

RESEARCH FRONTIERS INC  
Form 10-Q  
August 07, 2012

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 10-Q

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

For Quarter Ended June 30, 2012 Commission File No. 1-9399

RESEARCH FRONTIERS INCORPORATED  
(Exact name of registrant as specified in charter)

Delaware  
(State of incorporation or organization)

11-2103466  
(IRS Employer  
Identification No.)

240 Crossways Park Drive, Woodbury, N.Y.  
(Address of principal executive offices)

11797  
(Zip Code)

(516) 364-1902  
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes [ X ] No [ ]

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes [ X ] No [ ]

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 [ ] Accelerated filer [ X ]  
Non-accelerated filer [ ] Smaller reporting company [ ]

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes [ ] No [ X ]

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date: As of August 7, 2012, there were 19,496,782 shares of Common Stock outstanding with a par value \$0.0001 per share.

## RESEARCH FRONTIERS INCORPORATED

## Consolidated Balance Sheets

	June 30 2012 (Unaudited)	December 31 2011
<u>Assets</u>		
<u>Current assets:</u>		
Cash and cash equivalents	\$ 1,838,691	\$ 2,403,364
Short term investments	1,050,000	1,255,056
Royalty receivables, net of reserves of \$92,723 in both periods	537,251	334,050
Prepaid expenses and other current assets	50,962	169,634
Note receivable SPD Control Systems	--	150,000
<b>Total current assets</b>	<b>3,476,904</b>	<b>4,312,104</b>
Fixed assets, net	69,824	82,428
Deposits and other assets	22,605	22,605
<b>Total assets</b>	<b>\$ 3,569,333</b>	<b>\$ 4,417,137</b>
<u>Liabilities and Shareholders' Equity</u>		
<u>Current liabilities:</u>		
Accounts payable	\$ 174,451	\$ 96,146
Deferred revenue	156,250	25,000
Accrued expenses and other	142,585	188,793
<b>Total liabilities</b>	<b>473,286</b>	<b>309,939</b>
<u>Commitments and Contingencies</u>		
<u>Shareholders' equity:</u>		
Capital stock, par value \$0.0001 per share; authorized 100,000,000 shares, issued and outstanding 18,907,555 and 18,544,355 shares, respectively	1,891	1,854
Additional paid-in capital	89,095,313	88,513,630
Accumulated deficit	(86,001,157)	(84,408,286)
<b>Total shareholders' equity</b>	<b>3,096,047</b>	<b>4,107,198</b>
<b>Total liabilities and shareholders' equity</b>	<b>\$ 3,569,333</b>	<b>\$ 4,417,137</b>

See accompanying notes to consolidated financial statements.

## RESEARCH FRONTIERS INCORPORATED

## Consolidated Statements of Operations

(Unaudited)

	Six months ended		Three months ended	
	June 30, 2012	June 30, 2011	June 30, 2012	June 30, 2011
Fee income	\$ 933,406	\$ 284,848	\$ 450,828	\$ 140,407
Operating expenses	2,291,591	2,062,402	852,217	736,713
Research and development	869,390	739,060	391,652	327,088
Total Expenses	3,160,981	2,801,462	1,243,869	1,063,801
Operating loss	(2,227,575)	(2,516,614)	793,041	(923,394)
Net investment income	21,307	8,211	3,490	4,272
Loss before income tax benefit	\$ (2,206,268)	\$ (2,508,403)	\$ (789,551)	\$ (919,122)
Income tax benefit	613,397	--	--	--
Net loss	\$ (1,592,871)	\$ (2,508,403)	\$ (789,551)	\$ (919,122)
Basic and diluted Net loss per common share	\$ (.08)	\$ (.14)	\$ (.04)	\$ (.05)
Basic and diluted weighted average number of common shares outstanding	18,907,555	18,531,622	18,907,555	18,544,355

See accompanying notes to consolidated financial statements.

## RESEARCH FRONTIERS INCORPORATED

## Consolidated Statements of Cash Flows

(Unaudited)

	Six months ended	
	June 30, 2012	June 30, 2011
<b>Cash flows from operating activities:</b>		
Net loss	\$ (1,592,871)	\$ (2,508,403)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	17,122	19,569
Stock-based compensation	581,720	591,327
Recovery of uncollectible royalty receivable	--	(30,000)
Changes in assets and liabilities:		
Royalty receivables	(203,201)	300,021
Prepaid expenses and other assets	43,769	50,826
Deferred revenue	131,250	164,885
Accounts payable and accrued expenses	(32,097)	(80,590)
Net cash used in operating activities	(990,114)	(1,492,365)
<b>Cash flows from investing activities:</b>		
Purchase of fixed assets	(4,518)	(5,815)
Change in short term investments	205,056	(2,000,000)
Note receivable and interest on SPD Control Systems	224,903	--
Net cash provided by (used in) investing activities	425,441	(2,005,815)
<b>Cash flows from financing activities:</b>		
Net proceeds from the exercise of options or warrants	--	65,977
Net cash provided by financing activities	--	65,977
Net (decrease) increase in cash and cash equivalents	(564,673)	3,432,203
Cash and cash equivalents at beginning of year	2,403,364	6,957,544
Cash and cash equivalents at end of period	\$ 1,838,691	\$ 3,525,341

See accompanying notes to consolidated financial statements.

RESEARCH FRONTIERS INCORPORATED  
Notes to Consolidated Financial Statements  
June 30, 2012  
(Unaudited)

Basis of Presentation

The accompanying unaudited consolidated condensed financial statements have been prepared in accordance with U.S. generally accepted accounting principles ( GAAP ) for interim financial information and with the instructions to Rule 10-01 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by GAAP for complete financial statements. In the opinion of management, all adjustments considered necessary for a fair presentation have been included. All such adjustments are of a normal recurring nature. Operating results for the three and six months ended June 30, 2012 are not necessarily indicative of the results that may be expected for the fiscal year ending December 31, 2012. For further information, refer to the consolidated financial statements and footnotes thereto included in the Annual Report on Form 10-K relating to Research Frontiers Incorporated (the Company ) for the fiscal year ended December 31, 2011.

Business

Research Frontiers Incorporated ( Research Frontiers or the Company ) operates in a single business segment which is engaged in the development and marketing of technology and devices to control the flow of light. Such devices, often referred to as light valves or suspended particle devices (SPDs), use colloidal particles that are either incorporated within a liquid suspension or a film, which is usually enclosed between two sheets of glass or plastic having transparent, electrically conductive coatings on the facing surfaces thereof. At least one of the two sheets is transparent. SPD technology, made possible by a flexible light-control film invented by Research Frontiers, allows the user to instantly and precisely control the shading of glass/plastic manually or automatically. SPD technology has numerous product applications, including: SPD-Smart windows, sunshades, skylights and interior partitions for homes and buildings; automotive windows; sunroofs, sun-visors, sunshades, rear-view mirrors, instrument panels and navigation systems; aircraft windows; eyewear products; and flat panel displays for electronic products. SPD-Smart light control film is now being developed for, or used in, architectural, automotive, marine, aerospace and appliance applications.

The Company has historically utilized its cash and the proceeds from the sale of its investments to fund its research and development of SPD light valves, for marketing initiatives, and for other working capital purposes. The Company's working capital and capital requirements depend upon numerous factors, including the results of research and development activities, competitive and technological developments, the timing and cost of patent filings, and the development of new licensees and changes in the Company's relationships with its existing licensees. The degree of dependence of the Company's working capital requirements on each of the forgoing factors cannot be quantified; increased research and development activities and related costs would increase such requirements; the addition of new licensees may provide additional working capital or working capital requirements, and changes in relationships with existing licensees would have a favorable or negative impact depending upon the nature of such changes. There can be no assurance that expenditures will not exceed the anticipated amounts or that additional financing, if required, will be available when needed or, if available, that its terms will be favorable or acceptable to the Company. Eventual success of the Company and generation of positive cash flow will be dependent upon the commercialization of products using the Company's technology by the Company's licensees and payments of continuing royalties on account thereof. To date, the Company has not generated sufficient revenue from its licensees to fund its operations.

Patent Costs

The Company expenses costs relating to the development or acquisition of patents due to the uncertainty of the recoverability of these items.

Revenue Recognition

The Company has entered into a number of license agreements covering its light-control technology. The Company receives minimum annual royalties under certain license agreements and records fee income on a ratable basis each quarter. In instances when sales of licensed products by its licensees exceed minimum annual royalties, the Company recognizes fee income as the amounts have been earned. Certain of the fees are accrued by, or paid to, the Company in advance of the period in which they are earned resulting in deferred revenue. Such excess amounts are recorded as deferred revenue and recognized into income in future periods as earned.

Fee Income

Fee income represents amounts earned by the Company under various license and other agreements relating to technology developed by the Company. During the first six months of 2012, five licensees of the Company accounted for approximately 69%, 5%, 5%, 4% and 3%, respectively, of fee income recognized during such period. During the first six months of 2011, five licensees of the Company accounted for approximately 18%, 18%, 16%, 11% and 9%, respectively, of fee income recognized during such period.

Stock-Based Compensation

GAAP requires that all stock-based compensation be recognized as an expense in the financial statements and that such costs be measured at the fair value of the award.

No options were granted during the first six months of 2011. On March 1, 2012, the Company granted options covering 30,000 shares to a consultant. These options vest ratably over the next 24 months and are marked to market quarterly using the Black Scholes method. During the six and three months ended June 30, 2012, \$8,891 and \$6,334 were respectively charged to operations reflecting the fair value of the options using the Black Scholes method with the following assumptions:

Risk free interest rate	1.1%
Option Life	5 years
Volatility	73%

During the first six months ended June 30, 2012, the Company granted 363,200 shares of common stock to its directors and employees. All of the 96,500 granted to the directors, as well as 5,100 shares granted to employees, vested immediately upon grant. The remaining 261,600 shares issued to employees vest ratably over the 36 months following grant. The market value per share on the date of grant was \$3.38. In connection with these grants, as well as prior grants that are not yet fully vested, the Company charged \$608,634 and \$531,507 to operations during the six months ended June 30, 2012 and 2011 and \$132,610 and \$94,153 during the three months ended June 30, 2012 and 2011.

The Company also granted 175,000 warrants at an exercise price of \$6.00 to consultants during 2009. These warrants vest ratably over 59 months. These warrants are valued at fair value at the time that the related services are provided using the Black-Scholes method and marked to market quarterly using the Black Scholes method in connection with these warrants. The Company incurred a (benefit) charge of (\$35,805), and \$59,820 during the six months ended June 30, 2012 and 2011, respectively and (\$21,105) and \$22,196 during the three months ended June 30, 2012.

As of June 30, 2012, remaining unamortized compensation costs in connection with these grants and warrants was \$1,155,895 which will be recognized over the next 30 month period.

#### Income Taxes

Since inception, the Company has incurred losses from operations and as a result has not recorded income tax expense. Benefits related to net operating loss carryforwards and deferred items have been fully reserved since it was not more likely than not that the Company would achieve profitable operations.

The Company applied for state research and development refundable credits for the years ended December 31, 2006 through 2009. In April 2012, the Company received \$613,397 relating to these credits for the years 2006 through 2009, which is reflected as income tax benefit in the accompanying statement of operation. The Company currently does not expect to collect additional credits for subsequent years. In addition, \$61,340 is included in operating expenses on the accompanying statement of operation as of June 30, 2012 relating to professional fees to be paid associated with securing these refundable credits.

#### Equity

During the first six months of 2012 the Company did not receive any proceeds in connection with the exercises of outstanding options and warrants. During the first six months of 2011 the Company received proceeds of \$65,977 in connection with the exercises of outstanding options and warrants.

#### Treasury Stock

The Company did not repurchase any of its stock during the six months ended June 30, 2012 or June 30, 2011.

#### Investments

The Company classifies investments in marketable securities as trading, available-for-sale or held-to-maturity at the time of purchase and periodically re-evaluates such classifications. Trading securities are carried at fair value, with unrealized holding gains and losses included in earnings. Held-to-maturity securities are recorded at cost and are adjusted for the amortization or accretion of premiums or discounts over the life of the related security. Unrealized holding gains and losses on available-for-sale securities are excluded from earnings and are reported as a separate component of accumulated other comprehensive income (loss) until realized. In determining realized gains and losses, the cost of securities sold is based on the specific identification method. Interest and dividends on the investments are accrued at the balance sheet date. At June 30, 2012, all investments were classified as held to maturity and consisted of the following:

## Certificate of Deposit:

Investments	Maturity	Value of Held to Maturity Investments (based on cost)
Amount	Date	
\$ 250,000	9-29-12	\$ 250,000
\$ 300,000	10-6-12	\$ 300,000
\$ 500,000	12-29-12	\$ 500,000
		\$ 1,050,000

Note Receivable from SPD Control Systems

On May 9, 2007, the Company began participating in the funding of the ongoing development of automotive controllers by SPD Control Systems Corp., a licensee of the Company. This development work is to produce the electronic controllers to operate SPD-Smart automotive windows and glass roof systems for one or more of the top five automotive makers in the world. The Company's funding of this project is reflected in the form of a senior secured convertible promissory note (the Note) of SPD Control Systems Corp. held by Research Frontiers wholly-owned subsidiary, SPD Enterprises Inc. The note bore interest at 10% per annum, was secured by all of the assets (including intellectual property) of SPD Control Systems. The Note provided for funding of up to \$150,000 by SPD Enterprises based upon the achievement of certain development milestones by SPD Control Systems. As part of a broader agreement between SPD Control Systems and the Company, effective as of May 9, 2010, the maturity date of this Note was extended to May 9, 2012 and the applicable conversion price for the Note was specified as \$0.25 per share of SPD Control Systems stock through May 9, 2012 and \$0.10 per share thereafter. On March 30, 2012 SPD Control Systems paid Research Frontiers \$224,903 in full payment of the principal and accrued interest on the note.

Subsequent Event

On July 30, 2012 a group of accredited investors purchased approximately \$1.75 million of common stock in the Company. These investors received 589,227 shares of Research Frontiers common stock at a price of \$2.97 per share which was the closing market price of Research Frontiers stock on July 30, 2012, the day the transaction was priced. In addition, the investors in this stock offering received 117,846 five-year warrants to purchase Research Frontiers common stock at a price of \$4.45 per share. These securities were sold pursuant to Research Frontiers' effective shelf-registration statement filed with the SEC.

Fair Value Measurements

We value financial instruments using a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value. These tiers include: Level 1, defined as observable inputs such as quoted prices in active markets for identical assets or liabilities; Level 2, defined as inputs other than quoted prices for similar assets or liabilities in active markets that are either directly or indirectly observable; and Level 3, defined as unobservable inputs in which little or no market data exists, therefore requiring an entity to develop its own assumptions.

Financial assets accounted for at fair value on a recurring basis at June 30, 2012 include cash, cash equivalents and short term investments of approximately \$2.9 million. The carrying value of these assets approximates fair value due to the short term maturity of these instruments.

### **Management's Discussion and Analysis of Financial Condition and Results of Operations**

Critical Accounting Policies

The following accounting policies are important to understanding our financial condition and results of operations and should be read as an integral part of the discussion and analysis of the results of our operations and financial position. For additional accounting policies, see note 2 to our consolidated financial statements, "Summary of Significant Accounting Policies," filed with our Form 10-K for December 31, 2011.



The Company has entered into a number of license agreements covering potential products using the Company's SPD technology. The Company receives minimum annual royalties under certain license agreements and records fee income on a ratable basis each quarter. In instances when sales of licensed products by its licensees exceed minimum annual royalties, the Company recognizes fee income as the amounts have been earned. Certain of the fees are accrued by, or paid to, the Company in advance of the period in which they are earned resulting in deferred revenue.

The Company expenses costs relating to the development or acquisition of patents due to the uncertainty of the recoverability of these items.

All of our research and development costs are charged to operations as incurred. Our research and development expenses consist of costs incurred for internal and external research and development. These costs include direct and indirect overhead expenses.

The Company has historically used the Black-Scholes option-pricing model to determine the estimated fair value of each option grant. The Black-Scholes model includes assumptions regarding dividend yields, expected volatility, expected lives, and risk-free interest rates. These assumptions reflect our best estimates, but these items involve uncertainties based on market conditions generally outside of our control. As a result, if other assumptions had been used in the current period, stock-based compensation expense could have been materially impacted. Furthermore, if management uses different assumptions in future periods, stock-based compensation expense could be materially impacted in future years.

On occasion, the Company may issue to consultants either options or warrants to purchase shares of common stock of the Company at specified share prices. These options or warrants may vest based upon specific services being performed or performance criteria being met. In accounting for equity instruments that are issued to other than employees for acquiring, or in conjunction with selling, goods or services, the Company would be required to record consulting expenses based upon the fair value of such options or warrants (determined using a Black-Scholes option pricing model) on the earlier of the service period or the period that such options or warrants vest.

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements, and reported amounts of revenues and expenses during the reporting periods. Actual results could differ from these estimates. An example of a critical estimate is the full valuation allowance for deferred taxes that was recorded based on the uncertainty that such tax benefits will be realized in future periods.

## **Results of Operations**

### ***Six month periods ended June 30, 2012 and 2011***

The Company's fee income from licensing activities for the six months ended June 30, 2012 was \$933,406, as compared to \$284,848 for the six months ended June 30, 2011. Most of the increase in fee income during this period was a result of higher product sales in the automotive market from one of our licensees. This licensee's sales levels exceeded its minimum annual royalty levels under its license agreement thereby resulting in the amount of royalty fee income of \$646,724 being recognized as additional fee income for the six months ended June 30, 2012.

Certain license fees, which are paid to the Company in advance of the accounting period in which they are earned resulting in the recognition of deferred revenue for the current accounting period, will be recognized as fee income in future periods. Also, licensees may offset some or all of their royalty payments on sales of licensed products for a given period by applying these advance payments towards such earned royalty payments. Because the Company's license agreements typically provide for the payment of royalties by a licensee on product sales within 45 days after the end of the quarter in which a sale of a licensed product occurs (with some of the Company's more recent license agreements providing for payments on a monthly basis), and because of the time period which typically will elapse between a customer order and the sale of the licensed product and installation in a home, office building, automobile, aircraft, boat, or any other product, there could be a delay between when economic activity between a licensee and its customer occurs and when the Company is paid its royalty resulting from such activity.

Operating expenses increased by \$229,189 for the six months ended June 30, 2012 to \$2,291,591 from \$2,062,402 for the six months ended June 30, 2011. This increase was the result of higher payroll and related costs (\$238,000) plus higher professional fees (\$66,000) and patent costs (\$14,000) partially offset by lower marketing (\$101,000). Included in operating expenses are \$507,000 and \$535,000 of non-cash compensation charges for the first six months 2012 and 2011, respectively relating to common stock and options granted to directors, employees and consultants.

Research and development expenditures increased by \$130,330 to \$869,390 for the six months ended June 30, 2012 from \$739,060 for the six months June 30, 2011. This increase was principally the result of higher payroll and related costs (\$98,000) as well as higher materials and project costs (\$22,000) and higher allocated insurance costs (\$12,000). Included in research and development expenses are \$74,000 and \$57,000 of non cash compensation charges for the three months ended June 30, 2012 and 2011, respectively.

The Company's net investment income for the six months ended June 30, 2012 was \$21,307 as compared to \$8,211 for the six months ended June 30, 2011. This difference was primarily due to interest earned on: (i) invested balances, and (ii) the interest on the Note from SPD Control Systems.

The Company recorded an income tax benefit of \$613,397 for the six months ended June 30, 2012. This benefit results from state research and development refundable credits that the Company applied for related to the years ended December 31, 2006, 2007, 2008 and 2009. No income tax benefit or expense was recorded for the six months ended June 30, 2011.

As a consequence of the factors discussed above, the Company's net loss was \$1,592,871 (\$0.08 per common share) for the six months ended June 30, 2012 as compared to \$2,508,403 (\$0.14 per common share) for the six months ended June 30, 2011.

### ***Three month periods ended June 30, 2012 and 2011***

The Company's fee income from licensing activities for the three months ended June 30, 2012 was \$450,828, as compared to \$140,407 for the three months ended June 30, 2011. Most of the increase in fee income during this period was a result of higher product sales in the automotive market from one of our licensees.

Certain license fees, which are paid to the Company in advance of the accounting period in which they are earned resulting in the recognition of deferred revenue for the current accounting period, will be recognized as fee income in future periods. Also, licensees may offset some or all of their royalty payments on sales of licensed products for a given period by applying these advance payments towards such earned royalty payments. Because the Company's license agreements typically provide for the payment of royalties by a licensee on product sales within 45 days after the end of the quarter in which a sale of a licensed product occurs (with some of the Company's more recent license agreements providing for payments on a monthly basis), and because of the time period which typically will elapse between a customer order and the sale of the licensed product and installation in a home, office building, automobile, aircraft, boat, or any other product, there could be a delay between when economic activity between a licensee and its customer occurs and when the Company is paid its royalty resulting from such activity.

Operating expenses increased by \$115,404 for the three months ended June 30, 2012 to \$852,217 from \$736,713 for the three months ended June 30, 2011. This increase was the result of higher payroll (\$133,000) and patent (\$35,000) costs partially offset by lower director expenses (\$17,000) and professional fees (\$11,000). Included in operating expenses are \$83,000 and \$91,000 of non-cash compensation charges for the three months ended June 30, 2012 and 2011, respectively relating to common stock and options granted to directors, employees and consultants.

Research and development expenditures increased by \$64,564 to \$391,652 three months ended June 30, 2012 from \$327,088 for the three months ended June 30, 2011. This increase was principally the result of higher payroll and non-cash compensation changes of (\$45,000) as well as higher allocated insurance costs (\$16,000). Included in research and development expenses are \$34,000 and \$26,000 of non-cash stock and option compensation charges for the three months ended June 30, 2012 and 2011, respectively relating to common stock and options granted to employees.

The Company's net investment income for the three months ended June 30, 2012 was \$3,490, as compared to net investment income of \$4,272 for the three months ended June 30, 2011. This difference was primarily due to lower cash balance available for investments.

As a consequence of the factors discussed above, the Company's net loss was \$789,551 (\$0.04 per common share) for the three months ended June 30, 2012 as compared to \$919,122 (\$0.05 per common share) for the three months ended June 30, 2011.

#### **Financial Condition, Liquidity and Capital Resources**

The Company has primarily utilized its cash and the proceeds from its investments to fund its research and development, for marketing initiatives, and for other working capital purposes. The Company's working capital and capital requirements depend upon numerous factors, including, but not limited to, the results of research and development activities, competitive and technological developments, the timing and costs of patent filings, and the development of new licensees and changes in the Company's relationship with existing licensees. The degree of dependence of the Company's working capital requirements on each of the foregoing factors cannot be quantified; increased research and development activities and related costs would increase such requirements; the addition of new licensees may provide additional working capital or working capital requirements, and changes in relationships with existing licensees would have a favorable or negative impact depending upon the nature of such changes.

During the first six months of 2012, the Company's cash and cash equivalents balance decreased by \$564,673 principally as a result of cash used for operations of \$990,114. At June 30, 2012, the Company had working capital of \$3,003,618 and total shareholders' equity of \$3,096,047.

On July 30, 2012, a group of accredited investors invested approximately \$1.75 million of common stock in the Company. The investors received 589,227 shares of Research Frontiers common stock at a price of \$2.97 per share which was the closing market price of Research Frontiers stock on July 30, 2012, the day the transaction was priced. In addition, the investors in this stock offering received 117,846 five-year warrants to purchase Research Frontiers common stock at a price of \$4.45 per share. These securities were sold pursuant to Research Frontiers' effective shelf-registration statement filed with the SEC.

The Company expects to use its cash to fund its research and development, its expanded marketing initiatives, and for other working capital purposes. The Company's working capital and capital requirements depend upon numerous factors, including the results of research and development activities, competitive and technological developments, the timing and cost of patent filings, the development of new licensees and changes in the Company's relationships with its existing licensees. The degree of dependence of the Company's working capital requirements on each of the foregoing factors cannot be quantified; increased research and development activities and related costs would increase such requirements; the addition of new licensees may provide additional working capital or working capital requirements, and changes in relationships with existing licensees would have a favorable or negative impact depending upon the nature of such changes. Based upon existing levels of cash expenditures, existing cash reserves and budgeted revenues, as well as the funding described above, the Company believes that it would not require additional funding until the second quarter of 2014. There can be no assurance that expenditures will not exceed the anticipated amounts or that additional financing, if required, will be available when needed or, if available, that its terms will be favorable or acceptable to the Company. Eventual success of the Company and generation of positive cash flow will be dependent upon the extent of commercialization of products using the Company's technology by the Company's licensees and payments of continuing royalties on account thereof.

**Item 3. Quantitative and Qualitative Disclosures About Market Risk**

The information required by Item 3 has been disclosed in Item 7A of the Company's Annual Report on Form 10-K for the year ended December 31, 2011. There has been no material change in the disclosure regarding market risk.

**Item 4. Controls and Procedures**

**Evaluation of Disclosure Controls and Procedures**

Our disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) of the Exchange Act, are designed to ensure that information required to be disclosed in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the SEC. We designed our disclosure controls and procedures to ensure that information required to be disclosed in the reports that we file or submit under the Exchange Act is accumulated and communicated to our management, including our principal executive and principal financial officer, to allow timely decisions regarding required disclosure. Our chief executive officer and chief financial officer, with assistance from other members of our management, have reviewed the effectiveness of our disclosure controls and procedures as of June 30, 2012, and, based on their evaluation, have concluded that our disclosure controls and procedures were effective.

**Changes in Internal Control Over Financial Reporting**

There were no changes in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) of the Exchange Act) during the three months ended June 30, 2012 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

**Forward-Looking Statements**

The information set forth in this Report and in all publicly disseminated information about the Company, including the narrative contained in Management's Discussion and Analysis of Financial Condition and Results of Operations above, includes forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended, and is subject to the safe harbor created by that section. Readers are cautioned not to place undue reliance on these forward-looking statements as they speak only as of the date hereof and are not guaranteed.

PART II. OTHER INFORMATION

Item 6. Exhibits

- 31.1 Rule 13a-14(a)/15d-14(a) Certification of Joseph M. Harary - Filed herewith.
- 31.2 Rule 13a-14(a)/15d-14(a) Certification of Seth L. Van Voorhees - Filed herewith.
- 32.1 Section 1350 Certification of Joseph M. Harary - Filed herewith.
- 32.2 Section 1350 Certification of Seth L. Van Voorhees - Filed herewith.
- 101.INS XBRL Instance Document
- 101.SCH XBRL Taxonomy Extension Schema Document
- 101.CAL XBRL Taxonomy Extension Calculation Linkbase
- 101.DEF XBRL Taxonomy Extension Definition Linkbase Document
- 101.LAB XBRL Taxonomy Extension Label Linkbase Document
- 101.PRE XBRL Taxonomy Extension Presentation Linkbase Document

**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 thereunder duly authorized.

RESEARCH FRONTIERS INCORPORATED  
(Registrant)

/s/ Joseph M. Harary  
Joseph M. Harary, President, CEO and Treasurer  
(Principal Executive)

/s/ Seth L. Van Voorhees  
Seth L. Van Voorhees, Vice President, CFO and Treasurer  
(Principal Financial and Accounting Officer)

Date: August 7, 2012