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RESEARCH FRONTIERS INC  
Form 8-K  
October 31, 2005

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SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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FORM 8-K

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CURRENT REPORT

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

DATE OF REPORT (DATE OF EARLIEST EVENT REPORTED): October 25, 2005

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

|   |                          |                                      |
|---|--------------------------|--------------------------------------|
| DELAWARE  | 1-9399                   | 11-2103466                           |
| (STATE OR OTHER JURISDICTION<br>OF INCORPORATION) | (COMMISSION FILE NUMBER) | (IRS EMPLOYER<br>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 1.01. Entry into a Material Definitive Agreement.

Effective October 25, 2005, Research Frontiers Incorporated entered into a non-exclusive worldwide license agreement with SPD Control Systems Corp. (SCSC) granting SCSC the license to manufacture and sell electronics and total building control systems for products using the Company's SPD light-control technology.

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The foregoing description of the license agreement with SCSC does not purport to be complete and is qualified in its entirety by reference to the License Agreement, a copy of which is attached as Exhibit 10.43 to this Current Report on Form 8-K and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(c) Exhibits.

10.43 License Agreement effective as of October 25, 2005 between Research Frontiers Incorporated and SPD Control Systems Corp. Filed herewith with portions of this document omitted pursuant to the Registrant's request for confidential treatment and filed separately with the Securities and Exchange Commission, and incorporated herein by reference.

99.1 Research Frontiers/SCSC Press Release Dated October 27, 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: October 31, 2005

/s/ Joseph M. Harary

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By: Joseph M. Harary

Title: President