

# FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or  
Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person * LAMPE, CONWAY & CO. LLC  (Last) (First) (Middle) 680 FIFTH AVENUE, 12TH FLOOR  (Street) NEW YORK, NY 10019  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 12/23/2010	3. Issuer Name <b>and</b> Ticker or Trading Symbol Vuzix Corp [[VUZI]]	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director <input checked="" type="checkbox"/> 10% Owner ____ Officer (give title below) <input type="checkbox"/> Other (specify below)	5. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) ____ Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
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### Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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### Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Convertible Promissory Note	12/23/2010	12/23/2014	Common Stock	40,140,492 <a href="#">(1)</a>	\$ 0.0997	I	See Footnote <a href="#">(2)</a> <a href="#">(3)</a>
Warrant to Purchase Common Stock	12/23/2010	12/23/2014	Common Stock	40,000,000 <a href="#">(1)</a>	\$ 0.0997	I	See Footnote <a href="#">(2)</a> <a href="#">(3)</a>

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LAMPE, CONWAY & CO. LLC 680 FIFTH AVENUE 12TH FLOOR NEW YORK, NY 10019		X		
CONWAY RICHARD F 680 FIFTH AVENUE 12TH FLOOR NEW YORK, NY 10019		X		

LAMPE STEVEN 680 FIFTH AVENUE 12TH FLOOR NEW YORK, NY 10019		X		
LC CAPITAL MASTER FUND LTD C/O TRIDENT FUND SVCS (BVI) LTD P.O. BOX 146, WATERFRONT DRIVE ROAD TOWN, TORTOLA, D8		X		

## Signatures

Lampe, Conway & Co. LLC, By: Richard F. Conway, Managing Member, By: /s/ Richard F. Conway		01/03/2010
<small>**Signature of Reporting Person</small>		Date
/s/ Richard F. Conway		01/03/2010
<small>**Signature of Reporting Person</small>		Date
/s/ Steven G. Lampe		01/03/2010
<small>**Signature of Reporting Person</small>		Date
LC Capital Master Fund, Ltd., By: Richard F. Conway, Director, By: /s/ Richard F. Conway		01/03/2010
<small>**Signature of Reporting Person</small>		Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) The maximum number of shares of Common Stock of the Issuer that the Reporting Persons may acquire upon conversion of the Note and exercise of the Warrant is limited to 46,517,695.
- (2) These securities are directly held by LC Capital Master Fund, Ltd. Lampe, Conway & Co., LLC, Richard F. Conway and Steven G. Lampe may be deemed to, indirectly, beneficially own the securities directly held by LC Capital Master Fund, Ltd. See Footnote 3.  
These securities are held in the account of LC Capital Master Fund, Ltd. (the "Fund") for which Lampe, Conway & Co., LLC ("LCC") serves as investment manager. Richard F. Conway and Steven G. Lampe are managing members of LCC. LCC, Mr. Conway and Mr. Lampe may be deemed to beneficially own the securities held by the Fund by virtue of LCC's position as investment manager of the Fund
- (3) and Mr. Conway's and Lampe's status as managing members of LCC. The Reporting Persons disclaim beneficial ownership of the reported securities except to the extent of his or its pecuniary interest therein, and this report shall not be deemed an admission that such reporting person is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended ("Section 16"), or for any other purpose. The Reporting Persons affirmatively disclaim being a "group" for purposes of Section 16.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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