

RESEARCH FRONTIERS INC
Form SC 13G/A
February 13, 2015

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13 G

Under the Securities Exchange Act of 1934

(Amendment No. 2)*

Research Frontiers Incorporated

(Name of Issuer)

Common Stock, \$0.0001 par value

(Title of Class of Securities)

760911107

(CUSIP Number of Class of Securities)

Ryan J. York

Davis Wright Tremaine

1201 Third Avenue, Suite 2200

Seattle, WA 98101-3045

(206) 622-3150

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

December 31, 2014

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13G

CUSIP No. 760911107

1 Names of Reporting Persons

I.R.S. Identification Nos. of above persons (entities only)

2 Kevin Douglas
Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3 SEC Use Only

4 Citizenship or Place of Organization

United States

5 Sole Voting Power

NUMBER OF

SHARES -0-

6 Shared Voting Power

BENEFICIALLY

OWNED BY 2,718,885 (1)

EACH **7** Sole Dispositive Power

REPORTING

PERSON -0-

8 Shared Dispositive Power

WITH:

3,398,605 (1)(2)

9 Aggregate Amount Beneficially Owned by Each Reporting Person

3,398,605 (1)(2)

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares ..

11 Percent of Class Represented by Amount in Row (9)

14.2% (3)

12 Type of Reporting Person

IN

- (1) Kevin Douglas and his wife, Michelle Douglas, hold 944,581 shares, currently exercisable warrants to purchase up to 75,000 shares at \$6.73 per share exercisable within 60 days, jointly as the beneficiaries and co-trustees of the K&M Douglas Trust. In addition, Kevin Douglas and Michelle Douglas are co-trustees of the James Douglas and Jean Douglas Irrevocable Descendants Trust which holds 1,574,304 shares, currently exercisable warrants to purchase up to 125,000 shares at \$6.73 per share exercisable within 60 days. The warrants are not exercisable if and to the extent that the issuance of shares on such exercise of the warrant would cause the ownership of the holder and its affiliates to exceed 14.99% of the Issuer's common stock.
- (2) Kevin Douglas also has dispositive power with respect to 629,720 shares, currently exercisable warrants to purchase up to 50,000 shares at \$6.73 per share exercisable within 60 days, held by the Douglas Family Trust. The warrants are not exercisable if and to the extent that the issuance of shares on such exercise of the warrant would cause the ownership of the holder and its affiliates to exceed 14.99% of the Issuer's common stock.
- (3) Based on 23,924,465 shares of the Issuer's common stock outstanding as of November 4, 2014, as reported on the Issuer's 10-Q for the quarter ended September 30, 2014, filed with the Securities and Exchange Commission (the SEC) on November 4, 2014.

SCHEDULE 13G

CUSIP No. 760911107

1 Names of Reporting Persons

I.R.S. Identification Nos. of above persons (entities only)

2 Michelle Douglas
Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3 SEC Use Only

4 Citizenship or Place of Organization

United States

5 Sole Voting Power

NUMBER OF

SHARES -0-

6 Shared Voting Power

BENEFICIALLY

OWNED BY 2,718,885 (1)

EACH **7** Sole Dispositive Power

REPORTING

PERSON -0-

8 Shared Dispositive Power

WITH:

2,718,885 (1)

9 Aggregate Amount Beneficially Owned by Each Reporting Person

2,718,885 (1)

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11 Percent of Class Represented by Amount in Row (9)

11.4% (2)

12 Type of Reporting Person

IN

- (1) Kevin Douglas and his wife, Michelle Douglas, hold 944,581 shares, currently exercisable warrants to purchase up to 75,000 shares at \$6.73 per share exercisable within 60 days, jointly as the beneficiaries and co-trustees of the K&M Douglas Trust. In addition, Kevin Douglas and Michelle Douglas are co-trustees of the James Douglas and Jean Douglas Irrevocable Descendants Trust which holds 1,574,304 shares, currently exercisable warrants to purchase up to 125,000 shares at \$6.73 per share exercisable within 60 days. The warrants are not exercisable if and to the extent that the issuance of shares on such exercise of the warrant would cause the ownership of the holder and its affiliates to exceed 14.99% of the Issuer's common stock.
- (2) Based on 23,924,465 shares of the Issuer's common stock outstanding as of November 4, 2014, as reported on the Issuer's 10-Q for the quarter ended September 30, 2014, filed with the SEC on November 4, 2014.

SCHEDULE 13G

CUSIP No. 760911107

1 Names of Reporting Persons

I.R.S. Identification Nos. of above persons (entities only)

2 K&M Douglas Trust (1)
Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3 SEC Use Only

4 Citizenship or Place of Organization

California

5 Sole Voting Power

NUMBER OF

SHARES -0-

6 Shared Voting Power

BENEFICIALLY

OWNED BY 1,019,581 (2)

EACH **7** Sole Dispositive Power

REPORTING

PERSON -0-

8 Shared Dispositive Power

WITH:

1,019,581 (2)

9 Aggregate Amount Beneficially Owned by Each Reporting Person

1,019,581 (2)

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11 Percent of Class Represented by Amount in Row (9)

4.3% (3)

12 Type of Reporting Person

OO

- (1) Kevin and Michelle Douglas, husband and wife, are beneficiaries and co-trustees.
- (2) Includes 944,581 shares, currently exercisable warrants to purchase up to 75,000 shares at \$6.73 per share exercisable within 60 days. The warrants are not exercisable if and to the extent that the issuance of shares on such exercise of the warrant would cause the ownership of the holder and its affiliates to exceed 14.99% of the Issuer's common stock.
- (3) Based on 23,924,465 shares of the Issuer's common stock outstanding as of November 4, 2014, as reported on the Issuer's 10-Q for the quarter ended September 30, 2014, filed with the SEC on November 4, 2014.

SCHEDULE 13G

CUSIP No. 760911107

1 Names of Reporting Persons

I.R.S. Identification Nos. of above persons (entities only)

2 Douglas Family Trust (1)
Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3 SEC Use Only

4 Citizenship or Place of Organization

California

5 Sole Voting Power

NUMBER OF

SHARES 679,720 (2)
6 Shared Voting Power

BENEFICIALLY

OWNED BY EACH
-0-
7 Sole Dispositive Power

REPORTING

PERSON -0-
8 Shared Dispositive Power

WITH:

679,720 (2) (3)
9 Aggregate Amount Beneficially Owned by Each Reporting Person

679,720 (2)

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11 Percent of Class Represented by Amount in Row (9)

2.8% (4)

12 Type of Reporting Person

OO

- (1) James E. Douglas Jr. and Jean A Douglas, husband and wife, are co-trustees.
- (2) Includes 629,720 shares, currently exercisable warrants to purchase up to 50,000 shares at \$6.73 per share exercisable within 60 days. The warrants are not exercisable if and to the extent that the issuance of shares on such exercise of the warrant would cause the ownership of the holder and its affiliates to exceed 14.99% of the Issuer's common stock.
- (3) Kevin Douglas also has dispositive power with respect to the securities held by the Douglas Family Trust.
- (4) Based on 23,924,465 shares of the Issuer's common stock outstanding as of November 4, 2014, as reported on the Issuer's 10-Q for the quarter ended September 30, 2014, filed with the SEC on November 4, 2014.

SCHEDULE 13G

CUSIP No. 760911107

1 Names of Reporting Persons

I.R.S. Identification Nos. of above persons (entities only)

2 James Douglas and Jean Douglas Irrevocable Descendants Trust (1)
Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3 SEC Use Only

4 Citizenship or Place of Organization

California

5 Sole Voting Power

NUMBER OF

SHARES 1,699,304 (2)
6 Shared Voting Power

BENEFICIALLY

OWNED BY EACH
-0-
7 Sole Dispositive Power

REPORTING

PERSON 1,699,304 (2)
8 Shared Dispositive Power

WITH:

-0-

9 Aggregate Amount Beneficially Owned by Each Reporting Person

1,699,304 (2)

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11 Percent of Class Represented by Amount in Row (9)

7.1% (3)

12 Type of Reporting Person

OO

- (1) Kevin Douglas and Michelle Douglas, husband and wife, are co-trustees.
- (2) Includes 1,574,304 shares, currently exercisable warrants to purchase up to 125,000 shares at \$6.73 per share exercisable within 60 days. The warrants are not exercisable if and to the extent that the issuance of shares on such exercise of the warrant would cause the ownership of the holder and its affiliates to exceed 14.99% of the Issuer's common stock
- (3) Based on 23,924,465 shares of the Issuer's common stock outstanding as of November 4, 2014, as reported on the Issuer's 10-Q for the quarter ended September 30, 2014, filed with the SEC on November 4, 2014.

Item 1.

- (a) Name of Issuer:
Research Frontiers Incorporated
- (b) Address of Issuer's Principal Executive Offices:
240 Crossways Park Drive
Woodbury, New York
11797

Item 2.

- (1)(a) NAME OF PERSONS FILING:
Kevin Douglas
Michelle Douglas
- (b) ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:
125 E. Sir Francis Drake Blvd., Ste 400
Larkspur, CA 94939
- (c) CITIZENSHIP:
United States
- (d) TITLE OF CLASS OF SECURITIES:
Common Stock, \$0.0001 par value
- (e) CUSIP NUMBER:
760911107
- (2)(a) NAME OF PERSONS FILING:
K&M Douglas Trust
Douglas Family Trust
James Douglas and Jean Douglas Irrevocable Descendants Trust
- (b) ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:
125 E. Sir Francis Drake Blvd., Ste 400
Larkspur, CA 94939
- (c) CITIZENSHIP:
California
- (d) TITLE OF CLASS OF SECURITIES:
Common Stock, \$0.0001 par value
- (e) CUSIP NUMBER:
760911107

Item 3. If this statement is filed pursuant to Rule 13d-1(b) or 13d-2(b) or (c), check whether the person filing is a:

- (a) .. Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) .. Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) .. Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) .. Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8)
- (e) .. An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) .. An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) .. A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h) .. A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) .. A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) .. Group, in accordance with §240.13d-1(b)(1)(ii)(J)

Not Applicable.

Item 4. Ownership

Reference is made as to each of the Reporting Persons hereunder to Rows 5-9 and 11 of each of the cover pages of this Schedule 13G and associated footnotes, which are incorporated by reference herein.

Each of the Reporting Persons hereunder may be deemed a member of a group within the meaning of Section 13(d)(3) of the Exchange Act, or Rule 13d-5 promulgated under the Exchange Act with one or more of the other Reporting Persons hereunder. Although the Reporting Persons are reporting such securities as if they were members of a group, the filing of this Schedule 13G shall not be construed as 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.

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: "

Item 6. Ownership of More Than Five Percent on Behalf of Another Person

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company

Not applicable.

Item 8. Identification and Classification of Members of the Group

See Item 4 of this Schedule 13G and the Joint Filing Agreement attached hereto as Exhibit A.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the Issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 13, 2015

* Kevin Douglas
KEVIN DOUGLAS

Date: February 13, 2015

* Michelle Douglas
MICHELLE DOUGLAS

K&M DOUGLAS TRUST

Date: February 13, 2015

* Kevin Douglas
By: Kevin Douglas
Title: Trustee

Date: February 13, 2015

* Michelle Douglas
By: Michelle Douglas
Title: Trustee

DOUGLAS FAMILY TRUST

Dated: February 13, 2015

* James E. Douglas, Jr.
By: James E. Douglas, Jr.
Title: Trustee

Date: February 13, 2015

* Jean A. Douglas
By: Jean A. Douglas
Title: Trustee

JAMES DOUGLAS AND JEAN DOUGLAS
IRREVOCABLE DESCENDANTS TRUST

Date: February 13, 2015

* Kevin Douglas
By: Kevin Douglas
Title: Trustee

Date: February 13, 2015

* Michelle Douglas
By: Michelle Douglas
Title: Trustee

*By: /s/ Eileen Wheatman
Eileen Wheatman
Attorney-in-fact

EXHIBIT A

JOINT FILING AGREEMENT

This Joint Filing Agreement (this Agreement) hereby confirms the agreement by and among all of the undersigned that the Schedule 13G/A to which this Agreement is attached as Exhibit A with respect to the beneficial ownership of the undersigned of shares Common Stock of Research Frontiers Incorporated is being filed on behalf of each of the undersigned. This Agreement may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

Date: February 13, 2015

* Kevin Douglas
KEVIN DOUGLAS

Date: February 13, 2015

* Michelle Douglas
MICHELLE DOUGLAS

K&M DOUGLAS TRUST

Date: February 13, 2015

* Kevin Douglas
By: Kevin Douglas
Title: Trustee

Date: February 13, 2015

* Michelle Douglas
By: Michelle Douglas
Title: Trustee

DOUGLAS FAMILY TRUST

Dated: February 13, 2015

* James E. Douglas, Jr.
By: James E. Douglas, Jr.
Title: Trustee

Date: February 13, 2015

* Jean A. Douglas
By: Jean A. Douglas
Title: Trustee

JAMES DOUGLAS AND JEAN DOUGLAS
IRREVOCABLE DESCENDANTS TRUST

Date: February 13, 2015

* Kevin Douglas
By: Kevin Douglas
Title: Trustee

Date: February 13, 2015

* Michelle Douglas
By: Michelle Douglas
Title: Trustee

*By: /s/ Eileen Wheatman
Eileen Wheatman
Attorney-in-fact