

RESEARCH FRONTIERS INC
Form S-8
January 19, 2012

As filed with the Securities and Exchange Commission on January 19, 2012
Reg. No. 333-80575

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-8
REGISTRATION STATEMENT UNDER
THE SECURITIES ACT OF 1933

Research Frontiers Incorporated
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
incorporation or organization)

11-2103466
(I.R.S. Employer
Identification No.)

240 Crossways Park Drive, Woodbury, New York 11797
(Address of Principal Executive Offices) (Zip Code)

2008 Equity Incentive Plan
(Full title of the Plan)

Joseph M. Harary, President and CEO
Research Frontiers Incorporated
240 Crossways Park Drive
Woodbury, New York 11797
(Name and address of agent for service)

(516) 364-1902
(Telephone number, including area code, of agent for service)

With a copy to:

Seth Van Voorhees
Vice President and CFO
Research Frontiers Incorporated
240 Crossways Park Drive
Woodbury, New York 11797

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. (Check one):

Large accelerated filer
Non-accelerated filer

Accelerated filer
Smaller reporting company

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CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered	Proposed maximum offering price per share(1)	Proposed maximum aggregate offering price (1)	Amount of Registration fee
Common Stock \$.0001 par value	750,000	\$3.58	\$2,685,000.00	\$307.70

(1) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(h) under the Securities Act of 1933 based upon the average of (1) the actual exercise price of the Company's Common Stock for options which have already been granted pursuant to the Plan registered hereunder which have not previously been registered, and (2) the high and low trading prices of the Company's Common Stock as reported on the Nasdaq Stock Market on January 18, 2012 for options which are available for issuance pursuant to the Plan registered hereunder which have not previously been registered.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Registration of Additional Securities

At the Company's Annual Meeting of Stockholders held on June 9, 2011, the stockholders of the Company approved an amendment to the Company's 2008 Equity Incentive Plan which increased the number of shares of Common Stock issuable thereunder by 750,000 shares. The contents of the Registration Statement on Form S-8 (Reg. No. 333-159094) which was filed by Research Frontiers Incorporated with the Securities and Exchange Commission on May 8, 2009 is incorporated herein by reference to register the herein described options.

Item 5. Interests of Named Experts and Counsel.

The legality of the securities offered hereby has been passed upon by the law firm of Duane Morris LLP. Victor F. Keen, a Director of the Company and Of Counsel to Duane Morris LLP owns 293,639 shares of the Company's Common Stock directly, 48,160 shares of Common Stock in his IRA, and holds options and warrants to purchase 67,500 shares of the Company's Common Stock.

Item 8. Exhibits.

4	Amendment to 2008 Equity Incentive Plan.
5	Opinion of counsel re: legality
23.1	Independent Registered Public Accounting Firms' Consent
23.2	Consent of counsel (included in Exhibit 5 above) Page 2 of 3 Pages

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Woodbury, State of New York on this 19 day of January, 2012.

RESEARCH FRONTIERS INCORPORATED
(Registrant)

By: /s/ Joseph M. Harary
Joseph M. Harary, President and CEO
(Principal Executive Officer)

By: /s/ Seth Van Voorhees
Seth Van Voorhees, Vice President-Business
Development and CFO
(Principal Financial and
Accounting Officer)

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

Signature	Title	Date
/s/ Robert L. Saxe Robert L. Saxe	Chairman of the Board and Director	January 19, 2012
/s/ Joseph M. Harary Joseph M. Harary (Principal Executive Officer)	Director, President and CEO	January 19, 2012
/s/ John H. Derby John H. Derby	Director	January 19, 2012
/s/ Gregory G. Grimes Gregory G. Grimes	Director	January 19, 2012
/s/ M. Philip Guthrie M. Philip Guthrie	Director	January 19, 2012
/s/ Richard Hermon-Taylor Richard Hermon-Taylor	Director	January 19, 2012
/s/ Victor F. Keen Victor F. Keen	Director	January 19, 2012
/s/ Seth Van Voorhees Seth Van Voorhees (Principal Financial and Accounting Officer)	Vice President-Business Development and CFO	January 19, 2012

