

DOUGLAS KEVIN
Form SC 13G
October 12, 2012

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No.)*

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

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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)

October 9, 2012

(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)

Kevin Douglas

2 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

-0-

SHARES 6 Shared Voting Power

BENEFICIALLY

OWNED BY

1,723,359 (1)

EACH 7 Sole Dispositive Power

REPORTING

PERSON

-0-

8 Shared Dispositive Power

WITH:

2,154,199 (1)(2)

9 Aggregate Amount Beneficially Owned by Each Reporting Person

2,154,199 (1)(2)

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

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

9.5% (3)

12 Type of Reporting Person

IN

- (1) Kevin Douglas and his wife, Michelle Douglas, hold 631,260 shares and 15,000 shares issuable upon exercise of warrants 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 1,052,099 shares and 25,000 shares issuable upon exercise of warrants exercisable within 60 days. The foregoing excludes 75,000 shares issuable upon exercise of a warrant held by the K&M Douglas Trust and 125,000 shares issuable upon exercise of a warrant held by the James Douglas and Jean Douglas Irrevocable Descendants Trust, which warrants are not exercisable until April 9, 2013.
- (2) Kevin Douglas also has dispositive power with respect to 420,840 shares and 10,000 shares issuable upon exercise of warrants exercisable within 60 days, held by the Douglas Family Trust. The foregoing excludes 50,000 shares issuable upon exercise of a warrant held by the Douglas Family Trust, which warrant is not exercisable until April 9, 2013
- (3) The percentage is based on (i) 21,396,782 shares outstanding as of the completion of the offering by the Issuer as reported in the Issuer's 424(b)(5) prospectus supplement filed with the SEC on August 28, 2012 (the Prospectus), (ii) 1,250,000 shares issued to the Reporting Persons in a private transaction on October 9, 2012 (the Private Transaction), and (iii) 50,000 shares that may be acquired by the Reporting Persons upon the exercise of warrants exercisable within 60 days, which are deemed outstanding in accordance with Rule 13d-3(d)(1) under the Securities Exchange Act of 1934, as amended (the Exchange Act).

SCHEDULE 13G

CUSIP No. 760911107

1 Names of Reporting Persons

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

Michelle Douglas

2 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

-0-

SHARES 6 Shared Voting Power

BENEFICIALLY

OWNED BY

1,723,359 (1)

EACH 7 Sole Dispositive Power

REPORTING

PERSON

-0-

8 Shared Dispositive Power

WITH:

1,723,359 (1)

9 Aggregate Amount Beneficially Owned by Each Reporting Person

1,723,359 (1)

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

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

7.6% (2)

12 Type of Reporting Person

IN

- (1) Kevin Douglas and his wife, Michelle Douglas, hold 631,260 shares and 15,000 shares issuable upon exercise of warrants 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 1,052,099 shares and 25,000 shares issuable upon exercise of warrants exercisable within 60 days. The foregoing excludes 75,000 shares issuable upon exercise of a warrant held by the K&M Douglas Trust and 125,000 shares issuable upon exercise of a warrant held by the James Douglas and Jean Douglas Irrevocable Descendants Trust, which warrants are not exercisable until April 9, 2013.
- (2) The percentage is based on (i) 21,396,782 shares outstanding as of the completion of the offering by the Issuer as reported in the Prospectus, (ii) 1,250,000 shares issued to the Reporting Persons in the Private Transaction, and (iii) 40,000 shares that may be acquired by the Reporting Persons upon the exercise of warrants exercisable within 60 days, which are deemed outstanding in accordance with Rule 13d-3(d)(1) under the Exchange Act.

SCHEDULE 13G

CUSIP No. 760911107

1 Names of Reporting Persons

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

K&M Douglas Trust (1)

2 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

-0-

SHARES 6 Shared Voting Power

BENEFICIALLY

OWNED BY

646,260 (2)

EACH 7 Sole Dispositive Power

REPORTING

PERSON

-0-

8 Shared Dispositive Power

WITH:

646,260 (2)

9 Aggregate Amount Beneficially Owned by Each Reporting Person

646,260 (2)

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

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

2.9% (3)

12 Type of Reporting Person

OO

- (1) Kevin and Michelle Douglas, husband and wife, are beneficiaries and co-trustees.
- (2) Kevin Douglas and his wife, Michelle Douglas, hold 631,260 shares and 15,000 shares issuable upon exercise of warrants exercisable within 60 days, jointly as the beneficiaries and co-trustees of the K&M Douglas Trust. The foregoing excludes 75,000 shares issuable upon exercise of a warrant held by the K&M Douglas Trust, which warrant is not exercisable until April 9, 2013.
- (3) The percentage is based on (i) 21,396,782 shares outstanding as of the completion of the offering by the Issuer as reported in the Prospectus, (ii) 1,250,000 shares issued to the Reporting Persons in the Private Transaction, and (iii) 15,000 shares that may be acquired by the Reporting Person upon the exercise of warrants exercisable within 60 days, which are deemed outstanding in accordance with Rule 13d-3(d)(1) under the Exchange Act.

SCHEDULE 13G

CUSIP No. 760911107

1 Names of Reporting Persons

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

Douglas Family Trust (1)

2 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

430,840

SHARES 6 Shared Voting Power

BENEFICIALLY

OWNED BY

-0-

EACH 7 Sole Dispositive Power

REPORTING

PERSON

-0-

8 Shared Dispositive Power

WITH:

430,840 (2)

9 Aggregate Amount Beneficially Owned by Each Reporting Person

430,840 (2)

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

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

1.9% (3)

12 Type of Reporting Person

OO

- (1) James E. Douglas Jr. and Jean A Douglas, husband and wife, are co-trustees.
- (2) Kevin Douglas also has dispositive power with respect to 420,840 shares and 10,000 shares issuable upon exercise of warrants exercisable within 60 days, held by the Douglas Family Trust. The foregoing excludes 50,000 shares issuable upon exercise of a warrant held by the Douglas Family Trust, which warrant is not exercisable until April 9, 2013.
- (3) The percentage is based on (i) 21,396,782 shares outstanding as of the completion of the offering by the Issuer as reported in the Prospectus, (ii) 1,250,000 shares issued to the Reporting Persons in the Private Transaction, and (iii) 10,000 shares that may be acquired by the Reporting Person upon the exercise of warrants exercisable within 60 days, which are deemed outstanding in accordance with Rule 13d-3(d)(1) under the Exchange Act.

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 1,077,099 (2)
6 Shared Voting Power

BENEFICIALLY

OWNED BY

EACH -0-
7 Sole Dispositive Power

REPORTING

PERSON 1,077,099 (2)
8 Shared Dispositive Power

WITH:

-0-

9 Aggregate Amount Beneficially Owned by Each Reporting Person

10 1,077,099 (2)
Check if the Aggregate Amount in Row (9) Excludes Certain Shares

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

4.8% (3)

12 Type of Reporting Person

OO

- (1) Kevin Douglas and Michelle Douglas, husband and wife, are co-trustees.
- (2) Includes 1,052,099 shares and 25,000 shares issuable upon exercise of warrants exercisable within 60 days. The foregoing excludes 125,000 shares issuable upon exercise of a warrant held by the James Douglas and Jean Douglas Irrevocable Descendants Trust, which warrant is not exercisable until April 9, 2013
- (3) The percentage is based on (i) 21,396,782 shares outstanding as of the completion of the offering by the Issuer as reported in the Prospectus, (ii) 1,250,000 shares issued to the Reporting Persons in the Private Transaction, and (iii) 25,000 shares that may be acquired by the Reporting Person upon the exercise of warrants exercisable within 60 days, which are deemed outstanding in accordance with Rule 13d-3(d)(1) under the Exchange Act.

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: October 12, 2012

* Kevin Douglas
KEVIN DOUGLAS

Date: October 12, 2012

* Michelle Douglas
MICHELLE DOUGLAS

K&M DOUGLAS TRUST

Date: October 12, 2012

* Kevin Douglas
By: Kevin Douglas
Title: Trustee

Date: October 12, 2012

* Michelle Douglas
By: Michelle Douglas
Title: Trustee

DOUGLAS FAMILY TRUST

Dated: October 12, 2012

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

Date: October 12, 2012

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

JAMES DOUGLAS AND JEAN DOUGLAS IRREVOCABLE DESCENDANTS TRUST

Date: October 12, 2012

* Kevin Douglas
By: Kevin Douglas
Title: Trustee

Date: October 12, 2012

* 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 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: October 12, 2012

* Kevin Douglas
KEVIN DOUGLAS

Date: October 12, 2012

* Michelle Douglas
MICHELLE DOUGLAS

K&M DOUGLAS TRUST

Date: October 12, 2012

* Kevin Douglas
By: Kevin Douglas
Title: Trustee

Date: October 12, 2012

* Michelle Douglas
By: Michelle Douglas
Title: Trustee

DOUGLAS FAMILY TRUST

Dated: October 12, 2012

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

Date: October 12, 2012

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

JAMES DOUGLAS AND JEAN DOUGLAS IRREVOCABLE DESCENDANTS TRUST

Date: October 12, 2012

* Kevin Douglas
By: Kevin Douglas
Title: Trustee

Date: October 12, 2012

* Michelle Douglas
By: Michelle Douglas
Title: Trustee

*By: /s/ Eileen Wheatman
Eileen Wheatman

Attorney-in-fact

LIMITED POWER OF ATTORNEY FOR
REPORTING OBLIGATIONS UNDER SECTIONS 13(D) AND 13(G) OF THE SECURITIES
EXCHANGE ACT OF 1934

The undersigned hereby make, constitute and appoint each of Tim McGaw, Eileen Wheatman and Kevin Douglas, acting either individually or together, as each of the undersigned's true and lawful attorneys-in-fact, with full power and authority as hereinafter described on behalf of and in the name, place and stead of each of the undersigned to:

(1) prepare, execute, acknowledge, deliver and file Schedules 13D and 13G (including any amendments thereto) with respect to the securities of **Research Frontiers Incorporated**, a corporation formed under the laws of the State of Delaware (the *Company*), with the U.S. Securities and Exchange Commission, any national securities exchanges and the Company, as considered necessary or advisable under Sections 13(d) or 13(g) of the Securities Exchange Act of 1934 (the *Exchange Act*) and the rules and regulations promulgated thereunder (including, without limitation, Regulation 13D-G);

(2) seek or obtain, as each of the undersigned's representative and on each of the undersigned's behalf, information on transactions in the Company's securities from any third party, including brokers, employee benefit plan administrators and trustees, in connection with the foregoing, and the undersigned hereby authorizes any such person to release any such information to any of the attorneys-in-fact and approve and ratify any such release of information; and

(3) perform any and all other acts which in the discretion of such attorney-in-fact are necessary or desirable for and on behalf of the undersigned in connection with the foregoing.

The undersigned acknowledge that:

(1) this Limited Power of Attorney authorizes, but does not require, each such attorney-in-fact to act in his or her discretion on information provided to such attorney-in-fact without independent verification of such information;

(2) any documents prepared and/or executed by any such attorney-in-fact on behalf of the undersigned pursuant to this Limited Power of Attorney will be in such form and will contain such information and disclosure as such attorney-in-fact, in his or her discretion, deems necessary or desirable;

(3) none of such attorneys-in-fact assumes (i) any liability for any responsibility of the undersigned to comply with the requirements of the Exchange Act, or (ii) any liability of the undersigned for any failure to comply with such requirements; and

(4) this Limited Power of Attorney does not relieve the undersigned from responsibility for compliance with the obligations of the undersigned under the Exchange Act, including without limitation the reporting requirements under Sections 13(d) and 13(g) of the Exchange Act and Regulation 13D-G promulgated thereunder.

The undersigned hereby give and grant each of the foregoing attorneys-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary, appropriate or desirable to be done in and about the foregoing matters as fully to all intents and purposes as the undersigned might or could do if present, hereby ratifying all that each such attorney-in-fact of, for and on behalf of the undersigned, shall lawfully do or cause to be done by virtue of this Limited Power of Attorney.

This Limited Power of Attorney shall remain in full force and effect until the undersigned are no longer required to file Schedules 13D or 13G with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to each such attorney-in-fact.

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The undersigned have caused this Limited Power of Attorney to be executed as of this 12th day of October, 2012.

KEVIN DOUGLAS

/s/ Kevin Douglas

MICHELLE DOUGLAS

/s/ Michelle Douglas

K&M DOUGLAS TRUST

/s/ Kevin Douglas

By: Kevin Douglas
Title: Trustee

/s/ Michelle Douglas

By: Michelle Douglas
Title: Trustee

DOUGLAS FAMILY TRUST

/s/ James E. Douglas, Jr.

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

/s/ Jean A. Douglas

By: Jean A. Douglas
Title: Trustee

**JAMES DOUGLAS AND JEAN DOUGLAS IRREVOCABLE
DESCENDANTS TRUST**

/s/ Kevin Douglas

By: Kevin Douglas
Title: Trustee

/s/ Michelle Douglas

By: Michelle Douglas
Title: Trustee