

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Amendment No. 6 to

FORM S-1

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

VUZIX CORPORATION

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation or organization)

3577

(Primary Standard Industrial
Classification Code Number)

04-3392453

(I.R.S. Employer
Identification Number)

**2166 Brighton Henrietta Townline Road
Rochester, NY 14623
585-359-5900**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Paul J. Travers
Chief Executive Officer
2166 Brighton Henrietta Townline Road
Rochester, NY 14623
585-359-5900**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

**Gregory Sichenzia, Esq.
Jeff Cahlon, Esq.
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Approximate date of commencement of proposed sale to the public : As soon as practicable after this Registration Statement is declared effective.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer
Non-accelerated filer (Do not check if a smaller reporting company)

Accelerated filer
Smaller reporting company

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act or until the Registration Statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to Section 8(a), may determine.

EXPLANATORY NOTE

This Amendment No. 6 to the Registration Statement on Form S-1 (File No. 333-185661) of Vuzix Corporation is being filed solely to file Exhibit 10.72. Accordingly this Amendment No. 6 consists solely of the facing page, this explanatory note, the signature page, and the exhibit filed herewith. This filing does not modify any provision of the Registration Statement except as specifically noted herein.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rochester, State of New York, on July 30, 2013.

Vuzix Corporation

By: /s/ Paul J. Travers
Paul J. Travers
Its: Chief Executive Officer
(Principal Executive Officer)

By: /s/ Grant Russell
Grant Russell
Its: Chief Financial Officer
(Principal Financial and Accounting Officer)

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on the dates indicated.

/s/ Paul J. Travers July 30, 2013
Paul J. Travers
Chief Executive Officer and Director (principal executive officer)

/s/ Grant Russell July 30, 2013
Chief Financial Officer and Director (principal financial and accounting officer)

/s/ William Lee July 30, 2013
William Lee
Director

/s/ Alexander Ruckdaeschel July 30, 2013
Alexander Ruckdaeschel
Director

/s/ Michael Scott July 30, 2013
Michael Scott
Director

Amendment #3 To

DEBT CONVERSION AGREEMENT

This Agreement (the "Amendment Agreement") is an amendment to the Debt Conversion Agreement dated the 25th day of March, 2013 ("Conversion Agreement"), by and between KOPIN CORPORATION ("Holder"), and VUZIX CORPORATION, a Delaware corporation ("Company").

In consideration of the mutual covenants and agreements contained herein and in the Debt Conversion Agreement, the parties agree to amend the Conversion Agreement effective immediately as follows:

1. Paragraph 6 (a) of the Conversion Agreement currently provides that:

6 (a) At the option of any party in the event that the Debt Conversion has not occurred by June 30, 2013 and such delay was not as a result of any breach of this Agreement by the terminating party;

The Conversion Agreement Paragraph 6 (a) is hereby amended to state:

6 (a) At the option of any party in the event that the Debt Conversion has not occurred by August 31 ~~June 30~~, 2013 and such delay was not as a result of any breach of this Agreement by the terminating party;

2. All other provisions and terms making reference to or subject to the approval of the TSX Venture Exchange ("TSXV") shall be deleted and removed from the Conversion Agreement and any amendments there to.
3. All other provisions and terms of the Conversion/Exchange Agreement and any amendments thereto shall remain the in effect in accordance with their original terms.

EXECUTED on this 29th day of July 2013.

Company: Vuzix Corporation

By: /s/ Paul Travers
Name: Paul Travers
Title: President & CEO

Holder: Kopin Corporation

By: /s/ Richard Sneider
Name: Richard Sneider
Title: CFO
