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RESEARCH FRONTIERS INC

Form S-8

July 02, 2003

As filed with the Securities and Exchange Commission on July 2, 2003
Reg. No. 333-80575

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

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

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

Delaware
(State or other jurisdiction
incorporation or organization)

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

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

1998 Stock Option Plan
(Full title of the Plan)

Robert L. Saxe, Chairman
Research Frontiers Incorporated
240 Crossways Park Drive
Woodbury, New York 11797
(Name and address of agent for service)

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

With a copy to:

Joseph M. Harary
President and General Counsel
Research Frontiers Incorporated
240 Crossways Park Drive
Woodbury, New York 11797

CALCULATION OF REGISTRATION FEE

| Title of securities to be registered | Amount to be registered | Proposed maximum offering price per share(1) | Proposed maximum aggregate offering price (1) | Amount of Registration fee |
|--------------------------------------|-------------------------|--|---|----------------------------|
| Common Stock \$.0001 par value | 600,000 | \$13.47 | \$8,082,000 | \$654.64 |

(1) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(h) under the Securities Act of 1933 based upon the average of (1) the actual exercise price of the Company's Common Stock for options which have already been granted pursuant to the Plan registered hereunder which have not previously been registered, and (2) the high and low trading

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prices of the Company's Common Stock as reported on the Nasdaq Stock Market on June 30, 2003 for options which are available for issuance pursuant to the Plan registered hereunder which have not previously been registered.

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PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Registration of Additional Securities

At the Company's Annual Meeting of Stockholders held on June 12, 2003, the stockholders of the Company approved an amendment to the Company's 1998 Stock Option Plan which increased the number of shares of Common Stock issuable thereunder by 600,000 shares. The contents of the Registration Statement on Form S-8 (Reg. No. 333-80575) which was filed by Research Frontiers Incorporated with the Securities and Exchange Commission on June 10, 1999 and June 14, 2001 are incorporated herein by reference to register the herein described options.

Item 5. Interests of Named Experts and Counsel.

The legality of the securities offered hereby has been passed upon by Joseph M. Harary, Esq., the Company's President and General Counsel. Mr. Harary owns 112,574 shares of the Company's Common Stock and holds options issued pursuant to the Company's 1992 and 1998 Stock Option Plans to purchase 520,200 shares of the Company's Common Stock.

Item 8. Exhibits.

4 Amendment to 1998 Stock Option Plan.

5 Opinion of counsel re: legality

23.1 Independent Auditors' Consent

23.2 Consent of counsel (included in Exhibit 5.1 above)

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Woodbury, State of New York on this 30th day of June, 2003.

RESEARCH FRONTIERS INCORPORATED
(Registrant)

By: /s/ Robert L. Saxe
Robert L. Saxe, Chairman
(Principal Executive Officer)

By: /s/ Joseph M. Harary
Joseph M. Harary, President, Treasurer
(Principal Financial and
Accounting Officer)

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the

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capacities and on the date indicated.

| Signature | Title | Date |
|---|---------------------------------------|---------------|
| /s/ Robert L. Saxe Robert L. Saxe (Principal Executive, Financial and Accounting Officer) | Chairman of the Board and Director | June 30, 2003 |
| /s/ Robert M. Budin Robert M. Budin | Director | June 30, 2003 |
| /s/ Joseph M. Harary Joseph M. Harary (Principal Financial and Accounting Officer) | Director, President and Treasurer | June 30, 2003 |
| /s/ Victor F. Keen Victor F. Keen | Director | June 30, 2003 |
| /s/ Albert P. Malvino Albert P. Malvino | Director | June 30, 2003 |