

EMERGING VISION INC  
Form 10-K/A  
April 29, 2011

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

FORM 10-K/A  
Amendment No. 1 to Form 10-K

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

For the fiscal year ended: December 31, 2010

Commission file number: 1-14128

EMERGING VISION, INC.  
(Exact name of Registrant as specified in its Charter)

NEW YORK  
(State or other jurisdiction of incorporation or organization)

11-3096941  
(I.R.S. Employer Identification No.)

520 Eighth Avenue, 23rd Floor  
New York, NY 10018  
(Address and Zip Code of Principal Executive Offices)

Registrant's telephone number, including area code: (646) 737-1500

Securities registered pursuant to Section 12(b) of the Act: None

Securities registered pursuant to Section 12(g) of the Act: Common Stock, par value \$0.01 per share

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act:  
Yes\_\_ No X

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act:  
Yes\_\_ No X

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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

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

No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in the definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a 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

The aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was last sold as of June 30, 2010, was \$4,707,769.

Number of shares outstanding as of March 31, 2011:

125,392,806 shares of Common Stock, par value \$0.01 per share

EXPLANATORY NOTE

We are filing this Amendment No. 1 to our Annual Report on Form 10-K for the fiscal year ended December 31, 2010 for the purposes of filing the information required to be disclosed pursuant to Part III of Form 10-K. This Form 10-K/A does not reflect events occurring after the filing of the original Form 10-K. Except for the amendments described above, this Form 10-K/A does not modify or update the disclosure in our Annual Report on Form 10-K for the fiscal year ended December 31, 2010 originally filed with the Securities and Exchange Commission on March 31, 2011.

## PART III

## Item 10. Directors, Executive Officers and Corporate Governance

Our Board of Directors (the “BOD”) presently consists of six directors. The BOD is divided into two classes, designated as Class I and Class II, respectively. Directors of each Class are elected at the Annual Meeting of the Shareholders held in the year in which the term of such Class expires, and serve thereafter for two years, or until their respective successors are duly elected and qualified or their earlier resignation, removal from office, retirement or death. Dr. Alan Cohen, Mr. Jeffrey E. Kolton and Mr. Seymour G. Siegel presently serve as Class I Directors and were each elected to serve until his successor is elected and qualified. Mr. Joel L. Gold, Mr. Glenn Spina and Mr. Joseph Silver presently serve as Class II Directors and were each elected to serve until his successor is elected and qualified. Each of our officers was elected for terms extending until the first meeting of the BOD following the next Annual Meeting of Shareholders or until his successor is elected and qualified.

The following table sets forth the positions and offices presently held by each of our current directors and executive officers and their ages:

Name Age Position and Office Held

|                       |    |  |
|-----------------------|----|--|
| Alan Cohen, O.D.      | 60 | Chairman of the Board of Directors                             |
| Joel L. Gold          | 69 | Director   |
| Jeffrey E. Kolton     | 51 | Director   |
| Seymour G. Siegel     | 68 | Director   |
| Joseph Silver         | 65 | Director   |
| Glenn Spina           | 54 | Director, President and Chief Executive Officer                |
| Samuel Z. Herskowitz  | 40 | Chief Marketing Officer and President of Buying Group Division |
| Brian P. Alessi       | 35 | Chief Financial Officer, Treasurer and Secretary               |
| Dr. Nicholas Shashati | 51 | President – VisionCare of California, Inc. (“VCC”)             |

Dr. Alan Cohen has served as one of our directors since our inception; and, as of May 31, 2002, became our Chairman of the BOD. He also served as our Chief Operating Officer from 1992 until October 1995, when he became Vice Chairman of the BOD, and as our President, Chief Executive Officer and Chief Operating Officer from October 1998 through April 17, 2000, when he became President of our retail optical store division, which position Dr. Cohen resigned from on January 9, 2001. Dr. Cohen is part owner of Meadows Management, LLC (“Meadows”), which, until April 9, 2000, rendered consulting services to us. From 1974 to the present, Dr. Cohen has been engaged in the retail and wholesale optical business. For more than 10 years, Dr. Cohen has also been a director, principal shareholder and officer of CFO Group, Inc. (previously known as Cohen Fashion Optical, Inc.) and its affiliates (“CF”), which currently maintains its offices in New York City. Since January 15, 2001, Dr. Cohen has served as President of General Vision Services, LLC (“GVS”), and, since October 2003, has served as an officer of Vision World, LLC (“Vision World”), each of which currently maintains its principal offices in New York City. Dr. Cohen is a member of GVS and Vision World. GVS and Vision World also administer third party benefit programs similar to those being administered by the Company. See “Item 13. Certain Relationships and Related Transactions, and Director Independence.” Dr. Cohen is also an officer and a director of several privately held management and real estate companies and other businesses. Dr. Cohen graduated from the Pennsylvania School of Optometry in 1972, where he received a Doctor of Optometry degree. We believe that Dr. Cohen’s expertise and experience in the optical industry give him the qualifications and skills necessary to serve as one of our directors.

Joel L. Gold has served as one of our directors since December 1995. From October 2004 through the majority of fiscal 2010, Mr. Gold was the Head of Investment Banking at Andrew Garrett Inc. (“AGI”), an investment-banking firm located in New York City. From January 2000 until September 2004, he served as Executive Vice President of Investment Banking of Berry Shino Securities, Inc., an investment-banking firm also located in New York City. From January 1999 until December 1999, he was an Executive Vice President of Solid Capital Markets, an investment-banking firm also located in New York City. From September 1997 to January 1999, he served as a Senior Managing Director of Interbank Capital Group, LLC, an investment banking firm also located in New York City. From April 1996 to September 1997, Mr. Gold was an Executive Vice President of LT Lawrence & Co., and from March 1995 to April 1996, a Managing Director of Fechter Detwiler & Co., Inc., a representative of the underwriters for our initial public offering. Mr. Gold was a Managing Director of Furman Selz Incorporated from January 1992 until March 1995. From April 1990 until January 1992, Mr. Gold was a Managing Director of Bear Stearns and Co., Inc. (“Bear Stearns”). For approximately 20 years before he became affiliated with Bear Stearns, he held various positions with Drexel Burnham Lambert, Inc. He is currently a director, and serves on the Audit and Compensation Committees, of Best Energy Services Inc., an oil services company, and of Innovative Food Products, a marketer of specialty food items. We believe that Mr. Gold’s expertise and experience in the financial industry give him the qualifications and skills necessary to serve as one of our directors.

Jeffrey E. Kolton was elected as one of our directors on April 16, 2010. Mr. Kolton is currently a Principal member of Franchise Market Ventures, LLC, specializing in servicing franchise and hospitality companies. Mr. Kolton founded FRANdata Corporation in 1989, and from its inception through 2001, Mr. Kolton served as President of FRANdata Corporation, a leading franchise research firm serving over 2,500 clients within the franchise industry. From April 2003 through April 2006, Mr. Kolton was a Partner at Kaufmann, Gildin, Robbins & Oppenheim, LLP, a prominent franchise law firm in New York, focusing on mergers and acquisitions, and international franchise transactions. Mr. Kolton is a former Chairman of the Supplier Forum of the International Franchise Association (“IFA”), as well as a former member of the IFA’s Board of Directors. Mr. Kolton graduated with honors from Cornell University and the London School of Economics and Political Science. Mr. Kolton also received a law degree from the Georgetown University Law Center. Mr. Kolton is a member of the D.C., Maryland and Pennsylvania bars and is an ASA licensed sommelier. We believe that Mr. Kolton’s expertise and experience in the franchising business give him the qualifications and skills necessary to serve as one of our directors.

Seymour G. Siegel has served as one of our directors since July 2004. Mr. Siegel is a certified public accountant, inactive, and a principal in the Business Consulting Group of Rothstein, Kass & Company, P.C., an accounting and consulting firm. From 1974 to 1990 he was managing partner and founder of Siegel Rich and Co., P.C., CPAs, which merged into Weiser & Co., LLP where he was a senior partner. He formed Siegel Rich Inc. in 1994, which in April 2000 became a division of Rothstein, Kass & Company, P.C. Mr. Siegel has been a director, trustee and officer of numerous businesses, philanthropic and civic organizations. He has served as a director and member of the audit committees of Barpoint.com, Oak Hall Capital Fund, Prime Motor Inns Limited Partnership, Noise Cancellation Technologies, and Global Aircraft Solutions, Inc.. Mr. Siegel currently serves as a director and chairman of the audit committee of Hauppauge Digital, and Air Industries Group, Inc. We believe that Mr. Siegel’s business expertise and experience and his accounting background give him the qualifications and skills necessary to serve as one of our directors.

Joseph Silver was elected as one of our directors on April 16, 2010. Mr. Silver is currently the Senior Vice-President of, and Florida General Counsel to, The Trump Group, a multi-national company specializing in real estate and hotel development and operation, as well as various other businesses. From 1969 through 1984, Mr. Silver served as the Executive Vic-President of, and General Counsel to The Michael J. Swerdlow Companies, a firm specializing in complex real estate transactions and financing. From 1984 through 1991, Mr. Silver served as Executive Vice-President of, and General Counsel to, Donald J. Trump and The Trump Organization, an individual and company recognized as one of the world’s most successful developers and operators of real estate properties, hotels and casinos. From February 1992 through November 2002, Mr. Silver served in various executive capacities with the Company, including Executive Vice-President of Legal Affairs and General Counsel. From December 2002 through

November 2007, Mr. Silver served as Executive Vice-President of, and General Counsel to, Trump Dezer Development and its affiliates, real estate companies engaging in the development and operation of hotels and luxury condominiums. From December 2007 through February 2010, Mr. Silver was General Counsel to Aero Toy Store, LLC and its affiliates, a company reputed to be one of the world's largest dealer of high-end corporate aircraft. Mr. Silver graduated from the City College of New York, where he received a Bachelor of Business Administration Degree in Accounting. Mr. Silver also received a Juris Doctor Degree from Brooklyn Law School. Mr. Silver is a member of the Florida Bar under its Authorized House Counsel Rules and a member of the New York State Bar. We believe that Mr. Silver's expertise and experience in the optical industry and the governance and leadership skills he fostered as a practicing attorney give him the qualifications and skills necessary to serve as one of our directors.

Glenn Spina joined the Company in December 2009 and has since served as our President, Chief Executive Officer and one of our directors. Mr. Spina has had extensive experience in the optical industry dating back to 1980, when he began as an original owner and founding member of America's Best Contacts and Eyeglasses ("ABCE"), a retail optical chain that operated over 100 locations nationwide from Puerto Rico to Alaska. From 1983 through February 1990, Mr. Spina served as Western Regional President for ABCE. From March 1990 through July 1997, Mr. Spina served as President and Chief Operating Officer, and was a director of ABCE, until the sale of the Company in 1997. Mr. Spina was the Founder and President of The Bartimaeus Project, a world-wide non-profit organization, which brought the gift of sight to third world countries by providing free eye exams and prescription eyewear. From 2005 through 2008, Mr. Spina served as President and Chief Executive Officer of The Quasar Group, and from 2008 through 2009, Mr. Spina served as the Director of New Business Development for Millennia Holdings. Mr. Spina holds a Masters Degree from C.W. Post University. We believe that Mr. Spina's expertise and experience in the optical industry give him the qualifications and skills necessary to serve as one of our directors.

Samuel Z. Herskowitz joined us in January 1996 as Director of Operations of Insight Laser Centers, Inc. ("Insight"), one of our subsidiaries. Currently, Mr. Herskowitz serves as our Chief Marketing Officer and President of our Buying Group Division. From June 2007 through October 2010, Mr. Herskowitz served as the President of Franchise Division. From April 2002 through June 2007, Mr. Herskowitz served as one of our Chief Operating Officers. From 1996 to April 1997, Mr. Herskowitz served as the Director of Operations of Insight. In April 1997, Mr. Herskowitz became responsible for our corporate communications and, in January 1998, was appointed to the position of Director of Marketing and Advertising, in which position he served until April 1999, when he became our Vice President – Marketing and Advertising. Mr. Herskowitz received a Masters in Business Administration from Baruch College of the City University of New York.

Brian P. Alessi joined us as our Assistant Controller in October 2001. In February 2002, he was appointed as our Controller, and on March 24, 2004 was appointed as our Treasurer. On June 7, 2004, Mr. Alessi was appointed Chief Financial Officer and on November 19, 2008 was appointed as Secretary. From December 1999 through October 2001, Mr. Alessi was employed by Arthur Andersen LLP, where he provided audit, accounting and consulting services to small and mid-sized companies in various industries. From August 1997 through December 1999, Mr. Alessi was employed by Yohalem Gillman & Company LLP, where he provided audit and accounting services to small and mid-sized private companies, and tax services to individuals. Mr. Alessi graduated from the University of Miami, where he received a Bachelors of Business Administration degree in Accounting.

Dr. Nicholas Shashati has been our Director of Professional Services since July 1992 and, since March 1, 1998, the President of our wholly owned subsidiary, VCC. Dr. Shashati earned a Doctor of Optometry degree from Pacific University of California in 1984, and received a Bachelor of Visual Science degree from Pacific University and a Bachelor of Science degree in Biology from San Diego State University. Dr. Shashati is licensed as an optometrist in the States of New York, California, Arizona and Oregon. He is Chairperson for the Quality Assurance Committee of the Company, as well as a Practice Management Consultant.

There are no family relationships among any of our executive officers and directors.

## SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16 of the Exchange Act requires that reports of beneficial ownership of common shares and changes in such ownership be filed with the Securities and Exchange Commission by Section 16 “reporting persons,” including directors, certain officers, holders of more than 10% of the outstanding common shares and certain trusts of which reporting persons are trustees. We are required to disclose in this Annual Report each reporting person whom we know to have failed to file any required reports under Section 16 on a timely basis during the fiscal year ended December 31, 2010. To our knowledge, based solely on a review of copies of Forms 3, 4 and 5 filed with the Securities and Exchange Commission and written representations that no other reports were required, during the fiscal year ended December 31, 2010, our officers, directors and 10% stockholders complied with all Section 16(a) filing requirements applicable to them.

## CODE OF ETHICS

Our BOD adopted a Code of Ethics for our principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions. A copy of the Code of Ethics is posted on our website, [www.emergingvision.com](http://www.emergingvision.com). We intend to satisfy the disclosure requirements under Item 5.05(c) of Form 8-K regarding the amendment to, or waiver from, our Code of Ethics by posting such information on our website, [www.emergingvision.com](http://www.emergingvision.com).

## AUDIT COMMITTEE

The Audit Committee of the BOD is responsible for recommending independent accountants to the BOD, reviewing our financial statements with management and the independent accountants, making an appraisal of the audit effort and the effectiveness of our financial policies and practices and consulting with management and the independent accountants with regard to the adequacy of internal accounting controls. The Audit Committee operates under a formal charter adopted by the BOD that governs its duties and standards of performance. The Audit Committee charter is posted and can be obtained on our website at [www.emergingvision.com](http://www.emergingvision.com).

The members of the Audit Committee currently are Joel L. Gold, Jeffrey E. Kolton and Seymour G. Siegel. The BOD has determined that Seymour G. Siegel is an “audit committee financial expert,” as that term is defined in Item 407(d)(5) of Regulation S-K. The directors who serve on the Audit Committee are “independent” directors based on the definition in Listing Rule 5605(a)(2) of The Nasdaq Stock Market.

## Item 11. Executive Compensation

## Summary Compensation Table

The following table sets forth information concerning the total compensation for fiscal years 2010 and 2009 awarded to, earned by or paid to certain executive officers, including our Chief Executive Officer:

| Name and Principal Position  | Year | Salary    | Bonus (5) | All Other Compensation (5) | Total     |
|--|------|-----------|-----------|----------------------------|-----------|
| Glenn Spina, President and Chief Executive Officer (“CEO”) (1)                           | 2010 | \$250,000 | -         | \$ 8,000                   | \$258,000 |
|  | 2009 | \$21,000  | -         | \$ 1,000                   | \$22,000  |
| Christopher G. Payan, Former CEO (2)   | 2010 | \$-       | -         | \$ -                       | \$-       |
|  | 2009 | \$252,000 | -         | \$ 12,000                  | \$264,000 |
| Neil Glachman, Former President – Combine (3)  | 2010 | \$210,000 | \$-       | -                          | \$210,000 |
|  | 2009 | \$210,000 | \$50,000  | -                          | \$260,000 |
| Samuel Z. Herskowitz, Chief Marketing Officer and President of Buying Group Division (4) | 2010 | \$185,000 | -         | \$ 10,000                  | \$195,000 |
|  | 2009 | \$200,000 | -         | \$ 10,000                  | \$210,000 |

1. Mr. Spina became our President and CEO on December 1, 2009.
2. Mr. Payan served as our Chief Executive Officer through November 30, 2009, at which time his employment agreement expired.
3. Mr. Glachman served as the President of Combine through June 10, 2010, at which time we terminated his employment with us for “Cause” as defined in his employment agreement (described below). On June 14, 2010, Mr. Glachman notified us that the reasons for his termination were contested. We are currently continuing to pay Mr. Glachman’s salary in accordance with his employment agreement.
4. Mr. Herskowitz became President of the Buying Group Division on September 13, 2010.
5. Represents the bonus paid to Mr. Glachman for the year ended December 31, 2009.
6. Represents car allowances payments, and medical and dental reimbursements.

We entered into an Employment Agreement (the “Spina Employment Agreement”) with Glenn Spina, our current CEO, which began on December 1, 2009 and extends through November 2012. The Spina Employment Agreement provides for an annual salary of \$250,000 and certain other benefits. Additionally, Mr. Spina will also be eligible for annual bonus compensation of 5% of our EBITDA (earnings before interest, taxes, depreciations and amortization) of greater than \$2,000,000 during the associated fiscal year. During the year ended December 31, 2010, a bonus of \$50,000 was granted to Mr. Spina by our Board of Directors, which bonus was paid during the 1st quarter of 2011. No such bonus was earned for the year ended December 31, 2009. Additionally, subject to our shareholders approving the authorization of not less than 50,000,000 additional shares of Class A Common Stock (the “Shares”) at our next Annual Meeting of Shareholders, Mr. Spina was to be entitled to a non-qualified stock option pursuant to our 2006 Stock Incentive Plan (the “Plan”) to purchase 3,000,000 Shares (the “Stock Option”) having an exercise price equal to the fair market value of the Shares as of the date of the grant of the Stock Option. On April 22, 2010, our board of directors granted the Stock Option, subject to our shareholders approving the authorization of the Shares at our next Annual Meeting of Shareholders, which vests as follows: 1,000,000 shares on January 1, 2011, 1,000,000 shares on January 1, 2012 and 1,000,000 shares on January 1, 2013.



In the event the Spina Employment Agreement is terminated by us without Just Cause (as defined in the Spina Employment Agreement), Mr. Spina shall be entitled to (i) Base Compensation (as defined in the Spina Employment Agreement) for the lesser of (x) an amount equal to 6 months Base Compensation or (y) the number of months until the end of the Term and (ii) the Performance Bonus (as defined in the Spina Employment Agreement), if any, prorated for the year in which such termination occurs.

Additionally, in connection with the acquisition of Combine, we entered into a five-year Employment Agreement (the “Glachman Employment Agreement”) with Neil Glachman. The Glachman Employment Agreement provides for the payment of an annual salary of \$210,000, certain other benefits, and an annual bonus based upon certain financial targets of Combine. On June 10, 2010, we terminated Mr. Glachman’s employment with the Company for “Cause” as defined in the Glachman Employment Agreement. On June 14, 2010, Mr. Glachman notified us that the reasons for his termination were contested. We have continued to pay Mr. Glachman’s salary in accordance with the Glachman Employment Agreement. For the year ended December 31, 2009, a bonus of \$50,000 was paid to Mr. Glachman. No such bonus was earned for the year ended December 31, 2010.

On December 10, 2010, we entered into an agreement with Samuel Z. Herskowitz, our Chief Marketing Officer and President of our Buying Group Division (the “Herskowitz Agreement”). Pursuant to the Herskowitz Agreement, in the event Mr. Herskowitz’s employment is terminated by us for any reason other than for “Cause” (as defined in the Herskowitz Agreement), Mr. Herskowitz shall be entitled to severance payments in an amount equal to 6 months of his gross salary at the time of severance, but in no event shall such calculation be based on a gross salary less than Mr. Herskowitz’s current gross salary of \$200,000.

#### OUTSTANDING EQUITY AWARDS AT FISCAL YEAR-END

| Name                 | Option Awards   |   | Option Exercise Price | Option Expiration Date |
|----------------------|---|---|-----------------------|------------------------|
|                      | Number of Securities Underlying Unexercised Options Exercisable | Number of Securities Underlying Unexercised Options Unexercisable |                       |                        |
| Glenn Spina          | -   | 3,000,000   | \$0.10                | 11/30/2019             |
| Neil Glachman (1)    | 3,515,625   | -   | \$0.15                | 9/28/2016              |
| Samuel Z. Herskowitz | 1,841,180   | -   | \$0.14                | 12/30/2014             |
|                      | 37,500  | -   | \$0.33                | 4/26/2011              |

- On September 29, 2010, Mr. Glachman sent notice informing us that he was exercising his Put Right pursuant to his Option Agreement and demanded the associated payment of \$700,000. Due to the pending litigation with Mr. Glachman, we have not recognized the exercise.

On July 13, 2009, Mr. Payan and Mr. Brian Alessi, our Chief Financial Officer, elected to exercise their outstanding common stock options totaling 8,128,810 on a cash-less basis. Such options were converted into 3,059,618 shares of our common stock.

On December 15, 2009, we agreed with Mr. Alessi to, and effectuated the rescission of the exercise, by Mr. Alessi, of 920,590 common stock options. In connection therewith, we agreed with Mr. Alessi to rescind the exercise and reinstate and modify his stock option agreement to no longer allow for the cash-less exercise of such options. The other key provisions of his stock option agreement, including, but not limited to, the provisions relating to exercise price and expiration date, remained unchanged. As a result of such rescission transaction, our outstanding Common

Stock decreased by 346,502 shares.

On June 29, 2010, we agreed with Mr. Payan to, and effectuated the rescission of the exercise, by Mr. Payan, of 2,713,116 common stock options. In connection with the rescission transaction, we agreed with Mr. Payan to rescind the exercise, and reinstate and modify his stock option agreement to no longer allow for the cash-less exercise of such options. The other key provisions of his stock option agreement, including, but not limited to, the provisions relating to exercise price and expiration date, remained unchanged. As a result of such rescission transactions, our outstanding Common Stock decreased by 2,713,116 shares.

#### DIRECTOR COMPENSATION

| Name                  | Stock Awards (4) | Fees Earned or Paid in Cash | Total    |
|-----------------------|------------------|-----------------------------|----------|
| Alan Cohen, O.D.      | \$26,250         | \$26,000                    | \$52,250 |
| Joel L. Gold          | \$26,250         | \$26,000                    | \$26,000 |
| Jeffrey Kolton (1)    | \$26,250         | \$19,500                    | \$45,750 |
| Seymour G. Siegel (2) | \$26,250         | \$46,000                    | \$72,250 |
| Joseph Silver (3)     | \$26,250         | \$19,500                    | \$45,750 |

1. Mr. Kolton was appointed to the board of directors on April 12, 2010.
2. The fees reflected in the table above include an additional \$10,000 that Mr. Siegel received during 2010 in consideration for serving as Chairman of the Audit Committee, and an additional \$10,000 in consideration for serving as Lead Director on Corporate Governance.
3. Mr. Silver was appointed to the board of directors on April 12, 2010.
4. On April 22, 2010, the Compensation Committee (the "Committee") of the Board of Directors granted an aggregate of 750,000 stock options to our non-employee directors, all at an exercise price of \$0.10, which was the closing price on the date of grant. The stock options vested immediately and have a ten year term. However, the stock options are not exercisable until the approval by our shareholders of the authorization of a sufficient number of shares of common stock to enable the exercise and/or conversion of all options and derivative securities outstanding at the time the increase of shares is authorized.

Directors who are not employees or executive officers receive \$20,000 per annum, payable in equal, quarterly installments of \$5,000 and \$1,500 for each in person meeting, with no additional compensation for telephonic meetings or actions taken by written consent in lieu of a meeting. In the event that multiple meetings are held on the same day, directors will receive compensation for one meeting. Further, all directors are reimbursed for certain expenses in connection with their attendance at board and committee meetings.

Other than with respect to the reimbursement of expenses, directors who are employees or executive officers will not receive additional compensation for serving as a director.

The foregoing table represents the compensation provided to each of the persons who served as a director during 2010, except for Glenn Spina, our CEO. Mr. Spina did not receive any additional consideration for his service on the Board of Directors.



## Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

## I. COMMON STOCK:

The following table sets forth information, as of March 31, 2011, regarding the beneficial ownership of our common stock by: (i) each person known by us to be the beneficial owner of more than five percent of the outstanding shares of our common stock; (ii) each of our directors; (iii) each of our Named Executive Officers (as said term is defined in Item 402(a)(3) of Regulation S-K); and (iv) all directors and executive officers of the Company as a group, in each case, based on 125,392,806 total number of common stock outstanding as of that date.

| Name and Address of Beneficial Owner  | Amount and Nature of Beneficial Ownership | Percent of Class |
|---|---|------------------|
| Dr. Alan Cohen (a)<br>c/o General Vision Services<br>520 8th Avenue<br>New York, New York 10018 | 8,123,590 (1)                             | 6.4 %            |
| Neil Glachman (b)<br>17888 Fieldbrook Circle W.<br>Boca Raton, FL 33496                         | 3,515,625 (2)                             | 2.7 %            |
| Joel L. Gold (a)<br>874 East 9<br>Brooklyn, New York 11230                                      | 701,500 (3)                               | *                |
| Samuel Z. Herskowitz (b)<br>520 8th Avenue, 23rd Floor<br>New York, New York 10018              | 1,978,680 (4)                             | 1.6 %            |
| Horizons Investors Corp.<br>c/o Benito R. Fernandez<br>Box 221<br>Brooklyn, New York 11208      | 50,526,543 (5)                            | 40.3 %           |
| Jeffrey E. Kolton (a)<br>142 West End Avenue<br>New York, New York 10023                        | 150,000 (6)                               | *                |
| Harvey Ross<br>3140 Route 22 West<br>Somerville, New Jersey 08876                               | 21,239,436 (7)                            | 16.0 %           |
| Seymour G. Siegel (a)<br>c/o Rothstein Kass<br>1350 Avenue of the Americas, 15th Floor          | 575,000 (8)                               | *                |

New York, New York 10019

|   |            |      |      |   |
|---|------------|------|------|---|
| Joseph Silver (a)<br>7000 Island Blvd.<br>Aventura, Florida 33160             | 150,000    | (9)  | *    |   |
| Glenn Spina (a) (b)<br>520 8th Avenue, 23rd Floor<br>New York, New York 10018 | 3,000,000  | (10) | 2.3  | % |
| All directors and executive officers as a group (7 persons)                   | 15,599,360 | (11) | 11.7 | % |

\* less than 1%

(a) Director

(b) Named Executive Officer

- (1) Includes (i) the right to acquire 475,000 shares of Common Stock upon the exercise of presently exercisable, outstanding options, (ii) the right to acquire 150,000 shares of Common Stock upon the exercise of presently vested options not approved to be exercised as of the date hereof, and (iii) 26,700 shares owned by Dr. Cohen, as custodian for each of Erica and Nicole Cohen (Dr. Cohen's children, as to which Dr. Cohen disclaims beneficial ownership), but excludes 16,840,528 shares, in the aggregate, held in trust for Dr. Cohen's minor children, Erica, Nicole, Jaclyn and Gabrielle, as beneficiaries, in respect of which Dr. Cohen is not a trustee and has no dispositive or investment authority, and as to which he disclaims beneficial ownership.
- (2) Includes the right to acquire 3,515,625 shares of Common Stock upon the exercise of presently exercisable, outstanding options. On September 29, 2010, Mr. Glachman sent notice informing us that he was exercising his Put Right pursuant to his Option Agreement and demanded the associated payment of \$700,000. Due to the pending litigation with Mr. Glachman, we have not recognized the exercise.
- (3) Includes (i) 76,500 shares of Common Stock owned by Mr. Gold's children, (ii) the right to acquire 475,000 shares of Common Stock upon the exercise of presently exercisable, outstanding options, and (iii) the right to acquire 150,000 shares of Common Stock upon the exercise of presently vested options not approved to be exercised as of the date hereof, but excludes an additional 5,000 shares of Common Stock owned by Mr. Gold's wife, as to which Mr. Gold disclaims beneficial ownership.
- (4) Includes the right to acquire 1,878,680 shares of Common Stock upon the exercise of presently exercisable, outstanding options.
- (5) Includes shares of Common Stock owned by Horizons Investors Corp., a New York corporation principally owned by Benito R. Fernandez, a former director of the Company.
- (6) Represents the right to acquire 150,000 shares of Common Stock upon the exercise of presently vested options not approved to be exercised as of the date hereof.
- (7) Includes shares of Common Stock owned by Harvey Ross, a former director of the Company, and includes (i) the right to acquire 425,000 shares of Common Stock upon the exercise of presently exercisable, outstanding options and (ii) the right to cause Mr. Payan to exercise options to purchase 7,208,220 shares of Common Stock and assign such stock to Mr. Ross.
- (8) Represents (i) the right to acquire 425,000 shares of Common Stock upon the exercise of presently exercisable, outstanding options, and (ii) the right to 150,000 shares of Common Stock upon the exercise of presently vested options not approved to be exercised as of the date hereof.
- (9)

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Represents the right to acquire 150,000 shares of Common Stock upon the exercise of presently vested options not approved to be exercised as of the date hereof.

- (10) Represents the right to acquire 1,000,000, 1,000,000 and 1,000,000 shares of Common Stock upon the exercise of outstanding options that vest on January 1, 2011, January 1, 2012 and January 1, 2013, respectively, which shares have not been approved to be exercised as of the date hereof.
- (11) Includes (i) the right to acquire 4,174,270 shares of Common Stock upon the exercise of presently exercisable, outstanding options, (ii) the right to acquire 750,000 shares of Common Stock upon the exercise of presently vested options not approved to be exercised as of the date hereof, (iii) 26,700 shares owned by Dr. Cohen, as custodian for each of Erica and Nicole Cohen (as to which Dr. Cohen disclaims beneficial ownership), and (iv) 3,000,000 shares of Common Stock upon the exercise of outstanding options that vest in 1,000,000 increments on January 1, 2011, January 1, 2012 and January 1, 2013, respectively, but have not been approved to be exercised as of the date hereof. In accordance with Rule 13d-3(d)(1) under the Securities Exchange Act of 1934, as amended, the 4,174,270 shares of Common Stock for which our directors and executive officers, as a group, hold currently exercisable options, have been added to the total number of issued and outstanding shares of Common Stock solely for the purpose of calculating the percentage of such total number of issued and outstanding shares of Common Stock beneficially owned by such directors and executive officers as a group.

II. SENIOR CONVERTIBLE PREFERRED STOCK:

Set forth below is the name, address, stock ownership and voting power of each person or group of persons known by the Company to beneficially own more than 5% of the outstanding shares of its Senior Convertible Preferred Stock:

| Name   | Beneficial<br>Ownership | Percent of<br>Class |
|--|-------------------------|---------------------|
| Rita Folger<br>1257 East 24th Street<br>Brooklyn, NY 11210 | 0.74                    | (1) 100 %           |

- (1) These shares are convertible into an aggregate of 98,519 shares of Common Stock; and the holder thereof will be entitled to cast that number of votes at any meeting of shareholders.

III. EQUITY COMPENSATION PLAN INFORMATION:

The following provides certain information with respect to the Company's equity compensation plans as of December 31, 2010:

| Plan Category   | Number of securities to be issued upon exercise of outstanding options, warrants and rights | Weighted-average exercise price of outstanding options, warrants and rights | Number of securities remaining available for future issuance under equity compensation plans |
|---|---|---|--|
| Authorized by shareholders under the 1995 Stock Option Plan | 12,240,490  | \$ 0.15   | -  |

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|   |           |         |            |
|---|-----------|---------|------------|
| Authorized by shareholders under the 2006 Stock Option Plan | 4,690,625 | \$ 0.19 | 15,284,375 |
| Not authorized by shareholders                              | 1,480,885 | \$ 0.15 | -          |

Item 13. Certain Relationships and Related Transactions, and Director Independence

Cohen's Fashion Optical

Dr. Alan Cohen, our Chairman of its Board of Directors, and, together with his immediate family members, one of our significant shareholders, owns, operates, manages and/or is otherwise involved with other companies in the retail optical industry, which are in competition with our Sterling Stores and/or Combine Members, and may result in potential conflicts. Until March 1, 2008, Dr. Cohen and his brother Dr. Robert Cohen were officers and directors of and together with members of their immediate families, were the sole shareholders of Cohen Fashion Optical, Inc. ("CFO, Inc."), which company operated and franchised retail optical stores similar to Sterling Stores and Combine Member locations in the States of Connecticut, Florida, Massachusetts, New Hampshire, New Jersey, New York and Puerto Rico. Effective March 1, 2008, CFO, Inc. sold substantially all of its assets to Cohen Fashion Optical, LLC ("CFO, LLC"), a Kentucky limited liability company, which continues to operate and offer franchises for retail optical stores primarily under the name Cohen's Fashion Optical. Although, Dr. Alan Cohen does not own any interest in or participate in the management of CFO, LLC, Dr. Cohen is an executive officer and director of Real Optical, LLC and CFO Retail, Inc. (collectively "REAL"), and he and members of his immediate family are principal members and shareholders of said companies. REAL is a franchisee of CFO, LLC and operates retail optical stores in the States of Connecticut, Florida, New Jersey and New York similar to Sterling Stores and Combine Member locations. As of December 31, 2010, REAL was the franchisee of 16 Cohen's Fashion Optical stores, and was also managing an additional store on behalf of CFO, LLC.

General Vision Services and Vision World

Dr. Cohen is also an executive officer of, and he, together with members of his immediate family, are principal members of General Vision Services, LLC ("GVS") and Vision World, LLC ("Vision World"). GVS operates retail optical stores located in the New York metropolitan area. GVS does not offer franchises, however, in connection with the transaction between CFO LLC, and CFO, Inc., GVS agreed that all of its stores, including any stores to be opened in the future, would be operated as franchisees of CFO, LLC. As of December 31, 2010, GVS was the franchisee of CFO, LLC, and was operating 10 stores under the name General Vision Services. GVS and Vision World both solicit and administer third party benefit programs, which provides services under third party benefit plans administered by GVS and Vision World, to certain of our Sterling Stores. Such Sterling Stores pay a processing fee to GVS and Vision World to administer the processing of such third party insurance claims. We believe that the cost of such services were as favorable to the Sterling Stores as could be obtained utilizing an unrelated third party.

Further, in April 2010, Insight IPA of New York, Inc., our wholly owned subsidiary ("Insight IPA") and Insight Managed Vision Care, a division of ours ("Insight MVC") entered into an agreement with Vision World (the "Vision World Agreement"), pursuant to which Vision World has agreed to:

- to the extent that Insight IPA and Insight MVC have agreed with third party organizations to administer Managed Care Plans (i.e., to process and forward claims from providers for payment, respond to eligibility determinations and receive and distribute payments), perform such functions on behalf of Insight IPA and Insight MVC and, to collect and distribute payments to franchisees and our store operators who have entered into provider agreements with Insight IPA and/or Insight MVC ("Insight Providers");
- be responsible for the credentialing of all Insight Providers;



- provide support for Insight Providers to seek to resolve any issues, including requirements of applicable managed care plans and claim status; and
- allow certain of our franchisees and store operators (that are not Insight Providers) the opportunity to serve as providers for Vision World.

In exchange for its service as a third party administrator for the Insight Providers, the Vision World Agreement provides that Vision World shall be entitled to a processing fee of \$4.60 per claim submitted and collected by Vision World (the "Processing Fee") during the first year of the term. For each subsequent year of the term, Vision World will have the right, not more than once each year, to increase the Processing Fee, provided the amount of the increase may not exceed five 5% in any one year.

The Vision World Agreement also provides that, for each claim submitted and collected on behalf of our franchisees and store operators who elect to become Vision World providers, Vision World shall be entitled to an administrative fee of 25% of the amount collected on each such claim (the "Vision World Administration Fee"). Vision World is required to make monthly payments to us equal to 20% of the aggregate Vision World Administration Fees for each month of the Term.

The Vision World Agreement also provides for certain mutual indemnification obligations and each of the parties to the Vision World Agreement has made certain representations, as set forth in the Vision World Agreement.

The Vision World Agreement commenced on May 1, 2010 and shall continue until April 30, 2015, subject to earlier termination as set forth in the Vision World Agreement. The Vision World Agreement shall automatically renew for additional 5 year periods unless either party provides notice of termination at least 90 days prior to the expiration of any such 5 year period.

#### Optical Business Solutions

On January 31, 2007, we entered into a Software License Agreement with Optical Business Solutions, Inc. ("OBS"), to provide software for our new point-of-sale system. OBS is owned by current and former directors, who are also shareholders (including Dr. Alan Cohen). For the years ended December 31, 2010 and 2009, we paid OBS \$26,000 and \$17,000, respectively, related to the maintenance and technical support of such software.

#### Newtek Business Services

Our former Chief Executive Officer and director, Christopher Payan, served on the Board of Directors of Newtek Business Services, Inc. ("NBSI"), a company that provides various financial services to both small and mid-sized businesses. Additionally, Mr. Jeffrey Rubin, one of our directors from April 2008 through November 2009 and part of the Cohen Family, held a 12.5% interest in NBSI as of February 26, 2010. We utilize the bank and non-bank card processing services of one of NBSI's affiliated companies. For the year ended December 31, 2009, we paid approximately \$268,000 to such affiliate for such services provided. Additionally, through May 31, 2010, we utilized insurance administrative services of one of NBSI's affiliated companies, which brokered coverage of our Director and Officers Insurance Policy. For the year ended December 31, 2009, we paid American International Group, Inc. (AIG) approximately \$146,000, and for the five month period ended May 31, 2010, we paid AIG approximately \$46,000. No payments were made directly to that affiliate, however, the NBSI affiliate did receive a commission from AIG to broker the relationship. We believe that the cost of such services were as favorable to us as those which could have been obtained from an unrelated third party.

#### Transactions among the Company and Neil Glachman

In connection with the acquisition of Combine Optical Management Corporation (“COMC”), a company owned by Mr. Neil Glachman, we entered into a series of promissory notes with COMC. The promissory notes amounted to \$1,773,000 with \$498,000 paid in October 2007; \$300,000 paid in September 2008; \$250,000 paid in October 2009; \$225,000 due on October 1, 2010; and \$500,000 (with interest at 7% per annum) payable in sixty, equal monthly installments of \$9,900.60, which commenced on October 1, 2006. For the years ended December 31, 2010 and 2009, there was approximately \$19,000 and \$47,000, respectively, of interest expense. As of December 31, 2010 and 2009, there was \$336,000 and \$417,000, respectively, of related party obligations due under the terms of such promissory notes.

During 2010 and 2009, Combine members purchased contact lenses from Visus Formed Optics, a contact lens manufacturer that is partially owned by Mr. Glachman. For the years ended December 31, 2010 and 2009, the total cost of such contact lenses was approximately \$34,000 and \$46,000, respectively. We believe that the cost of such product was as favorable to Combine as those which could have been obtained from an unrelated third party.

During 2010 and 2009, Combine members purchased contact lenses from Ocular Insight, Inc., a contact lens distributor that is partially owned by Mr. Glachman. For the years ended December 31, 2010 and 2009, the total cost of such contact lenses was approximately \$11,000 and \$18,000, respectively. We believe that the cost of such product was as favorable to Combine as those which could have been obtained from an unrelated third party.

#### Director Independence

#### Board of Directors

Our Board of Directors is currently comprised of Dr. Alan Cohen, Mr. Joel L. Gold, Mr. Jeffrey E. Kolton, Mr. Seymour G. Siegel, Mr. Joseph Silver and Mr. Glenn Spina. Each of Messrs. Gold, Kolton, Siegel and Silver is currently an “independent director” based on the definition of independence in Listing Rule 5605(a)(2) of The Nasdaq Stock Market.

Item 14. Principal Accountant Fees and Services

The following information summarizes the fees paid or payable to Rosen Seymour Shapss Martin & Company LLP (“Rosen”), our independent auditors, for professional services rendered for the years ended December 31, 2010 and 2009.

Audit fees – Consist of professional services rendered for the audit of our annual financial statements and review of the interim financial statements included in the annual and quarterly reports, and other services that are normally provided by the independent auditors in connection with statutory and regulatory filings. For the years ended December 31, 2010 and 2009, such fees were approximately \$180,000 and \$180,900, respectively.

Audit-related fees – In addition to the fees described above, we paid Rosen \$34,400 and \$34,400 for services rendered during the year ended December 31, 2010 and 2009, respectively, related to our rescission transaction discussed in Item 11 and related to the review of our responses to the SEC comment letter.

Tax fees - We utilize a different accounting firm to prepare our consolidated federal and state tax returns in connection with IRS regulations. For the years ended December 31, 2010 and 2009, the fees billed to us for such services were \$41,000 and \$38,900, respectively.

All other fees – We were not billed for fees for any other services not described above during the years ended December 31, 2010 and 2009.

Policy on Audit Committee Pre-Approval of Audit and Permissible Non-Audit Services of Independent Auditor

The Audit Committee is responsible for the appointment, compensation and oversight of the work of the independent auditors and approves in advance any services to be performed by the independent auditors, whether audit-related or not. The Audit Committee reviews each proposed engagement to determine whether the provision of services is compatible with maintaining the independence of the independent auditors.



PART IV

Item 15. Exhibits and Financial Statement Schedules

EXHIBIT INDEX

Exhibit  
Number

(2.1) Asset Purchase Agreement, dated September 29, 2006, among Emerging Vision, Inc., COM Acquisition, Inc., Combine Optical Management Corp. and Neil Glachman (incorporated by reference to Exhibit 2.1 to the Company's Quarterly Report on Form 10-Q, dated November 14, 2006)

(2.2) Promissory Note, dated September 29, 2006, made payable by COM Acquisition, Inc. and Emerging Vision, Inc. to the order of Combine Optical Management Corp., in the original principal amount of \$1,273,000 (incorporated by reference to Exhibit 2.2 to the Company's Quarterly Report on Form 10-Q, dated November 14, 2006)

(2.3) Promissory Note, dated September 29, 2006, made payable by COM Acquisition, Inc. and Emerging Vision, Inc. to the order of Combine Optical Management Corp., in the original principal amount of \$500,000 (incorporated by reference to Exhibit 2.3 to the Company's Quarterly Report on Form 10-Q, dated November 14, 2006)

(2.4) Letter of Intent, dated as of May 23, 2007, by and among OG Acquisition, Inc., 757979 Ontario Inc. (d/b/a The Optical Group), Corowl Optical Credit Services, Inc. and Grant Osborne (Incorporated by reference to Exhibit 2.4 to the Company's Current Report on Form 8-K, dated May 31, 2007)

(3.1) Restated Certificate of Incorporation of Sterling Vision, Inc., filed on December 20, 1995 (incorporated by reference to Exhibit 3.1 to the Company's Annual Report on Form 10-K/A for the fiscal year ended December 31, 1995)

(3.2) Certificate of Amendment of the Certificate of Incorporation of Sterling Vision, Inc., filed on January 26, 2000 (incorporated by reference to Exhibit 3.3 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2002, Securities and Exchange Commission ("SEC") File Number 001-14128, Film Number 03630359)

(3.3) Certificate of Amendment of the Certificate of Incorporation of Sterling Vision, Inc., filed on February 8, 2000 (incorporated by reference to Exhibit 10.94 to the Company's Current Report on Form 8-K, dated February 8, 2000, SEC File Number 001-14128, Film Number 03630359)

(3.4) Certificate of Amendment of the Certificate of Incorporation of Sterling Vision, Inc., filed on February 10, 2000 (incorporated by reference to Exhibit 10.96 to the Company's Current Report on Form 8-K, dated February 8, 2000, SEC File Number 001-14128, Film Number 03630359)

(3.5) Certificate of Amendment of the Certificate of Incorporation of Sterling Vision, Inc., filed on April 17, 2000 (incorporated by reference to Exhibit 3.6 to the Company's Annual Report on Form 10-K for

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the fiscal year ended December 31, 2002, SEC File Number 001-14128, Film Number 03630359)

(3.6) Certificate of Amendment of the Certificate of Incorporation of Emerging Vision, Inc., filed on July 15, 2002 (incorporated by reference to Exhibit 3.7 to the Company's Annual Report on Form 10-K for the year ended December 31, 2002, SEC File Number 001-14128, Film Number 03630359)

(3.7) Amended and Restated By-Laws of Sterling Vision, Inc. dated December 18, 1995 (incorporated by reference to Exhibit 3.2 to the Company's Annual Report on Form 10-K/A for the fiscal year ended December 31, 1995)

(3.8) Second Amendment to Amended and Restated By-Laws of Emerging Vision Inc., (incorporated by reference to Exhibit 3.9 to the Company's Current Report in Form 8-K, dated May 24, 2004, SEC File Number 001-14128, Film Number 04866428)

(4.1) Specimen of Common Stock Certificate (incorporated by reference to Exhibit 4.1 to the Company's Registration Statement No. 33-98368)

(4.2) Form of Warrant issued to Subject Shareholders in connection with Settlement Agreements (incorporated by reference to Exhibit 4.8 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2003, SEC File Number 001-14128, Film Number 04717075)

(10.1) Sterling Vision, Inc.'s 1995 Stock Incentive Plan (incorporated by reference to Exhibit 10.2 to the Company's Registration Statement No. 33-98368)

(10.2) Form of Sterling Vision, Inc.'s Franchise Agreement (incorporated by reference to Exhibit 10.3 to the Company's Registration Statement No. 33-98368)

(10.3) Form of Franchisee Stockholder Agreement to be entered into between Sterling Vision, Inc. and certain of its Franchisees (incorporated by reference to Exhibit 10.47 to the Company's Registration Statement No. 33-98368)

(10.4) First Amendment to Sterling Vision, Inc.'s 1995 Stock Incentive Plan (incorporated by reference to Exhibit 10.63 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 1996, File Number 000-27394, Film Number 96615244)

(10.5) Amendment to Revolving Line of Credit Agreement, dated as of April 1, 2009, executed by Emerging Vision, Inc. in favor of Manufacturers and Traders Trust Company (incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K, dated April 13, 2009)

(10.6) Allonge – (Revision Agreement of Note), dated as of April 1, 2009, executed by Emerging Vision, Inc. in favor of Manufacturers and Traders Trust Company (incorporated by reference to Exhibit 10.2 of the Company's Current Report on Form 8-K, dated April 13, 2009)

(10.7) Letter of Reaffirmation of General Security Agreement, dated as of April 1, 2009, by Emerging Vision, Inc., Combine Buying Group, Inc., OG Acquisition, Inc. and 1725758 Ontario Inc. d/b/a The Optical Group in favor of Manufacturers and Traders Trust Company (incorporated by reference to Exhibit 10.3 of the Company's Current Report on Form 8-K, dated April 13, 2009)

(10.8) Letter of Reaffirmation of Guaranty, dated as of April 1, 2009, by Combine Buying Group, Inc., OG Acquisition, Inc. and 1725758 Ontario Inc. d/b/a The Optical Group in favor of Manufacturers and Traders Trust Company (incorporated by reference to Exhibit 10.4 of the Company's Current Report on Form

8-K, dated April 13, 2009)

(10.9) Reaffirmation of Pledge Agreement and Assignment and United States Trademark Collateral Assignment and Security Agreement, dated as of April 1, 2009, executed by Emerging Vision, Inc. and OG Acquisition, Inc. in favor of Manufacturers and Traders Trust Company (incorporated by reference to Exhibit 10.5 of the Company's Current Report on Form 8-K, dated April 13, 2009)

(10.10) Agreement of Lease, dated as of December 15, 2009, by and among Newmark Company Real Estate, Inc. as Agent for: 38th and 8th LLC, New 520 GSH LLC, New 520 Triple Crown LLC and New 520 Eighth LLC and Emerging Vision USA, Inc. (incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K, dated February 10, 2010)

(10.11) Limited Guaranty, dated as of December 15, 2009, executed by Emerging Vision, Inc. in favor of Newmark Company Real Estate, Inc. as Agent for: 38th and 8th LLC, New 520 GSH LLC, New 520 Triple Crown LLC and New 520 Eighth LLC (incorporated by reference to Exhibit 10.2 of the Company's Current Report on Form 8-K, dated February 10, 2010)

(10.12) Non-Revolver Line of Credit Note and Credit Agreement, dated as of March 31, 2010, executed by Emerging Vision, Inc. in favor of Manufacturers and Traders Trust Company (incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K, dated April 14, 2010)

(10.13) LIBOR Term Note, dated as of March 31, 2010, executed by Emerging Vision, Inc. in favor of Manufacturers and Traders Trust Company (incorporated by reference to Exhibit 10.2 of the Company's Current Report on Form 8-K, dated April 14, 2010)

(10.14) Limited Waiver and Amendment, dated as of March 31, 2010, by and among Manufacturers and Traders Trust Company, Emerging Vision, Inc. and subsidiaries of Emerging Vision, Inc. (incorporated by reference to Exhibit 10.3 of the Company's Current Report on Form 8-K, dated April 14, 2010)

(10.15) Letter of Reaffirmation of General Security Agreement, dated as of March 31, 2010, executed by Emerging Vision, Inc., Combine Buying Group, Inc., OG Acquisition, Inc., 1725758 Ontario Inc. d/b/a The Optical Group in favor of Manufacturers and Traders Trust Company (incorporated by reference to Exhibit 10.4 of the Company's Current Report on Form 8-K, dated April 14, 2010)

(10.16) Letter of Reaffirmation of Guaranty, dated as of March 31, 2010, by and between Combine Buying Group, Inc., OG Acquisition, Inc., 1725758 Ontario Inc. d/b/a The Optical Group in favor of Manufacturers and Traders Trust Company (incorporated by reference to Exhibit 10.5 to the Company's Current Report on Form 8-K, dated April 14, 2010)

(10.17) Letter of Reaffirmation of Absolute Assignment of Franchise Notes and Proceeds Due, Assignment of Rents and Subleases, Pledge Agreement and Assignment and United States Trademark Collateral Assignment and Security Agreement, dated as of March 31, 2010, executed by Emerging Vision, Inc. and OG Acquisition, Inc. in favor of Manufacturers and Traders Trust Company (incorporated by reference to Exhibit 10.6 to the Company's Current Report on Form 8-K, dated April 14, 2010)

(10.18) Continuing Guaranty, dated as of March 31, 2010, executed by VisionCare of California in favor of Manufacturers and Traders Trust Company (incorporated by reference to Exhibit 10.7 to the Company's Current Report on Form 8-K, dated April 14, 2010)

(10.19) Continuing Guaranty, dated as of March 31, 2010, executed by certain subsidiaries of Emerging Vision, Inc. in favor of Manufacturers and Traders Trust Company (incorporated by reference to Exhibit

10.8 to the Company's Current Report on Form 8-K, dated April 14, 2010)

(10.20) General Security Agreement, dated as of March 31, 2010, executed by VisionCare of California in favor of Manufacturers and Traders Trust Company (incorporated by reference to Exhibit 10.9 to the Company's Current Report on Form 8-K, dated April 14, 2010)

(10.21) United States Trademark Collateral Assignment and Security Agreement, dated March 31, 2010, executed by Emerging Vision, Inc. and 1725758 Ontario Inc. d/b/a The Optical Group in favor of Manufacturers and Traders Trust Company (incorporated by reference to Exhibit 10.10 of the Company's Current Report on Form 8-K, dated April 14, 2010)

(10.22) Absolute Assignment of Franchise Notes and Proceeds Due, dated as of March 31, 2010, executed by Emerging Vision, Inc. in favor of Manufacturers and Traders Trust Company (incorporated by reference to Exhibit 10.11 to the Company's Current Report on Form 8-K, dated April 14, 2010)

(10.23) Assignment of Rents and Subleases, dated as of March 31, 2010, executed by certain subsidiaries of Emerging Vision, Inc. in favor of Manufacturers and Traders Trust Company (incorporated by reference to Exhibit 10.12 to the Company's Current Report on Form 8-K, dated April 14, 2010)

(10.24) Agreement dated as of April 14, 2010, by and among Emerging Vision, Inc., Insight IPA of New York, Inc., Insight Managed Vision Care and Vision World, LLC (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K, dated April 14, 2010)

(10.25) Agreement dated as of June 17, 2010, by and among Manufacturers and Traders Trust Company, Combine Buying Group, Inc., Emerging Vision, Inc. and certain guarantors (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K, dated June 17, 2010)

(10.26) Letter Agreement, dated as of December 10, 2010, by and between Emerging Vision, Inc. and Samuel Z. Herskowitz (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K, dated December 16, 2010)

(10.27) Amended, Modified, Extended and Restated Non-Revolver Line of Credit Note and Credit Agreement, dated as of March 31, 2011, by and between Emerging Vision, Inc. and Manufacturers and Traders Trust Company (incorporated by reference to Exhibit 10.27 of the Company's Annual Report on Form 10-K for the year ended December 31, 2010)

(10.28) Term Note, delivered by Emerging Vision, Inc. to Manufacturers and Traders Trust Company, dated as of March 31, 2011, in the original principal amount of \$500,000 (incorporated by reference to Exhibit 10.28 of the Company's Annual Report on Form 10-K for the year ended December 31, 2010)

(10.29) Revolving Line of Credit Note and Credit Agreement, delivered by Emerging Vision, Inc. to Manufacturers and Traders Trust Company, dated as of March 31, 2011, in the original principal amount of \$100,000 (incorporated by reference to Exhibit 10.29 of the Company's Annual Report on Form 10-K for the year ended December 31, 2010)

(10.30) Letter of Reaffirmation of Guaranty, Absolute Assignment of Franchisee Notes and Proceeds Due, Assignment of Rents and Subleases, Pledge Agreement and United States Trademark Collateral Assignment and Security Agreement, dated as of March 31, 2011, delivered by Emerging Vision, Inc. and its active subsidiaries to Manufacturers and Traders Trust Company (incorporated by reference to Exhibit 10.30 of the Company's Annual Report on Form 10-K for the year ended December 31, 2010)



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(14.1) Corporate Code of Ethics and Conduct of Emerging Vision, Inc., dated November 14, 2005 (incorporated by reference to Exhibit 14.1 to the Company's Annual Report on Form 10-K for the year ended December 31, 2005)

(21.1) List of Subsidiaries (incorporated by reference to Exhibit 21.1 to the Company's Annual Report on Form 10-K for the year ended December 31, 2010)

(23.1) Auditor's Consent (incorporated by reference to Exhibit 23.1 to the Company's Annual Report on Form 10-K for the year ended December 31, 2010)

(31.1) \* Certification of Chief Executive Officer pursuant to Securities Exchange Act Rules 13a-14(a) and 15d-14(a)

(31.2) \* Certification of Chief Financial Officer pursuant to Securities Exchange Act Rules 13a-14(a) and 15d-14(a)

(32.1) + Certification of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

\* Exhibit being filed herewith

+ Filed as an exhibit to our Annual Report on Form 10-K for the fiscal year ended December 31, 2010, originally filed with the Securities and Exchange Commission on March 31, 2011 and incorporated herein by reference.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized.

EMERGING VISION, INC.

By: /s/Glenn Spina  
Glenn Spina  
Chief Executive Officer

Date: April 29, 2011

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, this Report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

| Signature          | Title  | Date           |
|--------------------|--|----------------|
| /s/Glenn Spina     | Chief Executive Officer and Director         | April 29, 2011 |
| Glenn Spina        | (Principal Executive Officer)                |                |
| /s/Brian P. Alessi | Chief Financial Officer and Treasurer        | April 29, 2011 |
| Brian P. Alessi    | (Principal Financial and Accounting Officer) |                |