

Lightwave Logic, Inc.
Form 424B3
May 23, 2014

**Filed Pursuant to Rule 424(b)(3)
Registration No. 333-191296**

PROSPECTUS

9,665,276 Shares

Common Stock

This prospectus relates to the sale of up to 9,665,276 shares of our common stock, par value \$0.001, which may be offered by the selling shareholder, Lincoln Park Capital Fund, LLC, or Lincoln Park, from time to time. The shares of common stock being offered by the selling shareholder have been or are issuable pursuant to the Purchase Agreement with Lincoln Park dated as of June 6, 2013, which we refer to in this prospectus as the Purchase Agreement. Please refer to the section of this prospectus entitled "The Lincoln Park Transactions" for a description of the Purchase Agreement and the section entitled "Selling Shareholder" for additional information on Lincoln Park. Such registration does not mean that Lincoln Park will actually offer or sell the full number of these shares. We will not receive any proceeds from the sales of shares of our common stock by the selling shareholder; however, we may receive proceeds of up to \$20,000,000 under the Purchase Agreement.

In consideration for entering into the Purchase Agreement, we issued to Lincoln Park 200,000 shares of our common stock as a commitment fee, and such shares are also being registered hereunder. The prices at which Lincoln Park may sell the shares will be determined by the prevailing market price for the shares or in negotiated transactions.

As of the date of this prospectus, the Company has issued 910,322 shares to Lincoln Park under the Purchase Agreement, including the 200,000 commitment shares, the sale of 700,000 purchase shares and the issuance of 10,322 additional commitment shares, for aggregate proceeds to the Company of \$656,160, and 334,724 of such shares have been sold by Lincoln Park hereunder, with 9,665,276 shares remaining unsold as of the date of this prospectus.

The selling stockholder may sell the shares of common stock described in this prospectus in a number of different ways and at varying prices. See **Plan of Distribution** for more information about how the selling stockholder may sell the shares of common stock being registered pursuant to this prospectus. The selling stockholder is an underwriter within the meaning of Section 2(a)(11) of the Securities Act of 1933, as amended.

We will pay the expenses incurred in registering the shares, including legal and accounting fees. See **Plan of Distribution**.

Our common stock is currently quoted on the OTC Markets (OTCQB) under the symbol **LWLG**. On April 30, 2014, the last reported sale price of our common stock was \$0.80 per share.

Investing in our securities involves a high degree of risk. See **Risk Factors beginning on page 7 of this prospectus for a discussion of information that should be considered in connection with an investment in our securities.**

Neither the Securities and Exchange Commission nor any state securities regulators have approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus is May 5, 2014.

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You should rely only on the information contained in this prospectus. We have not, and the selling shareholder has not, authorized any person to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. This prospectus is not an offer to sell, nor is the selling shareholder seeking an offer to buy, securities in any state where the offer or solicitation is not permitted. The information contained in this prospectus is complete and accurate as of the date on the front cover of this prospectus, but information may have changed since that date. We are responsible for updating this prospectus to ensure that all material information is included and will update this prospectus to the extent required by law.

This prospectus includes statistical and other industry and market data that we obtained from industry publications and research, surveys and studies conducted by third parties. Industry publications and third-party research, surveys and studies generally indicate that their information has been obtained from sources believed to be reliable, although they do not guarantee the accuracy or completeness of such information. While we believe that these industry publications and third-party research, surveys and studies are reliable, we have not independently verified such data and we do not make any representation as to the accuracy of the information.

PROSPECTUS SUMMARY

The items in the following summary are described in more detail later in this prospectus. This summary does not contain all of the information you should consider. Before investing in our securities, you should read the entire prospectus carefully, including the Risk Factors beginning on page 7 and the financial statements and related notes beginning on page F-1.

Overview

We are a development stage, electro-optical device and organic nonlinear materials company. Our primary area of expertise is the chemical synthesis of chromophore dyes used in the development of organic Application Specific Electro-Optic Polymers (ASEOP) and Organic Non-Linear All-Optical Polymers (NLAOP) that have high electro-optic and optical activity. Our family of materials is thermally and photo-chemically stable, which we believe could have utility across a broad range of applications in devices that address markets like, telecommunication, data communications, high-speed computing and photovoltaic cells. Secondly, the company is developing proprietary electro-optical and all-optical devices utilizing the advanced capabilities of our materials for the application in the fields mentioned above.

Electro-optic devices convert data from electric signals into optical signals for use in communications systems and in optical interconnects for high-speed data transfer. We expect our patented and patent-pending optical materials, when completed and tested, to be the core of the future generations of optical devices, modules, sub-systems and systems that we will develop or be licensed by electro-optic device manufacturers, such as telecommunications component and systems manufacturers, networking and switching suppliers, semiconductor companies, aerospace companies and government agencies.

Our optical polymers (polymers) are property-engineered at the molecular level (nanotechnology level) to meet the exacting thermal, environmental and performance specifications demanded by electro-optic devices. We believe that our patented and patent pending technologies will enable us to design optical polymers that are free from the numerous diverse and inherent flaws that plague competitive polymer technologies employed by other companies and research groups. We engineer our polymers with the intent to have temporal, thermal, chemical and photochemical stability within our patented and patent pending molecular architectures.

Our non-linear all optical polymers have demonstrated resonantly enhanced third-order properties approximately 2,630 times larger than fused silica, which means that they are highly photo-optically active in the absence of an RF layer. In this way they differ from other optical polymers and are considered more advanced next-generation

materials.

Our patented and patent pending molecular architectures are based on a well-understood chemical and quantum mechanical occurrence known as aromaticity. Aromaticity provides a high degree of molecular stability. Aromaticity is what will enable our core molecular structures to maintain stability under a broad range of polymerization conditions that otherwise appear to affect other current polymer molecular designs. Polymers, polymer-based devices, hybrid devices and the processes used to create them are often patentable, which can provide the developers of such technology with a significant competitive advantage. We consider our proprietary intellectual property to be unique.

Our Business Development

PSI-TEC Corporation (PSI-TEC) was founded in 1991 and incorporated under the laws of the State of Delaware on September 12, 1995. Dr. Frederick J. Goetz founded PSI-TEC in Upland, Pennsylvania where he established a laboratory with a small amount of private funding. PSI-TEC subsequently moved its operations to laboratory space provided by the U.S. Army on the Aberdeen Proving Grounds in cooperation with a division of the Department of Defense for the advancement of ultra wide-bandwidth satellite telecommunications. Thereafter, PSI-TEC commenced operations of its own organic synthesis and thin-films laboratory in Wilmington, Delaware.

In order to become a non-reporting publicly-traded corporation, in July 2004 PSI-TEC reorganized with Eastern Idaho Internet Services, Inc. (Eastern Idaho) whereby (i) Eastern Idaho changed its name to PSI-TEC Holdings, Inc. (PSI-TEC Holdings); (ii) PSI-TEC Holdings acquired all of the issued and outstanding shares of PSI-TEC stock; (iii) PSI-TEC became PSI-TEC Holdings wholly-owned operating subsidiary; and (iv) PSI-TEC Holdings then sole officer and director resigned, PSI-TEC's nominees were elected to PSI-TEC Holdings board of directors and new management was appointed. For accounting purposes, this acquisition transaction was accounted for as a reverse-acquisition, whereby PSI-TEC was deemed to have purchased PSI-TEC Holdings. As a result, the historical financial statements of PSI-TEC became the historical financial statements of PSI-TEC Holdings.

Immediately prior to the time of the reorganization transaction, Eastern Idaho was a non-reporting development stage company whose stock was traded on the OTC: Pink Sheets. It had no substantive business operations and it was seeking other business opportunities. Eastern Idaho was originally incorporated under the laws of the State of Nevada on June 24, 1997 to operate as an Internet services marketing firm. It was unsuccessful in this venture, and in June 1998 it ceased its operations and sold all of its operating assets.

On October 20, 2006, in order to consolidate the operations of PSI-TEC Holdings, Inc. and PSI-TEC Corp. (PSI-TEC Holdings, Inc.'s wholly owned subsidiary), PSI-TEC Holdings, Inc. and PSI-TEC Corp. merged; and PSI-TEC Holdings, Inc., a Nevada corporation, became the surviving entity and subsequently changed its name to Third-Order Nanotechnologies, Inc. No change of control or domicile occurred as a result of the merger.

On March 10, 2008, Third-order Nanotechnologies, Inc. changed its name to Lightwave Logic, Inc. to better suit its strategic business plan and to facilitate stockholder recognition of the Company and its business.

Unless the context otherwise requires, all references to the Company, we, our or us and other similar terms means Lightwave Logic, Inc., a Nevada corporation.

Corporate Information

Our principal executive office is located at 1831 Lefthand Circle, Suite C, Longmont, CO 80501, and our telephone number is (720) 340-4949. Our website address is www.lightwavelogic.com. No information found on our website is part of this prospectus. Also, this prospectus includes the names of various government agencies and the trade names of other companies. Unless specifically stated otherwise, the use or display by us of such other parties' names and trade names in this prospectus is not intended to and does not imply a relationship with, or endorsement or sponsorship of us by, any of these other parties.

The Offering

Common stock outstanding prior to the offering (1)	53,080,469 shares, including 200,000 initial commitment shares previously issued to Lincoln Park under the Purchase Agreement
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(and included in this offering).

Common Stock offered by the selling shareholder	Up to 9,665,276 shares, consisting of the 200,000 initial commitment shares already issued to Lincoln Park, up to up to 10,322 additional commitment shares previously issued to Lincoln Park and up to an additional 389,678 shares to be issued to Lincoln Park as additional commitment shares and the remaining shares to be purchased from time to time under the Purchase Agreement
Common stock to be outstanding after giving effect to the issuance of 9,665,276 shares to Lincoln Park under the Purchase Agreement	62,745,745 shares
Use of proceeds	We will not receive any proceeds from the sale of the shares of common stock by Lincoln Park. However, we may receive up to \$20,000,000 from sales of shares under the Purchase Agreement. Any proceeds that we receive from sales to Lincoln Park under the Purchase Agreement will be used to further our business plan of expanding our research and development of our polymer materials technologies, commercialize potential optical devices and materials and for general and administrative purposes. See Use of Proceeds .
OTC Markets (OTCQB) symbol	LWLG
Risk factors	This investment involves a high degree of risk. See Risk Factors for a discussion of factors you should consider carefully before making an investment decision.

(1)

The number of shares of our common stock set forth above is based on 53,080,469 shares of common stock outstanding as of the date of this prospectus, and excludes:

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options to purchase 6,112,000 shares of our common stock pursuant to our 2007 Employee Stock Plan, of which 5,277,625 have vested as of the date of this prospectus, at a weighted average exercise price of \$1.20 per share; and

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warrants to purchase an aggregate of 1,486,500 shares of our common stock, of which 1,349,830 have vested as of the date of this prospectus at a weighted average exercise price of \$1.16 per share.

The Lincoln Park Transaction

On June 6, 2013, we entered into a purchase agreement with Lincoln Park (referred to herein as the Purchase Agreement) pursuant to which Lincoln Park has agreed to purchase from us up to \$20,000,000 of our common stock (subject to certain limitations) from time to time over a 30-month period. Also on June 6, 2013, we entered into a Registration Rights Agreement, or the Registration Rights Agreement, with Lincoln Park, pursuant to which we have filed with the SEC the registration statement (the Existing Registration Statement) that includes this prospectus to register for resale under the Securities Act of 1933, as amended, or the Securities Act, the shares that have been or may be issued to Lincoln Park under the Purchase Agreement. The SEC declared the Existing Registration Statement effective on October 4, 2013.

Other than 200,000 shares of our common stock that we have already issued to Lincoln Park pursuant to the terms of the Purchase Agreement as consideration for its commitment to purchase shares of our common stock under the Purchase Agreement, we did not have the right to make any sales to Lincoln Park under the Purchase Agreement until the SEC had declared effective the Existing Registration Statement. Thereafter, we may, from time to time and at our sole discretion, direct Lincoln Park to purchase shares of our common stock in amounts up to 100,000 shares on any single business day so long as at least one business day has passed since the most recent purchase. We can also accelerate the amount of our common stock to be purchased under certain circumstances to up to 200,000 shares or \$500,000 per purchase plus an additional accelerated amount under certain circumstances. Except as described in this prospectus, there are no trading volume requirements or restrictions under the Purchase Agreement, and we will control the timing and amount of any sales of our common stock to Lincoln Park. The purchase price of the shares that

may be sold to Lincoln Park under the Purchase Agreement will be based on the market price of our common stock immediately preceding the time of sale as computed under the Purchase Agreement without any fixed discount; provided that in no event will such shares be sold to Lincoln Park when our closing sale price is less than \$1.00 per share, subject to adjustment as provided in the Purchase Agreement. The purchase price per share will be equitably adjusted for any reorganization, recapitalization, non-cash dividend, stock split, or other similar transaction occurring during the business days used to compute such price. We may at any time in our sole discretion terminate the Purchase Agreement without fee, penalty or cost upon one business day notice. Lincoln Park may not assign or transfer its rights and obligations under the Purchase Agreement.

As of the date of this prospectus, the Company has issued 910,322 shares to Lincoln Park under the Purchase Agreement, including the 200,000 commitment shares, the sale of 700,000 purchase shares and the issuance of 10,322 additional commitment shares, for aggregate proceeds to the Company of \$656,160, and 334,724 of such shares have been sold by Lincoln Park hereunder, with 9,665,276 shares remaining unsold as of the date of this prospectus.

As of April 28, 2014, there were 53,080,469 shares of our common stock outstanding, of which 41,168,043 shares were held by non-affiliates, excluding the 200,000 shares that we have already issued to Lincoln Park under the Purchase Agreement.

Although the Purchase Agreement provides that we may sell up to \$20,000,000 of our common stock to Lincoln Park, only 9,665,276 remaining shares of our common stock are being offered under this prospectus, which represents (i) 200,000 shares that we issued to Lincoln Park as a commitment fee, (ii) the 700,000 shares issued and sold to Lincoln Park under the Purchase Agreement, (iii) an additional 8,700,000 shares which may be issued to Lincoln Park in the future under the Purchase Agreement and (iv) 400,000 shares that we are required to issue proportionally in the future as an additional commitment fee, including, without limitation, the 10,322 additional commitment shares previously issued to Lincoln Park in connection with the purchase of the 700,000 shares by Lincoln Park, if and when we sell shares to Lincoln Park under the Purchase Agreement. If all of the 9,665,276 remaining shares offered by Lincoln Park under this prospectus were issued and outstanding as of the date hereof, such shares would represent 17% of the total number of shares of our common stock outstanding and 20% of the total number of outstanding shares held by non-affiliates, in each case as of the date hereof. If we elect to issue and sell more than the 9,665,276 remaining shares offered under this prospectus to Lincoln Park, which we have the right, but not the obligation, to do, we must first register for resale under the Securities Act any such additional shares, which could cause additional substantial dilution to our stockholders. The number of shares ultimately offered for resale by Lincoln Park is dependent upon the number of shares we sell to Lincoln Park under the Purchase Agreement.

Issuances of our common stock in this offering will not affect the rights or privileges of our existing stockholders, except that the economic and voting interests of each of our existing stockholders will be diluted as a result of any such issuance. Although the number of shares of common stock that our existing stockholders own will not decrease, the shares owned by our existing stockholders will represent a smaller percentage of our total outstanding shares after any such issuance to Lincoln Park.

Glossary of Select Technology Terms Used Herein

All-optical devices

All-optical devices convert data in the form of input light signals to a secondary light data stream. The future market of all-optical devices and switches is expected to include all-optical transistors.

All-optical transistors

All-optical transistors are devices currently under development that use an input light signal to switch a secondary light signal. All-optical transistors are expected to enable the fabrication of an entirely new generation of high-speed computers that operate on light instead of electricity. We believe that this will significantly improve computation speeds.

Aromaticity

Aromaticity causes an extremely high degree of molecular stability. It is a molecular arrangement wherein atoms combine into a ring or rings and share their electrons among each other. Aromatic compounds are extremely stable because the electronic charge distributes evenly over a great area preventing hostile moieties, such as oxygen and free radicals, from finding an opening to attack.

CLD-1

An electro-optic material based upon unstable polyene molecular architectures. Unlike our own molecular designs, CLD-1 is not a CSC model molecule and exhibits thermal degradation at low temperatures (~250 C) making it less suitable for commercial and military applications.

CSC (Cyclical Surface Conduction) theory

Most charge-transfer dyes (e.g. Disperse Red 1, CLD, FTC) are based upon a polyene architecture wherein the ground state and first excited state differ by the alteration of single and double bonds. CSC model molecules use nitrogenous heterocyclical structures.

Electro-optic devices

Electro-optic devices convert data from electric signals into optical signals for use in communications systems and in optical interconnects for high-speed data transfer.

Electro-optic material

Electro-optic material is the core active ingredient in high-speed fiber-optic telecommunication systems. Electro-optic materials are materials that are engineered at the molecular level. Molecular level engineering is commonly referred to as nanotechnology.

Electro-optic modulators

Electro-optic modulators are electro-optic devices that perform electric-to-optic conversions within the infrastructure of the Internet. Data centers may also benefit from this technology through devices that could significantly increase bandwidth and speed while decreasing costs.

Nanotechnology

Nanotechnology refers to the development of products and production processes at the molecular level, which is a scale smaller than 100 nanometers (a nanometer is one-billionth of a meter).

Nitrogenous heterocyclical structure

A multi-atom molecular ring or combination of rings that contain nitrogen.

Plastics/Polymers

Polymers, also known as plastics, are large carbon-based molecules that bond many small molecules together to form a long chain. Polymer materials can be engineered and optimized using nanotechnology to create a system in which unique surface, electrical, chemical and electro-optic characteristics can be controlled. Materials based on polymers are used in a multitude of industrial and consumer products, from automotive parts to home appliances and furniture, as well as scientific and medical equipment.

Polymerization

Polymerization is a molecular engineering process that provides the environmental and thermal stability necessary for functional electro-optical devices. Polymer materials can be engineered and optimized using nanotechnology to create a system in which unique surface, electrical, chemical and electro-optic characteristics can be controlled.

Thermal Gravimetric Analysis (TGA)

The basic principle in TGA is to measure the mass of a sample as a function of temperature. This, in principle, simple measurement is an important and powerful tool in solid-state chemistry and materials science. The method, for example, can be used to determine water of crystallization, follow degradation of materials, determine reaction kinetics, study oxidation and reduction, or to teach the principles of stoichiometry, formulae and analysis.

Zwitterionic-aromatic push-pull

Most charge-transfer dyes (e.g. Disperse Red 1, CLD, FTC) have an excited state (such as during photonic absorption) wherein a full charge is separated across the molecule. Such a molecule is said to be excited-state zwitterionic. Within such a molecular system the zwitterionic state is unstable and the molecule typically collapses rapidly into its lower dipole ground state. In our patented molecular designs, the excited state is further stabilized by the aromatization of the molecular core. In that aromaticity stabilizes this excited state, it is said to "pull" the molecule into this higher energy state; on the other hand, the unstable zwitterionic state is said to "push" the molecule out of the excited state.

SUMMARY FINANCIAL DATA

The following tables summarize our financial data. We have derived the following summary of our statement of operations data for the years ended December 31, 2013 and 2012 and our balance sheet data as of December 31, 2013 from our audited financial statements appearing later in this prospectus. Our historical results are not necessarily indicative of the results that may be expected in the future. You should read the summary of our financial data set forth below together with our financial statements and the related notes to those statements, as well as Management's Discussion and Analysis of Financial Condition and Results of Operations appearing later in this prospectus.

	Years Ended December 31,	
	2013	2012
Statement of Operations Data:		
NET SALES	\$ -	\$ -
COST AND EXPENSE		
Research and development	2,068,050	2,489,747
General and administrative	1,632,387	1,936,417
LOSS FROM OPERATIONS	(3,700,437)	(4,426,164)
OTHER INCOME (EXPENSE)	(212,156)	(130,374)
NET LOSS	\$ (3,912,326)	\$ (4,556,538)
Basic and Diluted Loss per Share	\$ (0.08)	\$ (0.09)
Basic and Diluted Weighted Average Number of Shares	51,672,177	48,778,783

	As of December 31, 2013	
Balance Sheet Data:		
Current assets	\$	2,402,908
Property and equipment net		298,360
Other assets		-
Intangible assets net		543,540
TOTAL ASSETS	\$	3,244,808

TOTAL LIABILITIES		122,176
TOTAL STOCKHOLDERS' EQUITY		3,122,632
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	\$	3,244,808

RISK FACTORS

Before you make a decision to invest in our securities, you should consider carefully the risks described below, together with other information in this prospectus. If any of the following events actually occur, our business, operating results, prospects or financial condition could be materially and adversely affected. This could cause the trading price of our common stock to decline and you may lose all or part of your investment. The risks described below are not the only ones that we face. Additional risks not presently known to us or that we currently deem immaterial may also significantly impair our business operations and could result in a complete loss of your investment.

We have incurred substantial operating losses since our inception and will continue to incur substantial operating losses for the foreseeable future.

Since our inception, we have been engaged primarily in the research and development of our electro-optic polymer materials technologies and potential products. As a result of these activities, we incurred significant losses and experienced negative cash flow since our inception. We incurred a net loss of \$3,912,326 for the year ended December 31, 2013 and \$4,556,538 for the year ended December 31, 2012. We anticipate that we will continue to incur operating losses through at least 2014.

We may not be able to generate significant revenue either through development contracts from the U.S. government or government subcontractors or through customer contracts for our potential products or technologies. We expect to continue to make significant operating and capital expenditures for research and development and to improve and expand production, sales, marketing and administrative systems and processes. As a result, we will need to generate significant additional revenue to achieve profitability. We cannot assure you that we will ever achieve profitability.

Our independent auditors have expressed substantial doubt about our ability to continue as a going concern.

Our independent auditors have included an explanatory paragraph in their audit report issued in connection with our financial statements that states that our ability to continue as a going concern is dependent upon our ability to successfully complete our development program and, ultimately, attain profitable operations, which is dependent upon future events, including obtaining adequate financing to fulfill our development activities. Our financial statements do not include any adjustments that might result from the outcome of these uncertainties. We cannot assure you that we will be able to secure the necessary financing and/or equity investment or achieve an adequate sales level.

We are subject to the risks frequently experienced by early stage companies.

The likelihood of our success must be considered in light of the risks frequently encountered by early stage companies, especially those formed to develop and market new technologies. These risks include our potential inability to:

- Establish product sales and marketing capabilities;
- Establish and maintain markets for our potential products;
- Identify, attract, retain and motivate qualified personnel;
- Continue to develop and upgrade our technologies to keep pace with changes in technology and the growth of markets using polymer based materials;
- Develop expanded product production facilities and outside contractor relationships;
- Maintain our reputation and build trust with customers;
- Scale up from small pilot or prototype quantities to large quantities of product on a consistent basis;
- Contract for or develop the internal skills needed to master large volume production of our products; and
- Fund the capital expenditures required to develop volume production due to the limits of our available financial resources.

If we fail to effectively manage our growth, and effectively transition from our focus on research and development activities to commercially successful products, our business could suffer.

Failure to manage growth of operations could harm our business. To date, a large number of our activities and resources have been directed at the research and development of our technologies and development of potential related products. The transition from a focus on research and development to being a vendor of products requires effective planning and management. Additionally, growth arising from the expected synergies from future acquisitions will require effective planning and management. Future expansion will be expensive and will likely strain management and other resources.

In order to effectively manage growth, we must:

- Continue to develop an effective planning and management process to implement our business strategy;
- Hire, train and integrate new personnel in all areas of our business; and
- Expand our facilities and increase capital investments.

We cannot assure you that we will be able to accomplish these tasks effectively or otherwise effectively manage our growth.

We are entering new markets, and if we fail to accurately predict growth in these new markets, we may suffer substantial losses.

We are devoting significant resources to engineer next-generation electro-optic polymers for future applications to be utilized by electro-optic device manufacturers, such as telecommunications component and systems manufacturers, networking and switching suppliers, semiconductor companies, aerospace companies and government agencies. We expect to continue to develop products for these markets and to seek to identify new markets. These markets change rapidly and we cannot assure you that they will grow or that we will be able to accurately forecast market demand, or lack thereof, in time to respond appropriately. Our investment of resources to develop products for these markets may either be insufficient to meet actual demand or result in expenses that are excessive in light of actual sales volumes. Failure to predict growth and demand accurately in new markets may cause us to suffer substantial losses. In addition, as we enter new markets, there is a significant risk that:

- The market may not accept the price and/or performance of our products;
- There may be issued patents we are not aware of that could block our entry into the market or could result in excessive litigation; and
- The time required for us to achieve market acceptance of our products may exceed our capital resources that would require additional investment.

Our plan to develop relationships with strategic partners may not be successful.

Part of our business strategy is to maintain and develop strategic relationships with government agencies, private firms, and academic institutions to conduct research and development of technologies and products. For these efforts to be successful, we must identify partners whose competencies complement ours. We must also successfully enter

into agreements with them on terms attractive to us, and integrate and coordinate their resources and capabilities with our own. We may be unsuccessful in entering into agreements with acceptable partners or negotiating favorable terms in these agreements. Also, we may be unsuccessful in integrating the resources or capabilities of these partners. In addition, our strategic partners may prove difficult to work with or less skilled than we originally expected. If we are unsuccessful in our collaborative efforts, our ability to develop and market products could be severely limited.

The failure to establish and maintain collaborative relationships may have a materially adverse affect on our business.

We plan to sell many of our products directly to commercial customers or through potential industry partners. For example, we expect to sell our electro-optic polymer products to electro-optic device manufacturers, such as telecommunications component and systems manufacturers, networking and switching suppliers, semiconductor companies, aerospace companies and government agencies. Our ability to generate revenues depends significantly on the extent to which potential customers and other potential industry partners develop, promote and sell systems that incorporate our products, which, of course, we cannot control. Any failure by potential customers and other potential industry partners to successfully develop and market systems that incorporate our products could adversely affect our sales. The extent to which potential customers and other industry partners develop, promote and sell systems incorporating our products is based on a number of factors that are largely beyond our ability to control.

We may participate in joint ventures that expose us to operational and financial risk.

We may participate in one or more joint ventures for the purpose of assisting us in carrying out our business expansion, especially with respect to new product and/or market development. We may experience with our joint venture partner(s) issues relating to disparate communication, culture, strategy, and resources. Further, our joint venture partner(s) may have economic or business interests or goals that are inconsistent with ours, exercise their rights in a way that prohibits us from acting in a manner which we would like or they may be unable or unwilling to fulfill their obligations under the joint venture or other agreements. We cannot assure you that the actions or decisions of our joint venture partners will not affect our operations in a way that hinders our corporate objectives or reduces any anticipated cost savings or revenue enhancement resulting from these ventures.

If we fail to develop and introduce new or enhanced products on a timely basis, our ability to attract and retain customers could be impaired and our competitive position could be harmed.

We plan to operate in a dynamic environment characterized by rapidly changing technologies and industry standards and technological obsolescence. To compete successfully, we must design, develop, market and sell products that provide increasingly higher levels of performance and reliability and meet the cost expectations of our customers. The introduction of new products by our competitors, the market acceptance of products based on new or alternative technologies, or the emergence of new industry standards could render our anticipated products obsolete. Our failure to anticipate or timely develop products or technologies in response to technological shifts could adversely affect our operations. In particular, we may experience difficulties with product design, manufacturing, marketing or certification that could delay or prevent our development, introduction or marketing of products. If we fail to introduce products that meet the needs of our customers or penetrate new markets in a timely fashion our Company will be adversely affected.

Our future growth will suffer if we do not achieve sufficient market acceptance of our electro-optic polymer products.

We are developing our electro-optic polymer products to be utilized by electro-optic device manufacturers, such as telecommunications component and systems manufacturers, networking and switching suppliers, semiconductor companies, aerospace companies and government agencies. All of our potential products are still in the development stage, and we do not know when a market for these products will develop, if at all. Our success depends, in part, upon our ability to gain market acceptance of our products. To be accepted, our products must meet the technical and performance requirements of our potential customers. OEMs, suppliers or government agencies may not accept polymer-based products. In addition, even if we achieve some degree of market acceptance for our potential products

in one industry, we may not achieve market acceptance in other industries for which we are developing products.

Achieving market acceptance for our products will require marketing efforts and the expenditure of financial and other resources to create product awareness and demand by customers. We may be unable to offer products that compete effectively due to our limited resources and operating history. Also, certain large corporations may be predisposed against doing business with a company of our limited size and operating history. Failure to achieve broad acceptance of our products by customers and to compete effectively would harm our operating results.

Our potential customers require our products to undergo a lengthy and expensive qualification process, which does not assure product sales.

Prior to purchasing our products, our potential customers require that both our products undergo extensive qualification processes. These qualification processes may continue for several months or more. However, qualification of a product by a customer does not assure any sales of the product to that customer. Even after successful qualification and sales of a product to a customer, a subsequent revision to the product, changes in our customer's manufacturing process or our selection of a new supplier may require a new qualification process, which may result in additional delays. Also, once one of our products is qualified, it could take several additional months or more before a customer commences volume production of components or devices that incorporate our products. Despite these uncertainties, we are devoting substantial resources, including design, engineering, sales, marketing and management efforts, to qualifying our products with customers in anticipation of sales. If we are unsuccessful or delayed in qualifying any of our products with a customer, sales of our products to a customer may be precluded or delayed, which may impede our growth and cause our business to suffer.

Obtaining a sales contract with a potential customer does not guarantee that a potential customer will not decide to cancel or change its product plans, which could cause us to generate no revenue from a product and adversely affect our results of operations.

Even after we secure a sales contract with a potential customer, we may experience delays in generating revenue from our products as a result of a lengthy development cycle that may be required. Potential customers will likely take a considerable amount of time to evaluate our products; it could take 12 to 24 months from early engagement by our sales team to actual product sales. The delays inherent in these lengthy sales cycles increase the risk that a customer will decide to cancel, curtail, reduce or delay its product plans, causing us to lose anticipated sales. In addition, any delay or cancellation of a customer's plans could materially and adversely affect our financial results, as we may have incurred significant expense and generated no revenue. Finally, our customers' failure to successfully market and sell their products could reduce demand for our products and materially and adversely affect our business, financial condition and results of operations. If we were unable to generate revenue after incurring substantial expenses to develop any of our products, our business would suffer.

Many of our products will have long sales cycles, which may cause us to expend resources without an acceptable financial return and which makes it difficult to plan our expenses and forecast our revenue.

Many of our products will have long sales cycles that involve numerous steps, including initial customer contacts, specification writing, engineering design, prototype fabrication, pilot testing, regulatory approvals (if needed), sales and marketing and commercial manufacture. During this time, we may expend substantial financial resources and management time and effort without any assurance that product sales will result. The anticipated long sales cycle for some of our products makes it difficult to predict the quarter in which sales may occur. Delays in sales may cause us to expend resources without an acceptable financial return and make it difficult to plan expenses and forecast revenues.

Successful commercialization of our current and future products will require us to maintain a high level of technical expertise.

Technology in our target markets is undergoing rapid change. To succeed in our target markets, we will have to establish and maintain a leadership position in the technology supporting those markets. Accordingly, our success will depend on our ability to:

- Accurately predict the needs of our target customers and develop, in a timely manner, the technology required to support those needs;
- Provide products that are not only technologically sophisticated but are also available at a price acceptable to customers and competitive with comparable products;
- Establish and effectively defend our intellectual property; and
- Enter into relationships with other companies that have developed complementary technology into which our products may be integrated.

We cannot assure you that we will be able to achieve any of these objectives.

Two of our significant target markets are the telecommunications and networking markets, which continue to be subject to overcapacity and slow growth or decline.

Two of our significant target markets are the telecommunications and networking markets, and developments that adversely affect the telecommunications or networking markets, including delays in traffic growth and changes in U.S. government regulation, could slow down, or even halt our efforts to enter into these markets. Reduced spending and technology investment by telecommunications companies may make it more difficult for our products to gain market acceptance. Such companies may be less willing to purchase new technology such as ours or invest in new technology development when they have reduced capital expenditure budgets.

Our inability to successfully acquire and integrate other businesses, assets, products or technologies could harm our business and cause us to fail at achieving or anticipated growth.

It is our intent to continue to grow our business through strategic acquisitions and investments and we are actively evaluating acquisitions and strategic investments in businesses, products or technologies that we believe could complement or expand our product offering, create and/or expand a client base, enhance our technical capabilities or otherwise offer growth or cost-saving opportunities. From time to time, we may enter into letters of intent with companies with which we are negotiating potential acquisitions or investments or as to which we are conducting due diligence. Although we are currently not a party to any binding definitive agreement with respect to potential investments in, or acquisitions of, complementary businesses, products or technologies, we may enter into these types of arrangements in the future, which could materially decrease the amount of our available cash or require us to seek additional equity or debt financing. We have limited experience in successfully acquiring and integrating businesses, products and technologies. We may not be successful in negotiating the terms of any potential acquisition, conducting thorough due diligence, financing the acquisition or effectively integrating the acquired business, product or technology into our existing business and operations. Our due diligence may fail to identify all of the problems, liabilities or other shortcomings or challenges of an acquired business, product or technology, including issues related to intellectual property, product quality or product architecture, regulatory compliance practices, revenue recognition or other accounting practices, or employee or customer issues.

Additionally, in connection with any acquisitions we complete, we may not achieve the synergies or other benefits we expected to achieve, and we may incur write-downs, impairment charges or unforeseen liabilities that could negatively affect our operating results or financial position or could otherwise harm our business. If we finance acquisitions using existing cash, the reduction of our available cash could cause us to face liquidity issues or cause other unanticipated problems in the future. If we finance acquisitions by issuing convertible debt or equity securities, the ownership interest of our existing stockholders may be diluted, which could adversely affect the market price of our stock. Further, contemplating or completing an acquisition and integrating an acquired business, product or technology could divert management and employee time and resources from other matters, which could harm our business, financial condition and operating results.

We will require additional capital to continue to fund our operations and if we do not obtain additional capital, we may be required to substantially limit our operations.

Our business does not presently generate the cash needed to finance our current and anticipated operations. Based on our current operating plan and budgeted cash requirements, we believe that we have sufficient funds to finance our operations through September 2014; however, we will need to obtain additional future financing after that time to finance our operations until such time that we can conduct profitable revenue-generating activities. We expect that we will need to seek additional funding through public or private financings, including equity financings, and through

other arrangements, including collaborative arrangements. Poor financial results, unanticipated expenses or unanticipated opportunities could require additional financing sooner than we expect. Other than the Lincoln Park financing transaction (described in the paragraph below), we have no plans or arrangements with respect to the possible acquisition of additional financing, and such financing may be unavailable when we need it or may not be available on acceptable terms.

In June 2013, we entered into the Purchase Agreement with Lincoln Park, under which we may direct Lincoln Park to purchase up to \$20,000,000 worth of shares of our registered common stock over a 30-month period. If we make sales of our common stock under the Purchase Agreement, we would be able to fund our operations for a longer period of time. However, the extent to which we will rely on the Purchase Agreement with Lincoln Park as a source of funding will depend on a number of factors, including the prevailing market price of our common stock and the extent to which we are able to secure working capital from other sources. Specifically, Lincoln Park does not have the obligation to purchase any shares of our common stock on any business day that the price of our common stock is less than \$1.00 per share.

Our forecast of the period of time through which our financial resources will be adequate to support our operations is a forward-looking statement and involves risks and uncertainties, and actual results could vary as a result of a number of factors, including the factors discussed elsewhere in this annual report. We have based this estimate on assumptions that may prove to be wrong, and we could use our available capital resources sooner than we currently expect.

Additional financing may not be available to us, due to, among other things, our Company not having a sufficient credit history, income stream, profit level, asset base eligible to be collateralized, or market for its securities. If we raise additional funds by issuing equity or convertible debt securities, the percentage ownership of our existing shareholders may be reduced, and these securities may have rights superior to those of our common stock. If adequate funds are not available to satisfy our long-term capital requirements, or if planned revenues are not generated, we may be required to substantially limit our operations.

We may not be able to access the full amounts available under the Purchase Agreement, which could prevent us from accessing the capital we need to continue our operations that could have an adverse affect on our business.

Under the Purchase Agreement, we may direct Lincoln Park to purchase up to \$20,000,000 worth of shares of our common stock over a 30-month period. On any trading day selected by us, we may sell shares of common stock to Lincoln Park in amounts up to 100,000 shares per regular sale (Regular Purchases), which may be increased to up to 200,000 shares depending on certain conditions as set forth in the Purchase Agreement, up to the aggregate commitment of \$20,000,000. If the market price of our common stock is not below \$2.00 per share on the purchase date, then the Regular Purchase amount may be increased to 150,000 shares. If the market price is not below \$2.50 per share on the purchase date, then the Regular Purchase amount may be increased to 200,000 shares. Although there are no upper limits on the per share price Lincoln Park may pay to purchase our common stock, the Company may not sell more than \$500,000 in shares of common stock to Lincoln Park per Regular Purchase.

In addition to Regular Purchases, we may in our sole discretion direct Lincoln Park on each purchase date to make accelerated purchases on the following business day up to the lesser of (i) two (2) times the number of shares purchased pursuant to such Regular Purchase or (ii) 30% of the trading volume on the accelerated purchase date at a purchase price equal to the lesser of (i) the closing sale price on the accelerated purchase date and (ii) 93% of the accelerated purchase date's volume weighted average price.

The purchase price of the shares related to the Purchase Agreement will be based on the prevailing market prices of the Company's shares of common stock, which shall be equal to the lesser of the lowest sale price of the common shares during the purchase date and the average of the three (3) lowest closing sale prices of the common shares during the twelve (12) business days prior to the purchase date without any fixed discount. However, Lincoln Park shall not have the right or the obligation to purchase any shares of our common stock pursuant to a Regular Purchase on a purchase date where the closing sale price on the purchase date is below \$1.00. To the extent that the closing sale price of our common stock is below \$1.00 per share on a purchase date, we would not receive any proceeds under the Purchase Agreement for that day.

Depending on the prevailing market price of our common stock, we may not be able to sell shares to Lincoln Park for the maximum \$20,000,000 over the term of the Purchase Agreement. In addition, we only registered up to 10,000,000 shares of our common stock in connection with the Purchase Agreement, which includes 200,000 shares previously issued to Lincoln Park as initial commitment shares. As of the date of this prospectus, the Company has issued 910,322 shares to Lincoln Park under the Purchase Agreement, including the 200,000 commitment shares, the sale of 700,000 purchase shares and the issuance of 10,322 additional commitment shares, for aggregate proceeds to the Company of \$656,160, and 334,724 of such shares have been sold by Lincoln Park hereunder, with 9,665,276 shares remaining unsold as of the date of this prospectus.

Assuming a purchase price of \$1.00 per share, which is the minimum purchase price at which shares can be sold under the Purchase Agreement, and the issuance to Lincoln Park of 9,800,000 additional shares under the Purchase Agreement, which would be comprised of 9,400,000 shares purchased at \$1.00 per share and 400,000 shares issued as additional pro rata commitment shares for no additional consideration, the proceeds to us would only be \$9,400,000. In the event we elect to issue more than 9,800,000 shares, we would be required to file a new registration statement and have it declared effective by the SEC.

The sale of shares of our common stock to Lincoln Park under the Purchase Agreement may cause substantial dilution to our existing stockholders and could cause the price of our common stock to decline.

Under the Purchase Agreement, we may sell to Lincoln Park, from time to time and under certain circumstances, up to \$20,000,000 of our common stock over approximately 30 months commencing in October 2013. Generally, with respect to the Purchase Agreement, we have the right, but no obligation, to direct Lincoln Park to periodically purchase up to \$20,000,000 of our common stock in specific amounts under certain conditions, which periodic purchase amounts can be increased under specified circumstances.

We also agreed to issue to Lincoln Park up to an aggregate of 600,000 shares of common stock as a fee for Lincoln Park's commitment to purchase our shares under the Purchase Agreement. Of these commitment shares, we issued 200,000 shares upon entering into the Purchase Agreement. The remaining 400,000 commitment shares are issuable to Lincoln Park on a pro rata basis as additional purchases are made under the Purchase Agreement.

Depending upon market liquidity at the time, sales of shares of our common stock to Lincoln Park may cause the trading price of our common stock to decline. Lincoln Park may ultimately purchase all or some of the \$20,000,000 of common stock under the Purchase Agreement, and after it has acquired shares, Lincoln Park may sell all, some or none of those shares. Therefore, sales to Lincoln Park by us could result in substantial dilution to the interests of other holders of our common stock. The sale of a substantial number of shares of our common stock to Lincoln Park, or the anticipation of such sales, could make it more difficult for us to sell equity or equity-related securities in the future at a time and at a price that we might otherwise wish to effect sales. However, we have the right to control the timing and amount of any sales of our shares to Lincoln Park, and the Purchase Agreement may be terminated by us at any time at our discretion without any cost to us.

The exercise of options and warrants and other issuances of shares of common stock or securities convertible into common stock will dilute your interest.

As of December 31, 2013, we have outstanding options and warrants to purchase an aggregate of 7,146,000 shares of our common stock at exercise prices ranging from \$0.25 per share to \$1.75 per share with a weighted average exercise price of \$1.16 per share. The exercise of options and warrants at prices below the market price of our common stock could adversely affect the price of shares of our common stock. Additional dilution may result from the issuance of shares of our capital stock in connection with any collaboration (although none are contemplated at this time) or in connection with other financing efforts, including pursuant to the Purchase Agreement with Lincoln Park.

Any issuance of our common stock that is not made solely to then-existing stockholders proportionate to their interests, such as in the case of a stock dividend or stock split, will result in dilution to each stockholder by reducing his, her or its percentage ownership of the total outstanding shares. Moreover, if we issue options or warrants to purchase our common stock in the future and those options or warrants are exercised or we issue restricted stock, stockholders may experience further dilution. Holders of shares of our common stock have no preemptive rights that entitle them to purchase their pro rata share of any offering of shares of any class or series.

We may incur debt in the future that might be secured with our intellectual property as collateral, which could subject our Company to the risk of loss of all of our intellectual property.

If we incur debt in the future, we may be required to secure the debt with our intellectual property, including all of our patents and patents pending. In the event we default on the debt, we could incur the loss of all of our intellectual property, which would materially and adversely affect our Company and cause you to lose your entire investment in our Company.

Our quarter-to-quarter performance may vary substantially, and this variance, as well as general market conditions, may cause our stock price to fluctuate greatly and even potentially expose us to litigation.

We have generated no significant sales to date and we cannot accurately estimate future quarterly revenue and operating expenses based on historical performance. Our quarterly operating results may vary significantly based on many factors, including:

- Fluctuating demand for our potential products and technologies;
- Announcements or implementation by our competitors of technological innovations or new products;
- Amount and timing of our costs related to our marketing efforts or other initiatives;
- The status of particular development programs and the timing of performance under specific development agreements;
- Timing and amounts relating to the expansion of our operations;
- Product shortages requiring suppliers to allocate minimum quantities;
- Announcements or implementation by our competitors of technological innovations or new products;
- The status of particular development programs and the timing of performance under specific development agreements;
- Our ability to enter into, renegotiate or renew key agreements;
- Timing and amounts relating to the expansion of our operations;
- Costs related to possible future acquisitions of technologies or businesses; or
- Economic conditions specific to our industry, as well as general economic conditions.

Our current and future expense estimates are based, in large part, on estimates of future revenue, which is difficult to predict. We expect to continue to make significant operating and capital expenditures in the area of research and development and to invest in and expand production, sales, marketing and administrative systems and processes. We may be unable to, or may elect not to, adjust spending quickly enough to offset any unexpected revenue shortfall. If our increased expenses were not accompanied by increased revenue in the same quarter, our quarterly operating results would be harmed.

Our failure to compete successfully could harm our business.

The markets that we are targeting for our electro-optic polymer technology are intensely competitive. Most of our present and potential competitors have or may have substantially greater research and product development capabilities, financial, scientific, marketing, manufacturing and human resources, name recognition and experience than we have. As a result, these competitors may:

- Succeed in developing products that are equal to or superior to our potential products or that will achieve greater market acceptance than our potential products;
- Devote greater resources to developing, marketing or selling their products;
- Respond more quickly to new or emerging technologies or scientific advances and changes in customer requirements, which could render our technologies or potential products obsolete;
- Introduce products that make the continued development of our potential products uneconomical;
- Obtain patents that block or otherwise inhibit our ability to develop and commercialize our potential products;
- Withstand price competition more successfully than we can;
- Establish cooperative relationships among themselves or with third parties that enhance their ability to address the needs of our prospective customers.

The failure to compete successfully against these existing or future competitors could harm our business.

We may be unable to obtain effective intellectual property protection for our potential products and technology.

Our intellectual property, or any intellectual property that we have or may acquire, license or develop in the future, may not provide meaningful competitive advantages. Our patents and patent applications, including those we license, may be challenged by competitors, and the rights granted under such patents or patent applications may not provide

meaningful proprietary protection. For example, numerous patents held by third parties relate to polymer materials and electro-optic devices. These patents could be used as a basis to challenge the validity or limit the scope of our patents or patent applications. A successful challenge to the validity or limitation of the scope of our patents or patent applications could limit our ability to commercialize our polymer materials technology and, consequently, reduce our revenues.

Moreover, competitors may infringe our patents or those that we license, or successfully avoid these patents through design innovation. To combat infringement or unauthorized use, we may need to resort to litigation, which can be expensive and time-consuming and may not succeed in protecting our proprietary rights. In addition, in an infringement proceeding a court may decide that our patents or other intellectual property rights are not valid or are unenforceable, or may refuse to stop the other party from using the intellectual property at issue on the ground that it is non-infringing. Policing unauthorized use of our intellectual property is difficult and expensive, and we may not be able to, or have the resources to, prevent misappropriation of our proprietary rights, particularly in countries where the laws may not protect these rights as fully as the laws of the United States.

We also rely on the law of trade secrets to protect unpatented technology and know-how. We try to protect this technology and know-how by limiting access to those employees, contractors and strategic partners with a need to know this information and by entering into confidentiality agreements with these parties. Any of these parties could breach the agreements and disclose our trade secrets or confidential information to our competitors, or these competitors might learn of the information in other ways. Disclosure of any trade secret not protected by a patent could materially harm our business.

We may be subject to patent infringement claims, which could result in substantial costs and liability and prevent us from commercializing our potential products.

Third parties may claim that our potential products or related technologies infringe their patents. Any patent infringement claims brought against us may cause us to incur significant expenses, divert the attention of our management and key personnel from other business concerns and, if successfully asserted against us, require us to pay substantial damages. In addition, as a result of a patent infringement suit, we may be forced to stop or delay developing, manufacturing or selling potential products that are claimed to infringe a patent covering a third party's intellectual property unless that party grants us rights to use its intellectual property. We may be unable to obtain these rights on terms acceptable to us, if at all. Even if we are able to obtain rights to a third party's patented intellectual property, these rights may be non-exclusive, and therefore our competitors may obtain access to the same intellectual property. Ultimately, we may be unable to commercialize our potential products or may have to cease some of our business operations as a result of patent infringement claims, which could severely harm our business.

If our potential products infringe the intellectual property rights of others, we may be required to indemnify customers for any damages they suffer. Third parties may assert infringement claims against our current or potential customers. These claims may require us to initiate or defend protracted and costly litigation on behalf of customers, regardless of the merits of these claims. If any of these claims succeed, we may be forced to pay damages on behalf of these customers or may be required to obtain licenses for the products they use. If we cannot obtain all necessary licenses on commercially reasonable terms, we may be unable to continue selling such products.

Our technology may be subject to government rights and retained research institution rights.

We may have obligations to government agencies or universities in connection with the technology that we have developed, including the right to require that a compulsory license be granted to one or more third parties selected by certain government agencies. In addition, academic research partners often retain certain rights, including the right to use the technology for noncommercial academic and research use, to publish general scientific findings from research related to the technology, and to make customary scientific and scholarly disclosures of information relating to the technology. It is difficult to monitor whether our partners will limit their use of the technology to these uses, and we could incur substantial expenses to enforce our rights to our licensed technology in the event of misuse.

The loss of certain of our key personnel, or any inability to attract and retain additional personnel, could impair our ability to attain our business objectives.

Our future success depends to a significant extent on the continued service of our key management personnel, particularly Thomas E. Zelibor, our Chief Executive Officer and James S. Marcelli our President and Chief Operating Officer. Accordingly, the loss of the services of either of these persons would adversely affect our business and our ability to timely commercialize our products, and impede the attainment of our business objectives.

Our future success will also depend on our ability to attract, retain and motivate highly skilled personnel to assist us with product development and commercialization. Competition for highly educated qualified personnel in the polymer industry is intense. If we fail to hire and retain a sufficient number of qualified management, engineering, sales and technical personnel, we will not be able to attain our business objectives.

If we fail to develop and maintain the quality of our manufacturing processes, our operating results would be harmed.

The manufacture of our potential products is a multi-stage process that requires the use of high-quality materials and advanced manufacturing technologies. Also, polymer-related device development and manufacturing must occur in a highly controlled, clean environment to minimize particles and other yield and quality-limiting contaminants. In spite of stringent quality controls, weaknesses in process control or minute impurities in materials may cause a substantial percentage of a product in a lot to be defective. If we are not able to develop and continue to improve on our manufacturing processes or to maintain stringent quality controls, or if contamination problems arise, our operating results would be harmed.

The complexity of our anticipated products may lead to errors, defects and bugs, which could result in the necessity to redesign products and could negatively, impact our reputation with customers.

Products as complex as those we intend to market might contain errors, defects and bugs when first introduced or as new versions are released. Delivery of products with production defects or reliability, quality or compatibility problems could significantly delay or hinder market acceptance of our products or result in a costly recall and could damage our reputation and adversely affect our ability to sell our products. If our products experience defects, we may need to undertake a redesign of the product, a process that may result in significant additional expenses.

We may also be required to make significant expenditures of capital and resources to resolve such problems. There is no assurance that problems will not be found in new products after commencement of commercial production, despite testing by our suppliers, our customers and us.

If we decide to make commercial quantities of products at our facilities, we will be required to make significant capital expenditures to increase capacity.

We lack the internal ability to manufacture products at a level beyond the stage of early commercial introduction. To the extent we do not have an outside vendor to manufacture our products, we will have to increase our internal production capacity and we will be required to expand our existing facilities or to lease new facilities or to acquire entities with additional production capacities. These activities would require us to make significant capital investments and may require us to seek additional equity or debt financing. We cannot assure you that such financing would be available to us when needed on acceptable terms, or at all. Further, we cannot assure you that any increased demand for our potential products would continue for a sufficient period of time to recoup our capital investments associated with increasing our internal production capacity.

In addition, we do not have experience manufacturing our potential products in large quantities. In the event of significant demand for our potential products, large-scale production might prove more difficult or costly than we anticipate and lead to quality control issues and production delays.

We may not be able to manufacture products at competitive prices.

To date, we have produced limited quantities of products for research, development, demonstration and prototype purposes. The cost per unit for these products currently exceeds the price at which we could expect to profitably sell them. If we cannot substantially lower our cost of production as we move into sales of products in commercial quantities, our financial results will be harmed.

We conduct significantly all of our research and development activities at a single facility, and circumstances beyond our control may result in considerable interruptions.

We conduct significantly all of our research and development activities at a single facility. A disaster such as a fire, flood or severe storm at or near this facility could prevent us from further developing our technologies or manufacturing our potential products, which would harm our business.

We are subject to regulatory compliance related to our operations.

We are subject to various U.S. governmental regulations related to occupational safety and health, labor and business practices. Failure to comply with current or future regulations could result in the imposition of substantial fines, suspension of production, alterations of our production processes, cessation of operations, or other actions, which could harm our business.

We may be unable to export our potential products or technology to other countries, convey information about our technology to citizens of other countries or sell certain products commercially, if the products or technology are subject to United States export or other regulations.

We are developing certain polymer-based products that we believe the United States government and other governments may be interested in using for military and information gathering or antiterrorism activities. United States government export regulations may restrict us from selling or exporting these potential products into other countries, exporting our technology to those countries, conveying information about our technology to citizens of other countries or selling these potential products to commercial customers. We may be unable to obtain export licenses for products or technology if necessary. We currently cannot assess whether national security concerns would affect our potential products and, if so, what procedures and policies we would have to adopt to comply with applicable existing or future regulations.

We may incur liability arising from the use of hazardous materials.

Our business and our facilities are subject to a number of federal, state and local laws and regulations relating to the generation, handling, treatment, storage and disposal of certain toxic or hazardous materials and waste products that we use or generate in our operations. Many of these environmental laws and regulations subject current or previous owners or occupiers of land to liability for the costs of investigation, removal or remediation of hazardous materials. In addition, these laws and regulations typically impose liability regardless of whether the owner or occupier knew of, or was responsible for, the presence of any hazardous materials and regardless of whether the actions that led to the presence were taken in compliance with the law. In our business, we use hazardous materials that are stored on site. We use various chemicals in our manufacturing process that may be toxic and covered by various environmental controls. An unaffiliated waste hauler transports the waste created by use of these materials off-site. Many environmental laws and regulations require generators of waste to take remedial actions at an off-site disposal location even if the disposal was conducted lawfully. The requirements of these laws and regulations are complex, change frequently and could become more stringent in the future. Failure to comply with current or future environmental laws and regulations could result in the imposition of substantial fines, suspension of production, alteration of our production processes, cessation of operations or other actions, which could severely harm our business.

A material weakness in internal controls may remain undetected for a longer period because of our Company's exemption from the auditor attestation requirements under Section 404(b) of Sarbanes-Oxley.

Our annual report does not include an attestation report of the Company's independent registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by the

Company's registered public accounting firm pursuant to rules of the Securities and Exchange Commission that permit the Company to provide only management's attestation in this annual report. As a result, a material weakness in our internal controls may remain undetected for a longer period.

Shares Eligible for Future Sale May Adversely Affect the Market.

From time to time, certain of the Company's shareholders may be eligible to sell all or some of their shares of common stock by means of ordinary brokerage transactions in the open market pursuant to Rule 144, promulgated under the Securities Act, subject to certain limitations. In general, a non-affiliate stockholder who has satisfied a six-month holding period may, under certain circumstances, sell its shares, without limitation. Any substantial sale of the Company's common stock pursuant to Rule 144 or pursuant to any resale prospectus may have a material adverse effect on the market price of our common stock.

There Is A Limited Market For Our Common Stock Which May Make It More Difficult For You To Sell Your Stock.

Our Company's common stock is quoted on the OTC Market (OTCQB) under the symbol "LWLG." The trading market for our common stock is limited, accordingly, there can be no assurance as to the liquidity of any markets that may develop for our common stock, your ability to sell our common stock, or the prices at which you may be able to sell our common stock.

We are subject to the penny stock rules and brokers cannot generally solicit the purchase of our common stock, which adversely affects its liquidity and market price.

The SEC has adopted regulations that generally define penny stock to be an equity security that has a market price of less than \$5.00 per share, subject to specific exemptions. The market price of our common stock on the over-the-counter market has been substantially less than \$5.00 per share and therefore we are currently considered a penny stock according to SEC rules. This designation requires any broker-dealer selling these securities to disclose certain information concerning the transaction, obtain a written agreement from the purchaser and determine that the purchaser is reasonably suitable to purchase the securities. These rules limit the ability of broker-dealers to solicit purchases of our common stock and therefore reduce the liquidity of the public market for our shares.

Our Company's Stock Price May Be Volatile.

The market price of our Company's common stock is likely to be highly volatile and could fluctuate widely in price in response to various factors, many of which are beyond our control, including:

- Technological innovations or new products and services by our Company or our competitors;
- Additions or departures of key personnel;
- Sales of our Company's common stock;
- Our Company's ability to integrate operations, technology, products and services;
- Our Company's ability to execute our business plan;
- Operating results below expectations;
- Loss of any strategic relationship;
- Industry developments
- Economic and other external factors; and
- Period-to-period fluctuations in our Company's financial results.

Because we have a limited operating history, you may consider any one of these factors to be material. Our stock price may fluctuate widely as a result of any of the above listed factors.

In addition, the securities markets have from time to time experienced significant price and volume fluctuations that are unrelated to the operating performance of particular companies. These market fluctuations may also materially and adversely affect the market price of our Company's common stock.

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This prospectus contains forward-looking statements that involve substantial risks and uncertainties. The forward-looking statements are contained principally in the sections entitled Prospectus Summary , Risk Factors , Management s Discussion and Analysis of Financial Condition and Results of Operations and Business but are also contained elsewhere in this prospectus. In some cases, you can identify forward-looking statements by the words may , might , will , could , would , should , expect , intend , plan , objective , anticipate , believe , estimate , potential , continue and ongoing, or the negative of these terms, or other comparable terminology intended to identify statements about the future. These statements involve known and unknown risks, uncertainties and other factors that may cause our actual results, levels of activity, performance or achievements to be materially different from the information expressed or implied by these forward-looking statements. Although we believe that we have a reasonable basis for each forward-looking statement contained in this prospectus, we caution you that these statements are based on a combination of facts and factors currently known by us and our expectations of the future, about which we cannot be certain. Forward-looking statements include, but are not limited to, statements about:

- lack of available funding;
- general economic and business conditions;
- competition from third parties;
- intellectual property rights of third parties;
- regulatory constraints;
- changes in technology and methods of marketing;
- Delays in completing various engineering and manufacturing programs;
- changes in customer order patterns;
- changes in product mix;
- success in technological advances and delivering technological innovations;
- shortages in components;
- production delays due to performance quality issues with outsourced components;
- other risks to which our Company is subject; and
- other factors beyond the Company's control.

In addition, you should refer to the “Risk Factors” section of this prospectus for a discussion of other important factors that may cause our actual results to differ materially from those expressed or implied by our forward-looking statements. As a result of these factors, we cannot assure you that the forward-looking statements in this prospectus will prove to be accurate or that we will achieve the plans, intentions or expectations expressed or implied in our forward-looking statements. Furthermore, if our forward-looking statements prove to be inaccurate, the inaccuracy may be material. In light of the significant uncertainties in these forward-looking statements, you should not regard these statements as a representation or warranty by us or any other person that we will achieve our objectives and plans in any specified time frame, or at all. Any forward-looking statements we make in this prospectus speak only as of its date, and we undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.

You should read this prospectus and the documents that we reference in this prospectus and have filed as exhibits to the registration statement, of which this prospectus is a part, completely and with the understanding that our actual future results may be materially different from what we expect. We qualify all of our forward-looking statements by these cautionary statements.

USE OF PROCEEDS

This prospectus relates to shares of our common stock that may be offered and sold from time to time by Lincoln Park. We will not receive any proceeds upon the sale of shares by Lincoln Park. However, we may receive proceeds of up to \$20,000,000 under the Purchase Agreement with Lincoln Park, subject to the terms and conditions of the Purchase Agreement.

As of the date of this prospectus, the Company has issued 910,322 shares to Lincoln Park under the Purchase Agreement, including the 200,000 commitment shares, the sale of 700,000 purchase shares and the issuance of 10,322 additional commitment shares, for aggregate proceeds to the Company of \$656,160, and 334,724 of such shares have been sold by Lincoln Park hereunder, with 9,665,276 shares remaining unsold as of the date of this prospectus.

We will retain broad discretion in determining how we will allocate the proceeds from any sales to Lincoln Park. However, any proceeds that we receive from sales to Lincoln Park under the Purchase Agreement will be used to further our business plan of expanding our research and development of our polymer materials technologies, commercialize potential optical devices and materials and for general and administrative purposes.

Although we have no specific plans for use of proceeds as of the date of this prospectus, we believe that approximately 65% of any proceeds received may be used towards our research and development efforts which may include, without limitation, (a) retaining additional management, sales, marketing, technical and other staff to our workforce, (b) expanding our research and development facilities, including the purchase of additional laboratory and production equipment, (c) marketing our future products as they are introduced into the marketplace, (d) developing and maintaining collaborative relationships with strategic partners, (e) developing and improving our manufacturing processes and quality controls, and approximately 35% of any proceeds received may be used for increasing our general and administrative activities related to our operations as a reporting public company and related corporate compliance requirements.

CAPITALIZATION

The following table sets forth our cash and cash equivalents and our capitalization as of December 31, 2013:

Cash and cash equivalents	\$ 2,270,704
Stockholders' equity:	
Preferred stock, \$0.001 par value, 1,000,000 shares authorized, no shares issued or outstanding	-
Common stock, \$0.001 par value, 100,000,000 shares authorized, 52,046,797 issued and outstanding	52,618
Additional paid-in-capital	35,414,206
Accumulated deficit	(15,827)
Deficit accumulated during development stage	(32,328,365)
Total stockholders' equity	3,122,632
Total capitalization	\$ 3,244,808

The number of shares of common stock outstanding in the table above excludes, as of December 31, 2013 (a) 5,599,500 shares of our common stock issuable upon the exercise of outstanding options and (b) 1,546,500 shares of our common stock issuable upon the exercise of outstanding warrants, with a weighted average exercise price of \$1.16 per share.

MARKET FOR COMMON EQUITY AND RELATED SHAREHOLDER MATTERS

Market Information

Our common stock is traded on the OTCQB under the symbol `LWLG`. The following table set forth below lists the range of high and low bids for our common stock for our two most recent fiscal years. The prices in the table reflect inter-dealer prices, without retail markup, markdown or commission and may not represent actual transactions or a liquid trading market.

		High	Low
2012	1st Quarter	\$2.85	\$1.61
	2nd Quarter	\$1.52	\$0.86
	3rd Quarter	\$0.96	\$0.831
	4th Quarter	\$1.21	\$0.825
2013	1st Quarter	\$1.65	\$0.83
	2nd Quarter	\$1.55	\$0.83
	3rd Quarter	\$0.94	\$0.74
	4th Quarter	\$1.11	\$0.69

As of March 31, 2014, we have a total of 53,080,469 shares of common stock outstanding, held by approximately 283 record shareholders. We do not have any shares of preferred stock outstanding.

Dividends

No cash dividends have been declared or paid on our common stock to date. No restrictions limit our ability to pay dividends on our common stock. The payment of cash dividends in the future, if any, will be contingent upon our Company's revenues and earnings, if any, capital requirements and general financial condition. The payment of any dividends is within the discretion of our board of directors. Our board of director's present intention is to retain all earnings, if any, for use in our business operations and, accordingly, the board of directors does not anticipate paying any cash dividends in the foreseeable future.

Securities Authorized for Issuance under Equity Compensation Plans

Equity Compensation Plans as of December 31, 2013

Equity Compensation Plan Information

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 (excluding securities reflected in column (a))
			(a)
Equity compensation plans approved by security holders (1)	5,599,500	\$1.19	1,191,600
Equity compensation plans not approved by security holders (2)	1,546,500	\$1.04	0
Total	7,146,000	\$1.16	1,191,600

1. Reflects our 2007 Employee Stock Plan for the benefit of our directors, officers, employees and consultants. We have reserved 8,000,000 shares of common stock for such persons pursuant to that plan.
2. Comprised of common stock purchase warrants we issued for services.

Penny Stock Regulations and Restrictions on Marketability

The SEC has adopted rules that regulate broker-dealer practices in connection with transactions in penny stocks. Penny stocks are generally equity securities with a market price of less than \$5.00, other than securities registered on certain national securities exchanges or quoted on the NASDAQ system, provided that current price and volume information with respect to transactions in such securities is provided by the exchange or system. The penny stock rules require a broker-dealer, prior to a transaction in a penny stock, to deliver a standardized risk disclosure document prepared by the SEC, that: (a) contains a description of the nature and level of risk in the market for penny stocks in both public offerings and secondary trading; (b) contains a description of the broker's or dealer's duties to the customer and of the rights and remedies available to the customer with respect to a violation of such duties or other requirements of the securities laws; (c) contains a brief, clear, narrative description of a dealer market, including bid and ask prices for penny stocks and the significance of the spread between the bid and ask price; (d) contains a toll-free telephone number for inquiries on disciplinary actions; (e) defines significant terms in the disclosure document or in the conduct of trading in penny stocks; and (f) contains such other information and is in such form, including language, type size and format, as the SEC shall require by rule or regulation.

The broker-dealer also must provide, prior to effecting any transaction in a penny stock, the customer with (a) bid and offer quotations for the penny stock; (b) the compensation of the broker-dealer and its salesperson in the transaction; (c) the number of shares to which such bid and ask prices apply, or other comparable information relating to the depth and liquidity of the market for such stock; and (d) a monthly account statement showing the market value of each penny stock held in the customer's account.

In addition, the penny stock rules require that prior to a transaction in a penny stock not otherwise exempt from those rules, the broker-dealer must make a special written determination that the penny stock is a suitable investment for the purchaser and receive the purchaser's written acknowledgment of the receipt of a risk disclosure statement, a written agreement as to transactions involving penny stocks, and a signed and dated copy of a written suitability statement.

These disclosure requirements may have the effect of reducing the trading activity for our common stock. Therefore, stockholders may have difficulty selling our securities.

Recent Sales of Unregistered Securities

The Company made the following securities issuances without registering the securities under the Securities Act:

Securities Issued for Cash

Fiscal Year Ended December 31, 2011:

June 2011	Common stock 185,185 shares of common stock for aggregate proceeds of \$200,000 pursuant to the 2011 Purchase Agreement.
3rd/4th FQ 2011	Common stock/Warrants - 1,000,000 shares of common stock and warrants to purchase 1,000,000 shares of common stock for aggregate proceeds of \$1,000,000 pursuant to a private offering.

Fiscal Year Ended December 31, 2012:

January 2012	Warrant Exercise 250,000 shares of common stock at \$.65 per share for aggregate proceeds of \$162,500.
January 2012	Warrant Exercise 40,000 shares of common stock at \$1.25 per share for aggregate proceeds of \$50,000.
February 2012	Warrant Exercise 20,000 shares of common stock at \$.34 per share for aggregate proceeds of \$6,900.
April 2012	Warrant Exercise 400,000 shares of common stock at \$.25 per share for aggregate proceeds of \$100,000.
April 2012	Warrant Exercise 500,000 shares of common stock at \$.25 per share for aggregate proceeds of \$125,000.

Fiscal Year Ending December 31, 2013:

March 2013	Warrant Exercise - 12,500 shares of common stock purchased at \$1.25 for proceeds of \$15,625.
June 2013	Warrant Exercise 20,000 shares of common stock purchased at \$0.345 for proceeds of \$6,900.

Securities Issued For Services

Fiscal Year Ended December 31, 2011:

January 2011	Warrant - 10,000 shares of common stock at \$1.25 per share for legal services.
January 2011	Warrant - 25,000 shares of common stock at \$1.25 per share for research and development.
March 2011	Common stock - 10,000 shares of common stock for \$14,500 investor relations expense.
April 2011	Warrant - 150,000 shares of common stock at \$1.18 per share for accounting services.
May/June 2011	Common stock 153,847 shares of common stock for commitment fee to institutional investor.
June 2011	Common stock - 10,000 shares of common stock for \$10,400 in services.
September 2011	Common stock - 10,000 shares of common stock for \$14,500 in services.
October 2011	

Common stock 2,018 shares of common stock for \$2,163 in services.

Fiscal Year Ended December 31, 2012:

February 2012

Common Stock - 1,406 shares of common stock at \$1.14 per share for services.

March 2012

Warrant - 10,000 shares of common stock at \$1.69 per share for services.

May 2012

Warrant - 100,000 shares of common stock at \$1.20 per share for services.

December 2012

Warrant - 125,000 shares of common stock at \$0.93 per share for services.

Fiscal Year Ended December 31, 2013:

March 2013

Option grant - 75,000 shares of common stock at \$1.16 per share issued for services. The option was valued at \$81,076 using the Black-Scholes Option Pricing Formula.

May 2013

Option grant 10,000 shares of common stock at \$1.03 per share issued for services. The option was valued at \$9,574 using the Black-Scholes Option Pricing Formula.

May 2013

Option grant 100,000 shares of common stock at \$1.00 per share issued for services. The option was valued at \$80,824 using the Black-Scholes Option Pricing Formula.

June 2013

Common Stock 200,000 shares of common stock for services valued at \$170,000.

July 2013

Warrant - 100,000 shares of common stock at \$0.90 per share for services.

Securities Issued Pursuant to our 2007 Employee Stock Plan

Fiscal Year Ended December 31, 2011:

May 2011	Stock options - 200,000 shares of common stock at \$1.12 per share.
August 2011	Stock options - 150,000 shares of common stock at \$1.01 per share.
November 2011	Stock options - 150,000 shares of common stock at \$0.63 per share.
December 2011	Stock options 250,000 shares of common stock at \$1.01 per share.
December 2011	Stock options - 150,000 shares of common stock at \$1.30 per share.

Fiscal Year Ended December 31, 2012:

March 2012	Stock options - 100,000 shares of common stock at \$1.69 per share.
March 2012	Stock options - 25,000 shares of common stock at \$1.69 per share.
May 2012	Stock options - 500,000 shares of common stock at \$1.30 per share.
June 2012	Stock options 200,000 shares of common stock at \$0.90 per share.
August 2012	Stock options - 100,000 shares of common stock at \$0.925 per share.
August 2012	Stock options - 50,000 shares of common stock at \$0.93 per share.

Fiscal Year Ending December 31, 2013:

March 2013	Stock options - 75,000 shares of common stock at \$1.16 per share.
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May 2013	Stock options - 10,000 shares of common stock at \$1.03 per share.
May 2013	Stock options - 100,000 shares of common stock at \$1.00 per share.
August 2013	Stock options 50,000 shares of common stock to a Director at \$0.84 per share.
October 2013	Stock options - 200,000 shares of common stock at \$0.93 per share.

No underwriters were utilized and no commissions or fees were paid with respect to any of the above transactions. These persons were the only offerees in connection with these transactions. We relied on Section 4(2) and Rule 506 of Regulation D of the Securities Act since the transaction does not involve any public offering.

DILUTION

Investors who purchase our common stock will be diluted to the extent of the difference between the public offering price per share of our common stock and the pro forma as adjusted net tangible book value per share of our common stock immediately after this offering. Net tangible book value per share is determined by dividing our total tangible assets less total liabilities by the number of outstanding shares of our common stock. As of December 31, 2013, we had a net tangible book value of \$2,701,268, or approximately \$0.0513 per share of common stock.

Dilution in net tangible book value per share represents the difference between the amount per share paid by purchasers of common stock in this offering, assuming a purchase price of \$1.00 per share, which is the minimum purchase price at which shares can be sold under the Purchase Agreement, and the pro forma as adjusted net tangible book value per share of common stock immediately after the completion of this offering. Of the 9,665,276 shares being offered hereunder, 200,000 shares were previously issued to Lincoln Park as an initial commitment fee, 334,724 shares were issued and sold to Lincoln Park under the Purchase Agreement and 10,322 additional shares have been issued as an additional commitment fee. Therefore, after giving effect to our assumed receipt of \$8,630,000 in estimated net proceeds from the issuance of 9,089,678 additional shares of common stock under the Purchase Agreement and registered in this offering (assuming a purchase price of \$1.00 per share and the issuance of 389,678 additional commitment shares for no additional cash consideration, offering expenses of \$70,000, and assuming all such sales and issuances were made on December 31, 2013), our pro forma as adjusted net tangible book value as of December 31, 2013 would have been approximately \$11,331,268, or \$0.1836 per share. This would represent an immediate increase in the net tangible book value of \$0.1323 per share to existing shareholders attributable to this offering. The following table illustrates this per share dilution:

Assumed public offering price per share of common stock (minimum allowed price)	\$ 1.00
As adjusted net tangible book value per share as of December 31, 2013	0.0513
Increase in as adjusted net tangible book value per share attributable to this offering	0.1323
Pro forma net tangible book value per share after this offering	0.1836
Dilution per share to new investors	\$ 0.8164

To the extent that we sell more or less than \$20,000,000 worth of shares under the Purchase Agreement, or to the extent that some or all sales are made at prices in excess of the minimum allowable purchase price of \$1.00 per share, then the dilution reflected in the table above will differ. The above table is based on 52,617,789 shares of our common stock outstanding as of December 31, 2013, adjusted for the assumed sale of \$8,700,000 in shares to Lincoln Park under the Purchase Agreement at the assumed minimum purchase price described above. In addition, the calculations in the foregoing table do not take into account, as of December 31, 2013:

5,599,500 shares of our common stock issuable upon the exercise of outstanding options; and

1,546,500 shares of our common stock issuable upon the exercise of outstanding warrants, with a weighted average exercise price of \$1.16 per share.

To the extent that options or warrants are exercised, new options are issued under our equity benefit plans, or we issue additional shares of common stock in the future, there may be further dilution to investors participating in this offering. In addition, we may choose to raise additional capital because of market conditions or strategic considerations, even if we believe that we have sufficient funds for our current or future operating plans. If we raise additional capital through the sale of equity or convertible debt securities, the issuance of these securities could result in further dilution to our shareholders.

SELECTED FINANCIAL DATA

You should read the following selected financial data together with Management's Discussion and Analysis of Financial Condition and Results of Operations and our financial statements and accompanying notes included later in this prospectus. The selected financial data in this section is not intended to replace our financial statements and the accompanying notes.

We have derived the selected statement of operations data for the years ended December 31, 2013 and 2012 and the selected balance sheet data as of December 31, 2013 and 2012 from our audited financial statements that are included in this prospectus. We have derived the statement of operations data for the years ended December 31, 2011, 2010 and 2009 and the selected balance sheet data as of December 31, 2011, 2010 and 2009 from our audited financial statements that are not included in this prospectus.

Our historical results are not necessarily indicative of the results to be expected in any future period.

		2013	2012	2011	2010	2009
Statement of Operations Data:						
NET SALES	\$	- \$	- \$	- \$	3,200 \$	-