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RESEARCH FRONTIERS INC
Form 8-K
September 15, 2005

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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

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

DATE OF REPORT (DATE OF EARLIEST EVENT REPORTED): SEPTEMBER 15, 2005

RESEARCH FRONTIERS INCORPORATED
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

| | | |
|---|--------------------------|--------------------------------------|
| DELAWARE | 1-9399 | 11-2103466 |
| (STATE OR OTHER JURISDICTION OF INCORPORATION) | (COMMISSION FILE NUMBER) | (IRS EMPLOYER IDENTIFICATION NO.) |

240 CROSSWAYS PARK DRIVE
WOODBURY, NEW YORK 11797-2033
(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES AND ZIP CODE)

REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE: (516) 364-1902

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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Item 3.01. Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

Research Frontiers Incorporated received a letter from The Nasdaq Stock Market on July 5, 2005, indicating that the Company's market value of listed securities is below the minimum \$50 million requirement for continued listing on the Nasdaq National Market System. The letter states that if the Company's market

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value of listed securities does not exceed \$50 million for a minimum of 10 consecutive business days prior to August 4, 2005, Nasdaq will notify the Company that the Company's securities will be delisted from the Nasdaq National Market.

Research Frontiers received a Staff Determination Letter on August 8, 2005 indicating that Research Frontiers common stock is no longer eligible for continued listing on the Nasdaq National Market System because the market value of the Company's listed securities was below the minimum \$50 million requirement for continued listing on the Nasdaq National Market System under Nasdaq Marketplace Rule 4450(b)(1)(A).

Research Frontiers filed a request for, and had, a hearing before the Nasdaq Listing Qualifications Panel to appeal the Staff Determination Letter. The Company was notified on September 15, 2005 that the Nasdaq Listing Qualifications Panel has determined to transfer the listing of the Company's common stock from the Nasdaq National Market to the Nasdaq SmallCap Market. Effective with the open of business on Friday, September 16, 2005, Research Frontiers common stock will trade on the Nasdaq SmallCap Market under its current symbol "REFR".

Item 9.01. Financial Statements and Exhibits.

(c) Exhibits.

99.1 Research Frontiers Press Release Dated September 15, 2005

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

RESEARCH FRONTIERS INCORPORATED

Dated: September 15, 2005

/s/ Joseph M. Harary

By: Joseph M. Harary

Title: President