian securities laws. Forward looking statements contained in this release relate to the impact of the reverse split on the price of the Company's common shares and levels of investor interest in the Company, relationships with vendors and our customers, among other things, and the Company's leadership in the Video Eyewear industry. They are generally identified by words such as "believes," "may," "expects," "anticipates," "should" and similar expressions. Readers should not place undue reliance on such forward-looking statements, which are based upon the Company's beliefs and assumptions as of the date of this release. The Company's actual results could differ materially due to risk factors and other items described in more detail in the "Risk Factors" section of the Company's Annual Reports and MD&A filed with the United States Securities and Exchange Commission and applicable Canadian securities regulators (copies of which may be obtained at www.sedar.com or www.sec.gov). Subsequent events and developments may cause these forward-looking statements to change. The Company specifically disclaims any obligation or intention to update or revise these forward-looking statements as a result of changed events or circumstances that occur after the date of this release, except as required by applicable law.

Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

For further Investor Information, please contact:

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