



Issuer Free Writing Prospectus
Filed Pursuant to Rule 433
Registration No. 333-185661
May 23, 2013

**Investor Presentation
May 2013**



Free Writing Prospectus Statement

Vuzix Corporation (“Vuzix”, “we”, “our” or the “Company”) has filed a registration statement (including a preliminary prospectus) with the SEC for the offering to which this communication relates. The registration statement is not yet effective. Before you invest, you should read the preliminary prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at www.sec.gov. The preliminary prospectus, dated May 21, 2013, is available on the SEC Web site at:

http://www.sec.gov/Archives/edgar/data/1463972/000114420413030797/v345641_s1a.htm

Alternatively, the Company or any underwriter participating in the offering will arrange to send you the prospectus and/or supplements thereto if you contact Aegis Capital Corp., Prospectus Department, 810 Seventh Avenue, 18th Floor, New York, NY, 10019, telephone: 212-813-1010 or e-mail: prospectus@aegiscap.com.

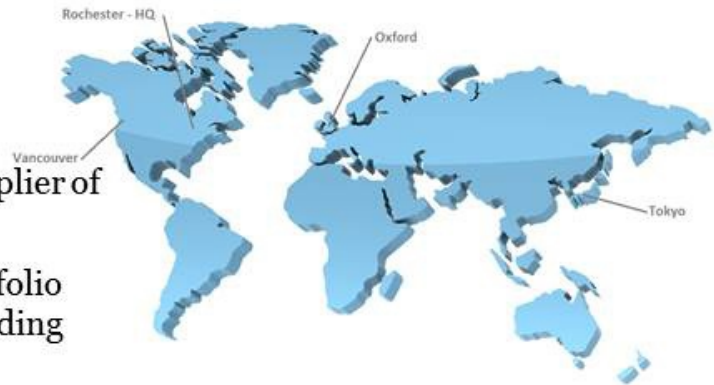
Cautionary Note Regarding Forward Looking Statements

Certain statements included in this presentation may be considered forward-looking. All statements in this presentation that are not historical facts are forward-looking statements. Such statements involve known and unknown risks, uncertainties and other factors that may cause actual results, performance or achievements to be materially different from those implied by such statements, and therefore these statements should not be taken as guarantees of future performance or results. The forward-looking statements include statements concerning: our possible or assumed future results of operations; 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 cash needs and financing plans; 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. These statements are based on our management's beliefs and assumptions and on information currently available to our management. It is important to note that forward-looking statements are not guarantees of future performance, and that our actual results could differ materially from those set forth in any forward-looking statements. Due to risks and uncertainties, actual events may differ materially from current expectations. For a more in depth discussion of these and other factors that could cause actual results to differ from those contained in forward-looking statements, see the discussions under the heading "Risk Factors" in our S-1/A registration statement and annual report on Form 10-K filed by Vuzix Corporation with the SEC. Vuzix disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.

Issuer	Vuzix Corporation
Proposed Listing/Ticker	TSX-V: VZX, OTC:BB: VUZI, FMB: V7X. Applied to list on Nasdaq under the symbols VUZI & VUZIW
Offering Size	Approximately \$15 million (15% over-allotment)
Securities Offered	Common Stock & Warrants
Use of Proceeds	We expect to use the net proceeds received from this offering to complete commercialization of our waveguide, smart glasses and HD display engine technologies, repayment of debt in the amount of approximately \$1,460,000 and for working capital and general corporate purposes
Sole Bookrunner	Aegis Capital Corp

Vuzix Background

- Founded 1997
 - World Wide Operations
- One of the World's Leading supplier of
 - Wearable display technology
- Cornerstone IP and Patent Portfolio
 - 33 patents and 15 patents pending
- Employees
 - 28 total with 8 engineering staff
- Award Winning Technology and Design
 - Immersive Viewing, Virtual Reality, Augmented Reality
- World Class Team with Global Partners
 - Technology, Channel, Manufacturing, Content, Applications
- Revolutionary New Products
 - Smart Glasses for Mobility



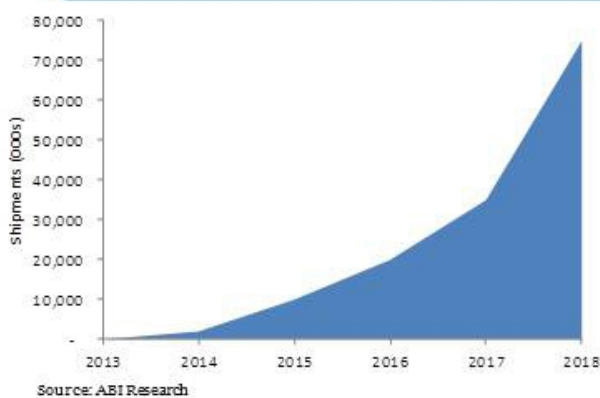
Executive Management

- **Paul J. Travers** – Founder and President and Chief Executive Officer; has more than 25 years experience in the consumer electronics field, and 20 years experience in the virtual reality and virtual display fields
- **Grant Russell** – Chief Financial Officer; has over 30 years experience leading in the consumer electronics industry with experience such as co-founding Advanced Gravis Computer, the world's largest PC and Macintosh joystick manufacturer at the time
- **Michael McCrackan** – Vice President of Operations; has over 20 years experience as Director of R&D Eastman Kodak. With over 20 years experience in R&D, product management, and operations – including the delivery of products and services for over 15 countries in the Digital Special Effects Post Production industry, Digital Cinema and Digital Signage markets

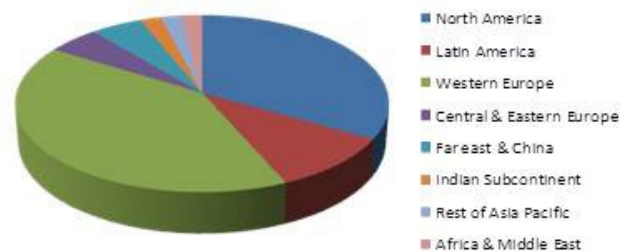
Mobility is creating Billion Dollar Markets

- Gartner Research estimates 714 million smart phones sold in 2014
- ABI Research forecasts the wearable computing device market will grow to 485 million annual device shipments by 2018
 - More than 75 million of these will be Smart Glasses
- “Smart Glasses and Other Wearable Devices to be worth over \$1.5 billion by 2014, finds Juniper”

Global Smart Glasses Shipments



Retail Market Value of Smart Wearable Devices (2014)



Smart Phones are Growing Beyond Text-Voice-Internet



Augmented Reality applications are expanding across many verticals



Social



Retail/Commerce



Travel



Gaming



LocationBased
Services



E-learning

And delivering amazing experiences



*Make smarter
choices....*



*Understand what you
are looking at...*



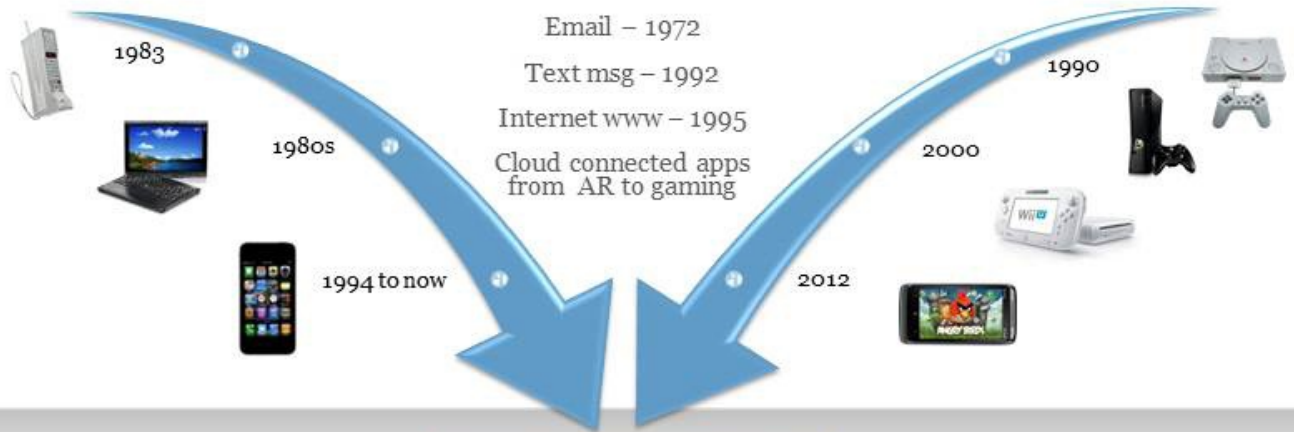
Find your way there.....



Share your experiences.....

** Apps displayed are courtesy Wikitude Corporation*

For Mobility, Gaming and AR – Need a New Device

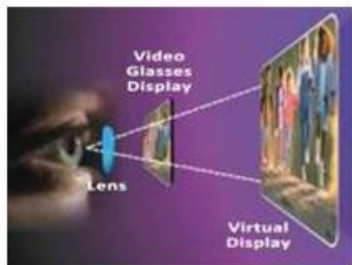


A Day in the Life of Cloud Connected You...



Smart Glasses

- **The Solution**
 - Video glasses afford big screens in a compact, wearable package
 - Wearable interactive displays with private viewing anytime, anywhere
 - The perfect hands free mobile phone display screen
- **The Challenges**
 - Make them like regular eyeglasses
 - Make them HD, smart and see-through



Vuzix Technology – IP for Smart Glasses

- Over \$35 million invested – Vuzix IR&D and US Government
- A strong IP portfolio consisting of more than 33 patents and 15 patents pending with other key technology licenses
- Key technical competitive differentiators:
 - Passive and Dynamic Holographic waveguide optic for existing 2D displays
 - Hi contrast LED micro scanning display engine
 - Government SBIRs and development programs for curved surfaces, large FOVs and full color guides
- **All purpose built for eye glass form factors or (Built for the real world eyeglass environment)**

NOKIA + VUZIX

Vuzix secures Nokia technology license for see-through optics

NOKIA



GOVERNMENT

Advanced Display and Optics Development Contracts. Supports Vuzix Business Strategy and Technology Paths



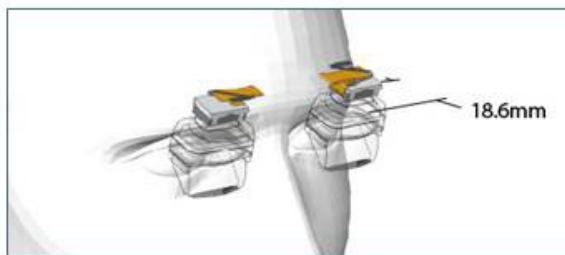
Patents and patents pending for Smart Glasses

	Count
Thin optics for smart glasses	
Dynamic and passive waveguides	5
Display engine with optics	
Dynamic and scanning display engine	8
Smart Glasses and Video Eyewear	
Design and utility	26
Other	
Miscellaneous eyewear devices and optics	9
Total	<u>48</u>

This is in addition to trade secrets, copyright, other licenses and proprietary technologies at Vuzix.

Vuzix Proprietary Waveguide Optics

- Waveguides are a revolutionary way of moving light
 - Image is injected into a 1.4mm thin waveguide like a fiber optic
 - Not bent through bulk material like conventional optics
- Provides a significant improvement in
 - Mass, cost, volume, simplicity and optical performance



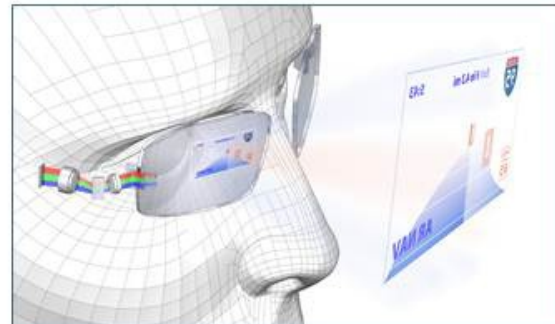
Conventional Optics



Waveguide Optics

Vuzix Proprietary Scanning Engine Display

- Scanning display is a revolutionary way to create virtual displays
 - 1 thin line of LEDs and a MEMs scanner into a waveguide
 - Instead of three power hungry LEDs that are 100% on, with expensive large area megapixel microdisplays that then need to be magnified using bulky conventional optics
- Built for wearable AR displays and provides significant advantages:
 - Less Silicon and only illuminate the area of the display we need
 - Lower cost, lower power, higher resolution, perfect form factor



Competition – Industrial and Early Adopters Only

- Market has been constrained by bulky appearance, poor ergonomics and technical limitations of optics
- No company dominates, but Vuzix has always led the field in optics, styling and wearability...

Conventional Optics for Video Viewers & Gaming



Carl Zeiss - Cinemizer



Sony - HMZ



Oculus - Rift

Conventional Options for Smart Glasses



Epson - Moverio

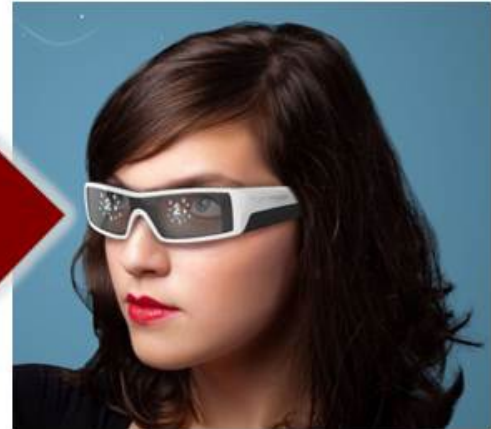


Kopin - Golden-I



Google - Glass

Vuzix Eyeglass Form Factor



Smart Glasses – M Series for Enterprise/Prosumer



- M100 – first of smart glasses line
- Winner of CES 2013 Innovations Award
- Shipping to developers with commercial production late summer
- Smart & powerful computing device
- Native Android OS – runs thousands of existing apps
- WQVGA display & 1080p camera
- Two SDKs \$7.5k and \$1k
 - Thousands of requests, hundreds buying
 - App Store under development



Competition – Google Glass

- There is a list of differences between Google and Vuzix
- The number one, we are focused on enterprise first
- Current solutions don't fit mass consumer expectations

M100 Smart Glasses

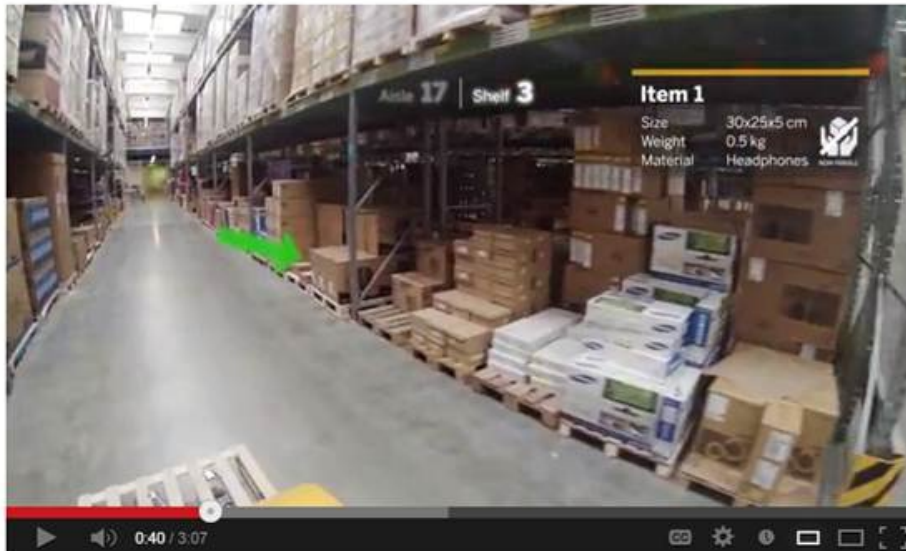
- 1) Shipping Summer 2013
- 2) Enterprise and prosumer centric
- 3) Runs standard Android OS
- 4) Standalone usage models are supported – no internet needed
- 5) Run apps onboard and real-time
- 6) Optics work in bright daylight
- 7) Built in GPS
- 8) Expandable to 64 Gig

Google Glass

- 1) Shipping Summer 2014
- 2) Trying for consumer
- 3) Apps only run from the cloud
- 4) No standalone operation
- 5) Apps can't run real time so can't support true AR content
- 6) Optical see thru – sunny days are difficult to see display
- 7) Must use Phones GPS
- 8) 12 gig fixed

SAP / Vuzix Augmented Reality Solutions

http://www.youtube.com/watch?v=9Wv9k_ssLcI



SAP & Vuzix Bring you Augmented Reality Solutions for the Enterprise

Vuzix smart glasses run native Android OS



- Most Enterprise users NEED Open O/S
- Works with thousands of existing and unmodified Android apps
- Existing Android apps are easily modified for improved performance and functionality

Vuzix smart glasses are designed to connect with Bluetooth devices/sensors – Enterprise market centric



Vuzix Smart Glasses Standalone or Cloud Connected



Native

Apps run on M100
Standalone Enterprise Apps



HMD

Apps run on Smartphone
iOS or Android



Cooperative

Related Apps run on
Smartphone and M100
iOS or Android

Smart Glasses



- First binocular fashion-wear smart glasses
- Hands-free operation by voice and gesturing
- Run apps onboard or on a paired Android or iOS device
- qHD displays and 1080p camera
- Wireless connectivity with integrated power
- True eyeglass styling with electro-tint
- Builds on prior smart glasses SDK

Industrial See through – M2000 for enterprise



- First waveguide based solution
- Ruggedized for industrial applications
- 720p display and 1080p camera
- M2000AR – currently HDMI connection
- Programmable electronic shutter adjusts for indoor/outdoor use
- HDMI version shipping early summer
- Will be transforming to smart glasses
- Will run apps onboard or on a paired Android or iOS device

Personal Viewing and Gaming Smart Glasses



- HDMI 3D and streaming WiFi ready
- Designed for PC, Console, Smartphone
- 720P - highest resolution with largest FOV at 55+ degrees (Front row of theater)
- AR & VR Application ready with tracking, audio, microphone, camera
- Runs Android OS and apps directly
- High precision optics for gaming to work
- Fully immersive video or VR experience
- Wireless connectivity or HDMI plug-in

Starting in 2013 it's all going Smart Glasses

Going From Bulky Football Helmets to Fashionable Glasses



Smart Glasses – B Series



Smart Glasses – M Series



HD Gaming/Viewing

**2013 Forward
A Step Change in Technology**



2000 – 2012

Bulky Legacy Solutions

Growing Smart Glasses Development Partners

- **Many** thousands of **existing** developers – AR, VR and Smart Glasses
- Online developer portal and support
- Smart Glasses SDK – \$1k with annual fees
- Fully open so enterprise users can customize to their needs



Global Technology and Channel Partners

Technology

NOKIA
Connecting People

Fraunhofer
IPMS



NTT docomo



NEWLIGHT INDUSTRIES™

OTG
PLATFORMS



metaio
AUGMENTED SOLUTIONS



NIPPON STEEL

NEC

Channel

ITENA
CLINICAL PRODUCTS



Brookstone



MenKind
original gifts & accessories for men

FIREBOX
.COM



amazon.com



Current Line of Video Eyewear

- Wide Screen Video Glasses
 - 52 & 75 inch virtual screens
- Virtual Reality Glasses
 - Includes head tracker
- Limited by technology to standard definition



CE Industry Award-Winning Products Last 9 Years



Current Line of Augmented Reality Glasses

- Wrap1200AR – all digital see through, stereo cameras
- STAR 1200 series – optical see-through HD camera
- Mainly research and commercial users



Digital See Through



AR at a Construction Site



Optical See Through

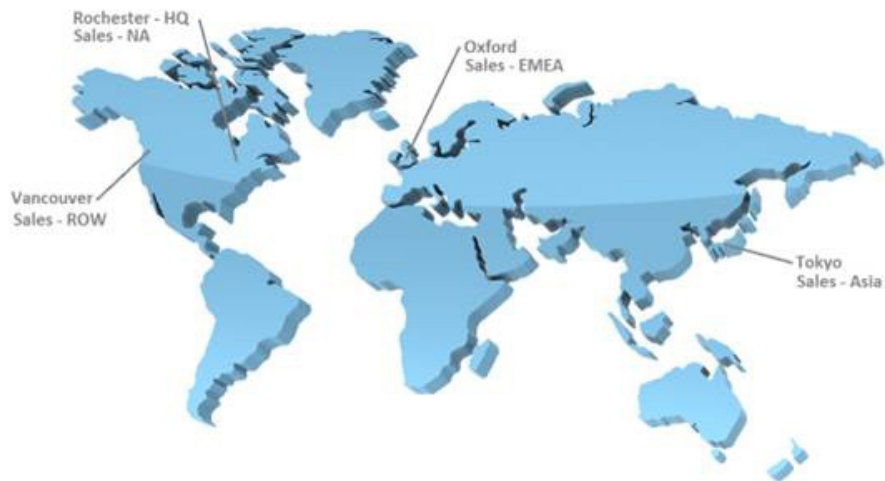
Vuzix Products in Action

Industry, Education, Gaming, VR and AR, Medical and More



Going to Market Globally

- US – Direct and major national distributors
- EMEA – Distributors in 30+ countries
- Web store with fulfillment and warehouses in US, UK, EU, and Japan
- Apple.com in over 22 countries (JP and EU)
- Exploring new market sectors and geographic licensing



Historical Financial Data

<i>(USD, 000s)</i>	Dec 31, 2012	Dec 31, 2011
Sales	\$3,228	\$4,826
Cost of Sales	2,341	3,615
Gross Margin	887	1,211
Operating Expenses	4,560	5,579
EBITDA	(3,673)	(4,368)
Depreciation and Amortization	534	504
(Loss) from Continuing Operations	(4,206)	(4,872)
Taxes and Other Income (Expense)	(541)	(461)
Net (Loss) from Continuing Operations	(4,747)	(5,333)
Income (Loss) from Discontinued Operations ⁽¹⁾	(748)	1,453
Gain (Loss) on Sale of Discontinued Operations ⁽¹⁾	5,818	0
Net Income (Loss)	\$323	(\$3,880)

1. Discontinued Operations: TDG Assets sold June 2012 (Tac-Eye, Night Vision, General Defense engineering services)

Q1 2013 Financial Data

<i>(USD, 000s)</i>	Mar 31, 2013	Mar 31, 2012
Sales	\$739	\$1,110
Cost of Sales	337	751
Gross Margin	402	359
Operating Expenses	1,009	1,165
EBITDA	(607)	(806)
Depreciation and Amortization	98	145
(Loss) from Continuing Operations	(706)	(951)
Taxes and Other Income (Expense)	(231)	(117)
Net (Loss) from Continuing Operations	(936)	(1,068)
Income (Loss) from Discontinued Operations ⁽¹⁾	0	223
Gain (Loss) on Sale of Discontinued Operations ⁽¹⁾	0	0
Net Income (Loss)	(936)	(844)

1. Discontinued Operations: TDG Assets sold June 2012 (Tac-Eye, Night Vision, General Defense engineering services)

Vuzix Historical Balance Sheet

<i>(USD, 000s)</i>	Dec. 31, 2012	Mar. 31, 2013	Pro-Forma
Assets			
Cash	\$67	\$532	\$12,024
Accounts Receivable	171	224	224
Inventory & Prepays	972	957	957
Current Assets	1,210	1,713	13,205
Net Fixed Asset & Intangibles	1,216	1,371	1,145
Total Assets	2,426	3,084	14,350
Current Liabilities	5,150	6,596	4,394
Long-term Debt	3,485	3,548	1,560
Total Liabilities	8,635	10,144	5,954
Share Capital	19,937	20,023	35,846
(Deficit)	(26,146)	(27,083)	(27,450)
Stockholder's Equity (Deficit)	(6,209)	(7,060)	8,396
Total Liabilities & Stockholders Equity	\$2,426	\$3,084	\$14,350

- Conversion of \$2,870 in long-term debt at offering price, repayment of \$500 in notes and bank line, and repayment of the \$800 debt PP from March 2013
- Gross offering proceeds of \$15,000 at an assumed offering price of \$7.30 per share/warrant

Use of Proceeds

- Repayment of approximately \$1.5 million of debt (senior, short-term and bank line)
- Bring trade payables current
- Commercialization of M100 Smart Glasses for volume production late Q3
- New waveguide optics with production of Gen 2 Version by Fall 13
- Introduction of binocular Smart Glasses for CES 2014
- Production tooling of VFX720 headphone
- HD display engine proto spring 2014
- Working capital and general corporate purposes

Capitalization Table(3, 4, 5)

Security	Average Exercise Price	As of Mar 31, 2013	Pro Forma Post Offering	% Fully Diluted	Under Lock-up Agreement	Free Trading
Common Shares		3,536,865	3,536,865	45.5%	1,242,646	2,294,219
Offering Shares			2,054,795	26.5%		2,054,795
Debt Conversions ⁽¹⁾			393,239	5.1%	393,239	-
Warrant Exchange ⁽²⁾			200,000	2.6%	200,000	-
Basic Shares Outstanding			6,184,899			4,349,014
Outstanding Warrants	\$6.84	863,121	329,788	4.2%		
Outstanding Options	\$10.68	192,729	222,729	2.9%		
Offering Warrants			1,027,397	13.2%		
Fully Diluted Shares Outstanding		4,592,715	7,764,813	100%	1,835,885	4,349,014

1. Senior term debt, term deferred trade payables and all accrued interest totaling \$2,870,642 as of Mar 31, 2013 converting on close of offering
2. Warrant termination of 533,333 warrants in exchange for 200,000 common shares
3. Gross offering to raise \$15,000,000 at an assumed offering price of \$7.30 per share/warrant
4. Offering warrants – half warrants at 125% of Offering price with 5 year term
5. Deferred Compensation totaling \$1,532,051 convertible at Offering price

Comparable Companies

Figure in millions, except per share data

Company	Price (1)	52 - Week		Equity	Firm	Firm Value / Revenue			Firm Value / EBITDA		
	@ 05/20/13	High	Low	Value	Value (2)	LTM	CY 2013E	CY 2014E	LTM	CY 2013E	CY 2014E
Plantronics, Inc.	\$46.54	\$47.48	\$28.76	\$1,983	\$1,637	2.1 x	2.0 x	1.9 x	10.5 x	9.2 x	8.4 x
Symptics Inc.	43.12	45.40	22.58	1,401	1,088	1.9	1.4	1.4	14.7	6.6	6.0
Logitech International S.A.	6.57	11.17	5.92	1,037	723	0.3	0.4	0.4	9.6	6.6	5.6
Astronics Corporation	33.27	33.35	19.25	481	491	1.8	1.6	1.4	11.8	9.8	7.9
Uni-Pixel, Inc.	27.19	41.42	5.27	327	311	60.5	7.2	2.0	-	10.5	3.1
Kopin Corp.	3.51	3.95	2.78	233	96	3.2	-	-	-	-	-
eMagin Corp.	3.62	4.98	2.80	86	71	2.2	2.0	1.5	22.4	-	4.9
Microvision Inc.	2.65	3.63	1.18	67	64	7.6	9.5	-	-	-	-
Densitron Technologies plc	0.10	0.16	0.09	7	7	0.2	-	-	6.3	-	-
Median				\$327	\$311	2.1 x	2.0 x	1.5 x	11.2 x	9.2 x	5.8 x
Mean				625	499	8.9	3.4	1.4	12.6	8.5	6.0
Vuzix Corporation	\$6.75	\$9.75	\$1.65	\$25	\$29	9.1 x	-	-	-	-	-

Source: Bloomberg and Wall Street Research

Note: LTM = Latest Twelve Months

NM = Not Meaningful; NA = Not Available

(1) Stock price as of May 20, 2013

(2) Firm Value (FV) equals Equity Value plus debt less cash

Vuzix Investment Highlights

- Acknowledged as one the world leaders in Smart Glasses, established over the last 20 years, and at the front end of **market opportunities in the billions of dollars**
- A clear vision of the important role that mobile displays will play in the future
- Strong R&D plan to commercialize its next generation technology for both Vuzix and potential third party OEMs and licensees
- A comprehensive roadmap for the future of Smart Glasses
- Strong new product portfolio being unveiled 2013/14
- Pursuing high growth and margin opportunities burgeoning wearable tech markets





Thank You

Appendix of Vuzix Materials

Vuzix Manufacturing

- Capable of ~30K units/quarter
- Asian suppliers capable of high volume – supply to Logitech, Belkin, etc.



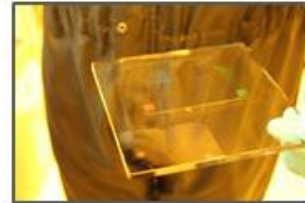
Waveguide Optics - Tools to Production



Laser Lithography



Reactive Ion Beam Etch



UV Replication