

DOUGLAS KEVIN
Form 3
February 11, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

<p>1. Name and Address of Reporting Person *</p> <p>Â DOUGLAS KEVIN</p> <p>(Last) (First) (Middle)</p> <p>125 E SIR FRANCIS DRAKE BLVD, STE 400</p> <p>(Street)</p> <p>LARKSPUR, Â CA Â 94939</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>02/09/2013</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>RESEARCH FRONTIERS INC [REFR]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input checked="" type="checkbox"/> Other (give title below) (specify below)</p> <p>13(d)(3) Group</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	661,860	D <u>(1)</u> <u>(2)</u>	Â
Common Stock	1,103,099	I <u>(2)</u> <u>(3)</u>	By James Douglas and Jean Douglas Irrevocable Descendants' Trust
Common Stock	441,240	I <u>(2)</u> <u>(4)</u>	By Douglas Family Trust

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Warrant (right to buy)	Â (5)	08/31/2017	Common Stock	15,000	\$ 4.45	D (1) (2)	Â
Warrant (right to buy)	Â (5)	08/31/2017	Common Stock	25,000	\$ 4.45	I (2) (3)	By James Douglas and Jean Douglas Revocable Descendants' Trust
Warrant (right to buy)	Â (5)	08/31/2017	Common Stock	10,000	\$ 4.45	I (2) (4)	By Douglas Family Trust
Warrant (right to buy)	04/08/2013	04/08/2018	Common Stock	75,000	\$ 6.73	D (1) (2)	Â
Warrant (right to buy)	04/08/2013	04/08/2018	Common Stock	125,000	\$ 6.73	I (2) (3)	By James Douglas and Jean Douglas Revocable Descendants' Trust
Warrant (right to buy)	04/08/2013	04/08/2018	Common Stock	50,000	\$ 6.73	I (2) (4)	By Douglas Family Trust

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DOUGLAS KEVIN 125 E SIR FRANCIS DRAKE BLVD, STE 400 LARKSPUR, CA 94939	Â	Â X	Â	13(d)(3) Group
DOUGLAS FAMILY TRUST 125 E. SIR FRANCIS DRAKE BLVD., STE 400 LARKSPUR, CA 94939	Â	Â X	Â	Â
JAMES & JEAN DOUGLAS IRREVOCABLE DESCENDANTS TRUST 125 E. SIR FRANCIS DRAKE BLVD., STE 400 LARKSPUR, CA 94939	Â	Â X	Â	Â

Signatures

/s/ Eileen Wheatman, attorney-in-fact for Kevin Douglas

02/11/2013

**Signature of Reporting Person

Date

Edgar Filing: DOUGLAS KEVIN - Form 3

/s/ Eileen Wheatman, attorney-in-fact for Douglas Family Trust

02/11/2013

Signature of Reporting Person

Date

/s/ Eileen Wheatman, attorney-in-fact for James Douglas and Jean Douglas Irrevocable Descendants' Trust

02/11/2013

Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) These shares are held directly and jointly by Kevin Douglas and his wife, Michelle Douglas.

Each of the reporting persons hereunder (individually, a "Reporting Person" and collectively, the "Reporting Persons") may be deemed a member of a "group" within the meaning of Section 13(d)(3) of the Securities and Exchange Act of 1934, as amended (the "Exchange Act"), or Rule 13d-5 promulgated under the Exchange Act with one or more of the other Reporting Persons. Although the Reporting Persons are reporting such securities as if they were members of a "group", the filing of this Form 3 shall not be deemed an admission by any Reporting Person that such Reporting Person is a beneficial owner of any securities other than those directly held by such Reporting Person.

(3) These shares are held directly by the James Douglas and Jean Douglas Irrevocable Descendants' Trust and indirectly by Kevin Douglas. Kevin Douglas and Michelle Douglas, husband and wife, are each a co-trustee of the James Douglas and Jean Douglas Irrevocable Descendants' Trust.

(4) These shares are held directly by the Douglas Family Trust and indirectly by Kevin Douglas. James E. Douglas, Jr. and Jean A. Douglas, husband and wife, are each a co-trustee of the Douglas Family Trust.

(5) This warrant is exercisable at any time up to and including the expiration date. The terms of this warrant contain a limitation on conversion which prevents the Reporting Person from converting this warrant into shares if, after giving effect to the conversion, the Reporting Person would beneficially own more than 14.99% of the issuer's outstanding shares.

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Remarks:

Exhibit 24. Limited Power of Attorney

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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