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RESEARCH FRONTIERS INC  
Form 8-K  
August 28, 2006

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SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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FORM 8-K

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CURRENT REPORT

PURSUANT TO SECTION 13 OR 15 (d)  
OF THE SECURITIES EXCHANGE ACT OF 1934

DATE OF REPORT (DATE OF EARLIEST EVENT REPORTED): August 28, 2006

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RESEARCH FRONTIERS INCORPORATED  
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

DELAWARE	1-9399	11-2103466
(STATE OR OTHER JURISDICTION OF INCORPORATION)	(COMMISSION FILE NUMBER)	(IRS EMPLOYER IDENTIFICATION NO.)

240 CROSSWAYS PARK DRIVE  
WOODBURY, NEW YORK 11797-2033  
(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES AND ZIP CODE)

REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE: (516) 364-1902

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 (see General Instruction A.2. below):

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 1.01. ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT.

On August 28, 2006, Research Frontiers Incorporated issued a press release announcing that it had raised \$2 million from the sale of 515,462 shares of common stock, pursuant to its outstanding shelf registration statement on Form S-3 (Registration No.333-133858) that was declared effective by the Securities and Exchange Commission on May 25, 2006. The information contained in the press release dated

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August 28, 2006 is incorporated herein by reference and filed as Exhibit 99.1 hereto.

On August 28, 2006, Research Frontiers Incorporated filed the prospectus supplement relating to the issuance and sale of 515,462 shares of common stock, with the Securities and Exchange Commission. In connection with that filing, Research Frontiers is filing the related form of Subscription Agreement that the Company entered into with the purchasers as Exhibit 1.1 to this current report on Form 8-K.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

(c) Exhibits.

1.1 Form of Subscription Agreement dated August 21, 2006.

99.1 The Registrant's Press Release dated August 28, 2006.

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.

RESEARCH FRONTIERS INCORPORATED

Dated: August 28, 2006

/s/ Joseph M. Harary

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By: Joseph M. Harary

Title: President