

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 19, 2014

**VUZIX CORPORATION**

(Exact Name of Registrant as Specified in its Charter)

**Delaware**

(State or Other Jurisdiction of Incorporation)

**001-35955**

(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 8.01 Other Events**

On February 19, 2014, Vuzix Corporation (the "Company") received warrant exercise notices for 200,000 shares of the Company's common stock. All of such warrants were exercised for cash. Since December 30, 2013, holders of the Company's warrants issued in its public offering which closed on August 5, 2013 have exercised an aggregate of 533,300 warrants, of which 511,600 were exercised for cash. The Company received proceeds of \$1,151,100 from the cash exercises.

**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 20, 2014

**VUZIX CORPORATION**

By: /s/ Grant Russell  
Grant Russell  
Chief Financial Officer

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