

Lightwave Logic, Inc.
Form 10-Q
May 15, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

(Mark One)

ý **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended March 31, 2013

OR

.. **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from _____ to _____

Commission File Number 0-52567

Lightwave Logic, Inc.

(Exact name of registrant as specified in its charter)

Nevada

(State or other jurisdiction of
Incorporation or Organization)

82-049-7368

(I.R.S. Employer Identification No.)

111 Ruthar Drive

Newark, DE

(Address of principal executive offices)

19711

(Zip Code)

(302) 356-2717

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(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act (Check one):

Large accelerated filer	☐	Accelerated filer	☐
Non-accelerated filer	☐	Smaller reporting company	☒

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act.)
Yes ☐ No ☒

The number of shares of the registrant’s Common Stock outstanding as of May 15, 2013 was 51,826,797

TABLE OF CONTENTS

PART I – FINANCIAL INFORMATION

		Page
Part I	Financial Information	2
Item 1	Financial Statements	2
Item 2	Management's Discussion and Analysis of Financial Condition and Results of Operations	25
Item 4	Controls and Procedures	40
Part II	Other Information	40
Item 2	Unregistered Sales of Equity Securities and Use of Proceeds	40
Item 6	Exhibits	41
	Signatures	42

PART I FINANCIAL INFORMATION

Item 1

Financial Information

-2-

LIGHTWAVE LOGIC, INC.
(A Development Stage Company)

FINANCIAL STATEMENTS

MARCH 31, 2013

(UNAUDITED)

CONTENTS

	PAGE
BALANCE SHEETS	1
STATEMENTS OF OPERATIONS	2
STATEMENT OF STOCKHOLDERS' EQUITY	3 - 9
STATEMENTS OF CASH FLOWS	10 - 11
NOTES TO FINANCIAL STATEMENTS	12 - 17

LIGHTWAVE LOGIC, INC.

(A Development Stage Company)

BALANCE SHEETS

	March 31, 2013 (Unaudited)	December 31, 2012 (Audited)
ASSETS		
CURRENT ASSETS		
	\$	\$
Cash and cash equivalents	3,319,258	2,936,879
Prepaid expenses	75,107	89,975
	3,394,365	3,026,854
PROPERTY AND EQUIPMENT - NET	364,752	300,994
OTHER ASSETS		
Intangible assets - net	495,533	488,526
	\$	\$
TOTAL ASSETS	4,254,650	3,816,374
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES		
	\$	\$
Accounts payable	125,451	96,384
Accounts payable and accrued expenses- related parties	75,787	55,606
Accrued expenses	9,738	3,338
TOTAL LIABILITIES	210,976	155,328
STOCKHOLDERS' EQUITY		
Preferred stock, \$0.001 par value, 1,000,000 authorized		
No shares issued or outstanding	-	-

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Common stock \$0.001 par value, 100,000,000 authorized

51,097,728 and 50,160,758 issued and outstanding at

March 31, 2013 and December 31, 2012	51,099	50,161
Additional paid-in-capital	33,346,912	32,042,751
Accumulated deficit	(15,827)	(15,827)
Deficit accumulated during development stage	(^,338,510)	(28,416,039)
TOTAL STOCKHOLDERS' EQUITY	4,043,674	3,661,046
	\$	\$
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	4,254,650	3,816,374

See accompanying notes to these financial statements.

LIGHTWAVE LOGIC, INC.

(A Development Stage Company)

STATEMENTS OF OPERATIONS FOR THE THREE MONTHS ENDING MARCH 31, 2013 AND 2012 AND
FOR THE PERIOD

JANUARY 1, 2004 (INCEPTION OF DEVELOPMENT STAGE) TO MARCH 31, 2013

(UNAUDITED)

	Cumulative Since Inception	For the Three Months Ending March 31, 2013	For the Three Months Ending March 31, 2012
	\$	\$	\$
NET SALES	3,200	-	-
COST AND EXPENSE			
Research and development	13,609,570	455,382	472,409
General and administrative	15,369,185	447,618	297,190
	28,978,755	903,000	769,599
LOSS FROM OPERATIONS	(28,975,555)	(903,000)	(769,599)
OTHER INCOME (EXPENSE)			
Interest income	31,125	79	198
Dividend income	1,551	-	-
Realized gain on investment	3,911	-	-
Realized gain on disposal of assets	637	-	-
Litigation settlement	(47,500)	-	-
Commitment fee and interest expense	(352,679)	(19,550)	(101,945)
	\$	\$	\$
NET LOSS	(29,338,510)	(922,471)	(871,346)
		\$	\$
Basic and Diluted Loss per Share		(0.02)	(0.02)
Basic and Diluted Weighted Average Number of Shares		50,461,598	46,732,009

See accompanying notes to these financial statements.

-6-

LIGHTWAVE LOGIC, INC.

(A Development Stage Company)

STATEMENT OF STOCKHOLDERS' EQUITY

FOR THE PERIOD JANUARY 1, 2004 (INCEPTION OF DEVELOPMENT STAGE) TO MARCH 31, 2013

(UNAUDITED)

	Number of Shares	Common Stock	Paid-in Capital	Subscription Receivable/ Receivable for Issuance of Common Stock	Deferred Charges	Unrealized Loss on Securities	Accumulated Deficit	Deficit Accumulated During Development Stage	Total
ENDING BALANCE AT DECEMBER 31, 2003	100\$	1\$	- \$	- \$	- \$	- \$	(15,827)\$	- \$	(15,826)
Retroactive recapitalization upon reverse acquisition	706,973	706	(706)	-	-	-	-	-	-
BALANCE AT JANUARY 1, 2004	707,073	707	(706)	-	-	-	(15,827)	-	(15,826)
Common stock issued to founders	13,292,927	13,293	(13,293)	-	-	-	-	-	-
Common stock issued for future services in July 2004 at \$0.16/share	1,600,000	1,600	254,400	-	-	-	-	-	256,000
	2,000,000	2,000	(2,000)	-	-	-	-	-	-

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Common stock issued at merger									
Common stock issued for future services in August 2004 at \$0.12/share	637,500	638	74,362	-	-	-	-	-	75,000
Conversion of note payable in December 2004 at \$0.16/share	187,500	187	29,813	-	-	-	-	-	30,000
Net loss for the year ended December 31, 2004	-	-	-	-	-	-	-	(722,146)	(722,146)
BALANCE AT DECEMBER 31, 2004	18,425,000	18,425	342,576	-	-	-	(15,827)	(722,146)	(376,972)
Common stock issued in private placement in April 2005 at \$0.25/share	4,000,000	4,000	996,000	-	-	-	-	-	1,000,000
Conversion of notes payable in May 2005 at \$0.16/share	3,118,750	3,119	495,881	-	-	-	-	-	499,000
Subscription receivable	-	-	-	(6,500)	-	-	-	-	(6,500)
Common stock issued for future services in August 2005, valued at \$2.79/share	210,000	210	585,290	-	-	-	-	-	585,500
Common stock issued for future services in August 2005, valued at \$2.92/share	200,000	200	583,800	-	-	-	-	-	584,000
Warrants issued for services in May 2005, vested during 2005, valued at \$1.13/share	-	-	37,000	-	-	-	-	-	37,000

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Warrants issued for services in September 2005, vested during 2005, valued at \$1.45/share	-	-	24,200	-	-	-	-	-	24,200
Warrants issued for services in October 2005, vested during 2005, valued at \$0.53/share	-	-	15,900	-	-	-	-	-	15,900
Warrants issued for future services in December 2005, vested during 2005, valued at \$1.45/share	-	-	435,060	-	-	-	-	-	435,060
Deferred charges for common stock issued for future services in August 2005, valued at \$2.92/share	-	-	-	-	(584,000)	-	-	-	(584,000)
Amortization of deferred charges	-	-	-	-	265,455	-	-	-	265,455
Exercise of warrants in December 2005 at \$0.25/share	300,000	300	74,700	-	-	-	-	-	75,000
Net loss for the year ended December 31, 2005	-	-	-	-	-	-	-	(1,721,765)	(1,721,765)
BALANCE AT DECEMBER 31, 2005	26,253,750	26,254	3,590,407	(6,500)	(318,545)	-	(15,827)	(2,443,911)	831,878
Common stock issued in private placement during 2006 at \$0.50/share	850,000	850	424,150	-	-	-	-	-	425,000

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Common stock issued for future services in February 2006, valued at \$0.90/share	300,000	300	269,700	-	-	-	-	-	270,000
Common stock issued for future services in May 2006, valued at \$1.55/share	400,000	400	619,600	-	-	-	-	-	620,000
Common stock issued for future services in June 2006, valued at \$1.45/share	25,000	25	36,225	-	-	-	-	-	36,250
Common stock issued for future services in November 2006, valued at \$0.49/share	60,000	60	29,340	-	-	-	-	-	29,400
Warrants issued for services in September 2005, vested during 2006, valued at \$1.45/share	-	-	66,500	-	-	-	-	-	66,500
Warrants issued for future services in June 2006, vested during 2006, valued at \$1.55/share	-	-	465,996	-	-	-	-	-	465,996
Options issued for services in February 2006, vested during 2006, valued at \$1.01/share	-	-	428,888	-	-	-	-	-	428,888
Contributed capital related to accrued interest	-	-	35,624	-	-	-	-	-	35,624
Subscription receivable	-	-	-	6,500	-	-	-	-	6,500
Amortization of deferred	-	-	-	-	318,545	-	-	-	318,545

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charges										
Unrealized gain										
(loss) on	-	-	-	-	-	(26,000)	-	-	(26,000)	
securities										
Net loss for the										
year ending										
December 31,	-	-	-	-	-		-	(2,933,809)	(2,933,809)	
2006										
BALANCE AT										
DECEMBER	27,888,750\$	27,889\$	5,966,430 \$	- \$	- \$	(26,000)\$	(15,827)\$	(5,377,720)\$	574,772	
31, 2006										

See accompanying notes to these financial statements.

LIGHTWAVE LOGIC, INC.

(A Development Stage Company)

STATEMENT OF STOCKHOLDERS' EQUITY

FOR THE PERIOD JANUARY 1, 2004 (INCEPTION OF DEVELOPMENT STAGE) TO MARCH 31, 2013
(CONTINUED)

(UNAUDITED)

	Number of Shares	Common Stock	Paid-in Capital	Subscription Receivable/ Receivable for Issuance of Common Stock	Deferred Charges	Unrealized Loss on Securities	Accumulated Deficit	Deficit Accumulated During Development Stage	Total
BALANCE AT DECEMBER 31, 2006	27,888,750	\$ 27,889	\$ 5,966,430	\$ -	\$-	\$ (26,000)	\$ (15,827)	\$ (5,377,720)	\$ 574,772
Common stock issued in private placement during 2007 at \$0.50/share	2,482,000	2,482	1,238,518	-	-	-	-	-	1,241,000
Common stock issued in private placement during 2007 at \$0.60/share	1,767,540	1,768	1,058,756	-	-	-	-	-	1,060,524
Common stock subscription rescinded during 2007 at \$0.50/share	(400,000)	(400)	(199,600)	-	-	-	-	-	(200,000)
Common stock issued for future services in February 2007, valued at \$0.70/share	151,785	152	106,098	-	-	-	-	-	106,250

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Common stock issued for future services in March 2007, valued at \$0.58/share	1,000,000	1,000	579,000	-	-	-	-	-	580,000
Common stock issued for services and settlement for accounts payable in April 2007, valued at \$0.35/share	100,000	100	34,900						35,000
Common stock issued for services in October 2007, valued at \$0.68/share	150,000	150	101,850	-	-	-	-	-	102,000
Common stock issued for services in October 2007, valued at \$0.90/share	150,000	150	134,850	-	-	-	-	-	135,000
Common stock issued for services in November 2007, valued at \$0.72/share	400,000	400	287,600	-	-	-	-	-	288,000
Warrants issued for services in September 2005, vested during 2007, valued at \$1.45/share	-	-	36,370	-	-	-	-	-	36,370
Warrants issued for services in March 2007, vested during 2007, valued at \$0.63/share	-	-	52,180	-	-	-	-	-	52,180
Warrants issued for services in April 2007,	-	-	293,476	-	-	-	-	-	293,476

vested during 2007, valued at \$0.69/share									
Warrants issued for services in April 2007,	-	-	140,490	-	-	-	-	-	140,490
vested during 2007, valued at \$0.63/share									
Warrants issued for services in May 2007, vested during 2007,	-	-	52,946	-	-	-	-	-	52,946
valued at \$0.56/share									
Warrants issued for services in October 2007,	-	-	61,449	-	-	-	-	-	61,449
vested during 2007, valued at \$0.61/share									
Warrants issued for services in October 2007,	-	-	52,292	-	-	-	-	-	52,292
vested during 2007, valued at \$0.78/share									
Warrants issued for services in December 2007, vested during 2007,	-	-	1,159	-	-	-	-	-	1,159
valued at \$0.55/share									
Options issued for services in February 2006,	-	-	17,589	-	-	-	-	-	17,589
vested during 2007, valued at \$1.01/share									
Options issued for services in February 2006,	-	-	43,757	-	-	-	-	-	43,757
vested during 2007, valued at \$1.09/share									

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Options issued for services in November 2007, vested during 2007, valued at \$0.60/share	-	-	41,653	-	-	-	-	-	41,653
Warrants issued for future services in April 2007, vested during 2007, valued at \$0.70/share	-	-	348,000	-	-	-	-	-	348,000
Deferred charges for common stock issued for future services in March 2007, valued at \$0.58/share	-	-	-	-	(928,000)	-	-	-	(928,000)
Amortization of deferred charges	-	-	-	-	773,333	-	-	-	773,333
Unrealized gain (loss) on securities	-	-	-	-	-	(32,610)	-	-	(32,610)
Net loss for the year ending December 31, 2007	-	-	-	-	-	-	-	(4,223,449)	(4,223,449)
BALANCE AT DECEMBER 31, 2007	33,690,075	33,690	10,449,763	-	(154,667)	(58,610)	(15,827)	(9,601,169)	653,180
Common stock issued in private placement during 2008 at \$0.60/share	690,001	690	413,310	-	-	-	-	-	414,000
Common stock issued for services in March 2008, valued at \$0.75/share	100,000	100	74,900	-	-	-	-	-	75,000
Common stock issued for	200,000	200	359,800	-	-	-	-	-	360,000

services in August 2008, valued at \$1.80/share									
Exercise of warrants at \$0.25/share	320,000	320	79,680	-	-	-	-	-	80,000
Exercise of warrants at \$0.25/share, pursuant to November 2008 adjusted stock offering									
Exercise of warrants at \$0.50/share	641,080	641	159,629						160,270
Warrants issued for services in September 2005, vested during 2008, valued at \$1.45/share									
Warrants issued for services in September 2005, vested during 2008, valued at \$1.45/share	-	-	27,014	-	-	-	-	-	27,014
Warrants issued for services in March 2007, vested during 2008, valued at \$0.63/share									
Warrants issued for services in March 2007, vested during 2008, valued at \$0.63/share	-	-	10,885	-	-	-	-	-	10,885
Warrants issued for services in April 2007, vested during 2008, valued at \$0.69/share									
Warrants issued for services in April 2007, vested during 2008, valued at \$0.69/share	-	-	121,713	-	-	-	-	-	121,713
Warrants issued for services in April 2007, vested during 2008, valued at \$0.63/share									
Warrants issued for services in April 2007, vested during 2008, valued at \$0.63/share	-	-	48,738	-	-	-	-	-	48,738
Warrants issued for services in May 2007, vested during 2008,									
Warrants issued for services in May 2007, vested during 2008,	-	-	31,444	-	-	-	-	-	31,444

valued at \$0.56/share									
Warrants									
issued for									
services in									
December	-	-	12,487	-	-	-	-	-	12,487
2007, vested									
during 2008,									
valued at									
\$0.55/share									
Options issued									
for services in									
November									
2007, vested	-	-	286,803	-	-	-	-	-	286,803
during 2008,									
valued at									
\$0.60/share									
Options issued									
for services in									
January 2008,	-	-	30,750	-	-	-	-	-	30,750
vested during									
2008, valued at									
\$0.60/share									
Options issued									
for services in									
July 2008,	-	-	114,519	-	-	-	-	-	114,519
vested during									
2008, valued at									
\$1.48/share									
Options issued									
for services in									
August 2008,	-	-	525,263	-	-	-	-	-	525,263
vested during									
2008, valued at									
\$1.36/share									
Options issued									
for services in									
November									
2008, vested	-	-	6,439	-	-	-	-	-	6,439
during 2008,									
valued at									
\$0.50/share									
Warrants									
issued for									
future services									
in March 2008,	-	-	332,000	-	(332,000)	-	-	-	-
vested through									
September									
2008, valued at									
\$0.83/share	-	-	976,193	-	-	-	-	-	976,193

Warrants
 issued for
 services in May
 2008, vested
 through
 September
 2008, valued at
 \$1.63/share
 Amortization
 of deferred
 charges
 Receivable for
 the issuance of
 common stock
 Realized loss
 reclassification
 Net loss for the
 year ending
 December 31,
 2008

-	-	-	-	431,337	-	-	-	431,337
-	-	-	(12,500)	-	-	-	-	(12,500)
-	-	-	-	-	58,610	-	-	58,610
-	-	-	-	-	-	-	(4,340,607)	(4,340,607)
BALANCE AT								
DECEMBER 31, 2008	35,911,156 \$	35,911	\$14,196,060 \$	(12,500)\$	(55,330)\$	- \$	(15,827)\$	(13,941,776)\$ 206,538

See accompanying notes to these financial statements.

LIGHTWAVE LOGIC, INC.

(A Development Stage Company)

STATEMENT OF STOCKHOLDERS' EQUITY

FOR THE PERIOD JANUARY 1, 2004 (INCEPTION OF DEVELOPMENT STAGE) TO MARCH 31, 2013
(CONTINUED)

(UNAUDITED)

	Number of Shares	Common Stock	Paid-in Capital	Subscription Receivable/ Receivable for Issuance of Common Stock	Deferred Charges	Unrealized Loss on Securities	Accumulated Deficit	Deficit Accumulated During Development Stage	Total
BALANCE AT DECEMBER 31, 2008	35,911,156	35,911	14,196,060	(12,500)	(55,330)	-	(15,827)	(13,941,776)	206,538
Rights to purchase shares issued in January 2009, vested during 2009, valued at \$0.33/share	-	-	132,058	-	-	-	-	-	132,058
Common stock issued for services in January 2009, valued at \$0.58/share	100,000	100	57,900	-	-	-	-	-	58,000
Common stock issued for services & settlement for accounts payable January 2009 valued at	100,000	100	24,900	-	-	-	-	-	25,000

\$0.25/share Exercise of purchase right agreement in January 2009 at \$0.25/share	180,550	181	44,957	-	-	-	-	-	45,138
Exercise of warrants at \$0.25/share, pursuant to November 2008 adjusted stock offering	1,279,336	1,279	318,555			-			319,834
Exercise of warrants at \$0.001/share	400,000	400	-	-	-	-	-	-	400
Exercise of warrants at \$1.00/share	355,000	355	354,645			-			355,000
Options issued for services in November 2007, vested during 2009, valued at \$0.60/share	-	-	199,234	-	-	-	-	-	199,234
Options issued for services in January 2008, vested during 2009, valued at \$0.60/share	-	-	13,583	-	-	-	-	-	13,583
Options issued for services in July 2008, vested during 2009, valued at \$1.48/share	-	-	67,838	-	-	-	-	-	67,838
Options issued for services in August 2008, vested during 2009, valued at \$1.36/share	-	-	623,246	-	-	-	-	-	623,246
Options issued for services in	-	-	61,346	-	-	-	-	-	61,346

November 2008, vested during 2009, valued at \$0.50/share									
Options issued for services in January 2009, vested during 2009, valued at \$0.53/share	-	-	13,136	-	-	-	-	-	13,136
Options issued for services in February 2009, vested during 2009, valued at \$0.38/share	-	-	9,583	-	-	-	-	-	9,583
Options issued for services in June 2009, vested during 2009, valued at \$0.85/share	-	-	21,085	-	-	-	-	-	21,085
Warrants issued for services in June 2009, vested during 2009, valued at \$0.85/share	-	-	177,881	-	-	-	-	-	177,881
Contribution of accrued payroll in February 2009	-	-	52,129	-	-	-	-	-	52,129
Amortization of deferred charges	-	-	-	-	55,330	-	-	-	55,330
Payment for the issuance of common stock	-	-	-	12,500	-	-	-	-	12,500
Common stock issued for services in June 2009, valued at	116,000	116	39,884	-	-	-	-	-	40,000

\$0.34/share Common stock issued for services & settlement for accounts payable June 2009 valued at \$0.34/share	145,000	145	49,855	-	-	-	-	-	50,000
Common stock issued in private placement during June 2009 at \$0.34/share	2,479,500	2,480	852,520	-	-	-	-	-	855,000
Common stock issued for services in July 2009, valued at \$0.75/share	100,000	100	74,900	-	-	-	-	-	75,000
Net loss for the year ending December 31, 2009	-	-	-	-	-	-	-	(2,721,871)	(2,721,871)
BALANCE AT December 31, 2009	41,166,542	41,167	17,385,295	-	-	-	(15,827)	(16,663,647)	746,988
Options issued for services in November 2007, vested during 2010, valued at \$0.60/share	-	-	174,866	-	-	-	-	-	174,866
Options issued for services in January 2008, vested during 2010, valued at \$0.60/share	-	-	14,873	-	-	-	-	-	14,873
Options issued for services in July 2008,	-	-	74,061	-	-	-	-	-	74,061

vested during 2010, valued at \$1.48/share									
Options issued for services in August 2008, vested during 2010, valued at \$1.36/share	-	-	643,812	-	-	-	-	-	643,812
Options issued for services in November 2008, vested during 2010, valued at \$0.50/share	-	-	31,478	-	-	-	-	-	31,478
Warrants issued for services in June 2009, vested during 2010, valued at \$0.85/share	-	-	213,459	-	-	-	-	-	213,459
Warrants issued for services in January 2010, vested during 2010, valued at \$1.83/share			580,167			-			580,167
Warrants issued for services in March 2010, vested during 2010, valued at \$1.86/share	-	-	214,063	-	-	-	-	-	214,063
Options issued for services in August 2010, vested during 2010, valued at \$1.31/share	-	-	27,434	-	-	-	-	-	27,434
Options issued for services in December 2010, vested	-	-	286,002	-	-	-	-	-	286,002

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during 2010, valued at \$1.14/share									
Exercise of warrants at \$0.25/share	947,200	947	235,853	-	-	-	-	-	236,800
Exercise of options at \$0.25/share	15,000	15	3,735	-	-	-	-	-	3,750
Exercise of warrants at \$0.345/share	10,000	10	3,440	-	-	-	-	-	3,450
Exercise of warrants at \$0.50/share	25,000	25	12,475	-	-	-	-	-	12,500
Exercise of warrants at \$1.00/share	282,500	283	282,218	-	-	-	-	-	282,500
Common stock issued in private placement during 2010 at \$1.00/share	1,500,000	1,500	1,498,500	-	-	-	-	-	1,500,000
Common stock issued for services in August 2010, valued at \$1.25/share	4,800	4	5,996	-	-	-	-	-	6,000
Common stock issued for services in November 2010, valued at \$0.93/share	5,000	5	4,645	-	-	-	-	-	4,650
Common stock issued for services in December 2010, valued at \$01.20/share	10,000	10	11,990	-	-	-	-	-	12,000
Net loss for the year ending December 31, 2010	-	-	-	-	-	-	-	(3,713,232)	(3,713,232)
BALANCE AT	43,966,042 \$	\$	\$	\$	\$	\$	\$	\$	

DECEMBER 31, 2010	43,966	21,704,361	-	-	-	(15,827)	(20,376,879)	1,355,621
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See accompanying notes to these financial statements.

LIGHTWAVE LOGIC, INC.

(A Development Stage Company)

STATEMENT OF STOCKHOLDERS' EQUITY

FOR THE PERIOD JANUARY 1, 2004 (INCEPTION OF DEVELOPMENT STAGE) TO MARCH 31, 2013
(CONTINUED)

(UNAUDITED)

	Number of	Common	Paid-in	Subscription Receivable/ Receivable	for Issuance	Deferred	Unrealized	Accumulated	Deficit	
	Shares	Stock	Capital	of Common Stock	Charges	Loss on Securities	Deficit	During Development Stage	Total	
BALANCE AT DECEMBER 31, 2010	43,966,042	\$ 43,966	\$ 21,704,361	\$ -	\$ -	\$ -	\$ (15,827)	\$ (20,376,879)	\$ 1,355,621	
Common stock issued for services in March 2011, valued at \$1.45/share	10,000	10	14,490	-	-	-	-	-	14,500	
Options issued for services in January 2008, vested during 2011, valued at \$0.60/share	-	-	285	-	-	-	-	-	285	
Options issued for services in July 2008, vested during 2011, valued at \$1.48/share	-	-	39,829	-	-	-	-	-	39,829	
Options issued for	-	-	383,881	-	-	-	-	-	383,881	

services in August 2008, vested during 2011, valued at \$1.36/share									
Options issued for services in November 2008, vested during 2011, valued at \$0.50/share	-	-	26,648	-	-	-	-	-	26,648
Warrants issued for services in January 2010, vested during 2011, valued at \$1.83/share	-	-	306,765	-	-	-	-	-	306,765
Warrants issued for services in March 2010, vested during 2011, valued at \$1.86/share	-	-	64,983	-	-	-	-	-	64,983
Options issued for services in August 2010, vested during 2011, valued at \$1.31/share	-	-	65,447	-	-	-	-	-	65,447
Options issued for services in December 2010, vested during 2011, valued at \$1.14/share	-	-	212,136	-	-	-	-	-	212,136
Warrants issued for services in January 2011, vested during 2011, valued at \$1.05/share	-	-	36,585	-	-	-	-	-	36,585
Warrants issued for	-	-	109,820	-	-	-	-	-	109,820

services in April 2011, vested during 2011, valued at \$0.98/share									
Options issued for services in May 2011, vested during 2011, valued at \$0.97/share	-	-	79,702	-	-	-	-	-	79,702
Options issued for services in August 2011, vested during 2011, valued at \$0.82/share	-	-	17,204	-	-	-	-	-	17,204
Options issued for services in November 2011, vested during 2011, valued at \$0.53/share	-	-	4,384	-	-	-	-	-	4,384
Options issued for services in December 2011, vested during 2011, valued at \$0.82/share	-	-	53,124	-	-	-	-	-	53,124
Warrants issued for services in December 2011, vested during 2011, valued at \$1.05/share	-	-	1,288	-	-	-	-	-	1,288
Common stock issued for commitment shares, valued at \$1.08/share	150,830	151	162,746	-	-	-	-	-	162,896
Common stock issued	185,185	185	199,815	-	-	-	-	-	200,000

to institutional investor, valued at \$1.08/share Common stock issued for additional commitment shares, valued at \$1.15/share Common stock issued for services in June 2011, valued at \$1.04/share Common stock issued in private placement during 2011 at \$1.00/share Common stock issued for services in September 2011, valued at \$1.45/share Common stock issued for services in May 2011 through August 2011, valued at \$0.90/share to \$1.25/share Net loss for the year ending December 31, 2011	3,017	3	3,467	-	-	-	-	-	3,470
	10,000	10	10,390	-	-	-	-	-	10,400
	1,000,000	1,000	999,000	-	-	-	-	-	1,000,000
	10,000	10	14,490	-	-	-	-	-	14,500
	2,018	2	2,161	-	-	-	-	-	2,163
	-	-	-	-	-	-	-	(3,482,622)	(3,482,622)
BALANCE AT DECEMBER 31, 2011	45,337,092	\$ 45,337	\$ 24,513,000	\$ -	\$ -	\$ -	\$ (15,827)	\$ (23,859,501)	\$ 683,009

See accompanying notes to these financial statements.

-10-

LIGHTWAVE LOGIC, INC.

(A Development Stage Company)

STATEMENT OF STOCKHOLDERS' EQUITY

FOR THE PERIOD JANUARY 1, 2004 (INCEPTION OF DEVELOPMENT STAGE) TO MARCH 31, 2013
(CONTINUED)

(UNAUDITED)

	Number of Shares	Common Stock	Paid-in Capital	Subscription Receivable/ Receivable for Issuance of Common Stock	Deferred Charges	Unrealized Loss on Securities	Accumulated Deficit	Deficit Accumulated During Development Stage	Total
BALANCE AT DECEMBER 31, 2011	45,337,092	45,337	24,513,000	-	-	-	(15,827)	(23,859,501)	683,009
Common stock issued to institutional investor, valued at \$1.013/share	197,433	198	199,802	-	-	-	-	-	200,000
Common stock issued for additional commitment shares, valued at \$1.64/share	3,017	3	4,945	-	-	-	-	-	4,948
Common stock issued to institutional investor, valued at \$1.197/share	167,084	167	199,832	-	-	-	-	-	199,999
Common stock issued for additional	3,017	3	5,035	-	-	-	-	-	5,038

commitment shares, valued at \$1.67/share Common stock issued to institutional investor, valued at \$1.58/share	316,455	317	499,682	-	-	-	-	-	499,999
Common stock issued for additional commitment shares, valued at \$2.87/share	7,542	7	21,638	-	-	-	-	-	21,645
Common stock issued to institutional investor, valued at \$1.66/share	120,482	120	199,880	-	-	-	-	-	200,000
Common stock issued for additional commitment shares, valued at \$1.97/share	3,017	3	5,940	-	-	-	-	-	5,943
Common stock issued to institutional investor, valued at \$1.897/share	158,144	158	299,841	-	-	-	-	-	299,999
Common stock issued for additional commitment shares, valued at \$2.60/share	4,525	5	11,760	-	-	-	-	-	11,765
Common stock issued to institutional investor, valued at \$2.073/share	96,479	97	199,904	-	-	-	-	-	200,001
Common stock issued for additional commitment shares, valued at \$2.64/share	3,017	3	7,962	-	-	-	-	-	7,965

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Common stock issued to institutional investor, valued at \$2.19/share	91,324	92	199,908	-	-	-	-	-	200,000
Common stock issued for additional commitment shares, valued at \$2.23/share	3,017	3	6,725	-	-	-	-	-	6,728
Common stock issued to institutional investor, valued at \$1.68/share	119,048	119	199,882	-	-	-	-	-	200,001
Common stock issued for additional commitment shares, valued at \$1.80/share	3,017	3	5,428	-	-	-	-	-	5,431
Common stock issued to institutional investor, valued at \$1.81/share	220,994	221	399,778	-	-	-	-	-	399,999
Common stock issued for additional commitment shares, valued at \$1.88/share	3,017	3	5,669	-	-	-	-	-	5,672
Common stock issued for additional commitment shares, valued at \$1.92/share	3,017	3	5,790	-	-	-	-	-	5,793
Common stock issued to institutional investor, valued at \$1.53/share	130,719	131	199,870	-	-	-	-	-	200,001
Common stock issued for additional	3,017	3	4,824	-	-	-	-	-	4,827

commitment shares, valued at \$1.60/share Common stock issued to institutional investor, valued at \$1.667/share	119,976	120	199,880	-	-	-	-	-	200,000
Common stock issued for additional commitment shares, valued at \$1.93/share	3,017	3	5,820	-	-	-	-	-	5,823
Common stock issued to institutional investor, valued at \$1.51/share	132,450	132	199,867	-	-	-	-	-	199,999
Common stock issued for additional commitment shares, valued at \$1.70/share	6,034	6	10,252	-	-	-	-	-	10,258
Common stock issued to institutional investor, valued at \$1.677/share	119,261	119	199,882	-	-	-	-	-	200,001
Common stock issued for additional commitment shares, valued at \$1.35/share	3,017	3	4,070	-	-	-	-	-	4,073
Common stock issued to institutional investor, valued at \$1.13/share	176,991	177	199,823	-	-	-	-	-	200,000
Common stock issued for additional commitment shares, valued at \$1.28/share	3,017	3	3,859	-	-	-	-	-	3,862

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Common stock issued to institutional investor, valued at \$1.1267/share	177,510	178	199,823	-	-	-	-	-	200,001
Common stock issued for additional commitment shares, valued at \$1.28/share	3,017	3	3,859	-	-	-	-	-	3,862
Common stock issued to institutional investor, valued at \$1.107/share	180,668	180	199,820	-	-	-	-	-	200,000
Common stock issued for additional commitment shares, valued at \$1.18/share	3,017	3	3,557	-	-	-	-	-	3,560
Common stock issued to institutional investor, valued at \$1.10/share	181,818	182	199,818	-	-	-	-	-	200,000
Common stock issued for additional commitment shares, valued at \$1.08/share	3,017	3	3,255	-	-	-	-	-	3,258
Common stock issued to institutional investor, valued at \$1.063/share	188,147	188	199,812	-	-	-	-	-	200,000
Common stock issued for additional commitment shares, valued at \$1.09/share	3,017	3	3,286	-	-	-	-	-	3,289
Common stock issued to institutional	196,078	196	199,803	-	-	-	-	-	199,999

investor, valued at \$1.02/share Common stock issued for additional commitment shares, valued at \$1.04/share	1,508	2	1,566	-	-	-	-	-	1,568
Common stock issued to institutional investor, valued at \$1.02/share	98,039	98	99,902	-	-	-	-	-	100,000
Common stock issued for additional commitment shares, valued at \$1.10/share	2,262	2	2,486	-	-	-	-	-	2,488
Common stock issued to institutional investor, valued at \$1.00/share	350,000	350	349,650	-	-	-	-	-	350,000
Common stock issued for additional commitment shares, valued at \$1.00/share	3,017	3	3,014	-	-	-	-	-	3,017
	\$	\$	\$	\$	\$	\$	\$	\$	
Subtotal	48,949,352	48,950	29,490,199	-	-	-	(15,827)	(23,859,501)	5,663,821

See accompanying notes to these financial statements.

LIGHTWAVE LOGIC, INC.

(A Development Stage Company)

STATEMENT OF STOCKHOLDERS' EQUITY

FOR THE PERIOD JANUARY 1, 2004 (INCEPTION OF DEVELOPMENT STAGE) TO MARCH 31, 2013
(CONTINUED)

(UNAUDITED)

	Number of Shares	Common Stock	Paid-in Capital	Subscription Receivable/ Receivable for Issuance of Common Stock	Deferred Charges	Unrealized Loss on Securities	Accumulated Deficit	Deficit Accumulated During Development Stage	Total
		\$	\$	\$	\$	\$	\$	\$	\$
Subtotal	48,949,352	48,950	29,490,199	-	-	-	(15,827)	(23,859,501)	5,663,821
Exercise of options at \$0.65/share	250,000	250	162,250	-	-	-	-	-	162,500
Exercise of warrants at \$1.25/share	40,000	40	49,960	-	-	-	-	-	50,000
Exercise of warrants at \$0.34/share	20,000	20	6,880	-	-	-	-	-	6,900
Exercise of warrants at \$0.25/share	900,000	900	224,100						225,000
Common stock issued for services in October 2011 through January 2012, valued at \$0.65/share to \$2.70/share	1,406	1	1,606	-	-	-	-	-	1,607
Options issued for	-	-	38,194	-	-	-	-	-	38,194

services in August 2010, vested during 2012, valued at \$1.31/share									
Options issued for services in December 2010, vested during 2012, valued at \$1.14/share	-	-	85,290	-	-	-	-	-	85,290
Warrants issued for services in April 2011, vested during 2012, valued at \$0.98/share	-	-	36,605	-	-	-	-	-	36,605
Options issued for services in May 2011, vested during 2012, valued at \$0.97/share	-	-	48,510	-	-	-	-	-	48,510
Options issued for services in August 2011, vested during 2012, valued at \$0.82/share	-	-	41,156	-	-	-	-	-	41,156
Options issued for services in November 2011, vested during 2012, valued at \$0.53/share	-	-	26,304	-	-	-	-	-	26,304
Options issued for services in December 2011, vested during 2012, valued at \$0.82/share	-	-	51,392	-	-	-	-	-	51,392
	-	-	157,127	-	-	-	-	-	157,127

Warrants issued for services in December 2011, vested during 2012, valued at \$1.05/share									
Options issued for services in March 2012, vested during 2012, valued at \$1.37/share	-	-	139,755	-	-	-	-	-	139,755
Options issued for services in March 2012, vested during 2012, valued at \$1.37/share	-	-	42,227	-	-	-	-	-	42,227
Warrants issued for services in March 2012, vested during 2012, valued at \$1.37/share	-	-	13,709	-	-	-	-	-	13,709
Options issued for services in May 2012, vested during 2012, valued at \$1.23/share	-	-	462,455	-	-	-	-	-	462,455
Warrants issued for services in May 2012, vested during 2012, valued at \$0.97/share	-	-	55,648	-	-	-	-	-	55,648
Options issued for services in June 2012, vested during 2012, valued at \$0.73/share	-	-	56,568	-	-	-	-	-	56,568
	-	-	15,611	-	-	-	-	-	15,611

Options
issued for
services in
August 2012,
vested during
2012, valued
at \$0.74/share

Options
issued for
services in
August 2012,
vested during
2012, valued
at \$0.75/share

Warrants
issued for
services in
December
2012, vested
during 2012,
valued at
\$0.78/share

Options
extended for
services in
November
2012, vested
during 2012,
valued at
\$0.27/share

Options
extended for
services in
November
2012, vested
during 2012,
valued at
\$0.25/share

Options
extended for
services in
November
2012, vested
during 2012,
valued at
\$0.24/share

Options
extended for
services in
November
2012, vested

-	-	7,137	-	-	-	-	-	7,137
-	-	28,237	-	-	-	-	-	28,237
-	-	266,710	-	-	-	-	-	266,710
-	-	25,420	-	-	-	-	-	25,420
-	-	60,283	-	-	-	-	-	60,283
-	-	309,049	-	-	-	-	-	309,049

during 2012, valued at \$0.29/share Options extended for services in November 2012, vested during 2012, valued at \$0.29/share Options extended for services in November 2012, vested during 2012, valued at \$0.26/share Options extended for services in November 2012, vested during 2012, valued at \$0.30/share Options extended for services in November 2012, vested during 2012, valued at \$0.28/share Net loss for the year ending December 31, 2012	-	-	29,375	-	-	-	-	-	29,375
	-	-	39,270	-	-	-	-	-	39,270
	-	-	29,529	-	-	-	-	-	29,529
	-	-	42,195	-	-	-	-	-	42,195
	-	-	-	-	-	-	-	(4,556,538)	(4,556,538)
BALANCE AT DECEMBER 31, 2012	\$	\$	\$	\$	\$	\$	\$	\$	
	50,160,758	50,161	32,042,751	-	-	-	(15,827)	(28,416,039)	3,661,046

See accompanying notes to these financial statements.

LIGHTWAVE LOGIC, INC.

(A Development Stage Company)

STATEMENT OF STOCKHOLDERS' EQUITY

FOR THE PERIOD JANUARY 1, 2004 (INCEPTION OF DEVELOPMENT STAGE) TO MARCH 31, 2013
(CONTINUED)

(UNAUDITED)

	Number of	Common	Paid-in	Subscription Receivable/ Receivable	Deferred	Unrealized Loss on	Accumulated	Deficit Accumulated	
	Shares	Stock	Capital	for Issuance of Common Stock	Charges	Securities	Deficit	During Development Stage	Total
BALANCE AT DECEMBER 31, 2012	50,160,758	\$ 50,161	\$ 32,042,751	\$ -	\$ -	\$ -	\$ (15,827)	\$ (28,416,039)	\$ 3,661,046
Common stock issued to institutional investor, valued at \$1.07/share	186,916	187	199,813	-	-	-	-	-	200,000
Common stock issued for additional commitment shares, valued at \$1.11/share	3,017	3	3,346	-	-	-	-	-	3,349
Common stock issued to institutional investor, valued at \$1.027/share	196,078	196	199,803	-	-	-	-	-	199,999
Common stock issued for additional commitment shares, valued at \$1.07/share	3,017	3	3,225	-	-	-	-	-	3,228
	192,864	193	199,807	-	-	-	-	-	200,000

Common stock issued to institutional investor, valued at \$1.037/share	3,017	3	4,100	-	-	-	-	-	4,103
Common stock issued for additional commitment shares, valued at \$1.36/share									
Common stock issued to institutional investor, valued at \$1.1367/share	175,948	176	199,824	-	-	-	-	-	200,000
Common stock issued for additional commitment shares, valued at \$1.35/share	3,017	3	4,070	-	-	-	-	-	4,073
Common stock issued to institutional investor, valued at \$1.2533/share	159,579	160	199,841	-	-	-	-	-	200,001
Common stock issued for additional commitment shares, valued at \$2.59/share	3,017	3	4,794	-	-	-	-	-	4,797
Exercise of warrants at \$1.25/share	12,500	13	15,612	-	-	-	-	-	15,625
Reversal of common stock issuance during 2013 at \$0.50/share	(2,000)	(2)	2	-	-	-	-	-	-
Options issued for services in December 2010, vested during 2013, valued at \$1.14/share	-	-	20,973	-	-	-	-	-	20,973
Options issued for services in May 2011, vested during	-	-	11,929	-	-	-	-	-	11,929

2013, valued at \$0.97/share									
Options issued for services in August 2011, vested during 2013, valued at \$0.82/share	-	-	10,120	-	-	-	-	-	10,120
Options issued for services in November 2011, vested during 2013, valued at \$0.53/share	-	-	6,468	-	-	-	-	-	6,468
Options issued for services in December 2011, vested during 2013, valued at \$0.82/share	-	-	12,638	-	-	-	-	-	12,638
Options issued for services in March 2012, vested during 2013, valued at \$1.37/share	-	-	29,154	-	-	-	-	-	29,154
Options issued for services in May 2012, vested during 2013, valued at \$1.23/share	-	-	113,512	-	-	-	-	-	113,512
Warrants issued for services in May 2012, vested during 2013, valued at \$0.97/share	-	-	20,868	-	-	-	-	-	20,868
Options issued for services in June 2012, vested during 2013, valued at \$0.73/share	-	-	8,948	-	-	-	-	-	8,948
Options issued for services in August 2012, vested during 2013, valued at \$0.74/share	-	-	9,183	-	-	-	-	-	9,183
	-	-	4,622	-	-	-	-	-	4,622

Options issued for services in August 2012, vested during 2013, valued at \$0.75/share									
Warrants issued for services in December 2012, vested during 2013, valued at \$0.78/share	-	-	18,066	-	-	-	-	-	18,066
Options issued for services in March 2013, vested during 2013, valued at \$1.08/share	-	-	3,443	-	-	-	-	-	3,443
Net loss for three months ending March 31, 2013	-	-	-	-	-	-	-	(922,471)	(922,471)
BALANCE AT MARCH 31, 2013	\$	\$	\$	\$	\$	\$	\$	\$	\$
(UNAUDITED)	51,097,728	51,099	33,346,912	-	-	-	(15,827)	(29,338,510)	4,043,674

See accompanying notes to these financial statements.

LIGHTWAVE LOGIC, INC.

(A Development Stage Company)

STATEMENTS OF CASH FLOW

FOR THE THREE MONTHS ENDING MARCH 31, 2013 AND 2012 AND

FOR THE PERIOD JANUARY 1, 2004 (INCEPTION OF DEVELOPMENT STAGE) TO MARCH 31, 2013

(UNAUDITED)

	Cumulative Since Inception	For the Three Months Ending March 31, 2013	For the Three Months Ending March 31, 2012
CASH FLOWS FROM OPERATING ACTIVITIES			
Net loss	\$	\$	\$
	(29,338,510)	(922,471)	(871,346)
Adjustment to reconcile net loss to net cash used in operating activities			
Amortization of deferred charges	4,392,456	-	-
Amortization of prepaid expenses	75,000	-	-
Warrants issued for services	4,097,707	38,934	73,377
Stock options issued for services	7,020,798	230,990	145,243
Common stock issued for services and fees	1,475,841	19,550	103,443
Purchase right agreement amortization	132,058	-	-
Depreciation and amortization of patents	248,972	26,328	9,548
Realized gain on investments	(3,911)	-	-
Realized gain on disposal of assets	(637)	-	-
(Increase) decrease in assets			
Receivables	(30,461)	-	-
Prepaid expenses and other current assets	(75,107)	14,868	(2,392)
Increase (decrease) in liabilities			
Accounts payable	258,366	29,067	(42,659)
Accounts payable and accrued expenses- related parties	29,949	20,181	(5,302)
Accrued expenses	42,190	6,400	5,753
Net cash used in operating activities	(11,675,289)	(536,153)	(584,335)
CASH FLOWS FROM INVESTING ACTIVITIES			
Cost of intangibles	(533,757)	(10,722)	(26,518)
Proceeds from sale of available for sale securities	203,911	-	-

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Proceeds from receipt of note receivable	100,000	-	-
Purchase of available for sale securities	(200,000)	-	-
Purchase of equipment, furniture and leasehold improvements	(538,250)	(86,371)	(13,692)
Net cash used in investing activities	(968,096)	(97,093)	(40,210)
CASH FLOWS FROM FINANCING ACTIVITIES			
Issuance of common stock, private placement	7,495,524	-	-
Common stock rescinded, private placement	(200,000)	-	-
Issuance of common stock, exercise of options and warrants	2,037,029	15,625	219,400
Issuance of common stock, exercise of purchase right agreement	45,138	-	-
Issuance of common stock, institutional investor	6,049,999	1,000,000	2,999,998
Repayment of notes payable	(14,970)	-	-
Proceeds from subscription receivable	19,000	-	-
Advances to stockholders	(4,933)	-	-
Proceeds from convertible notes	529,000	-	-
Advances from officers	1,498	-	-
Net cash provided by financing activities	15,957,285	1,015,625	3,219,398
NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS	3,313,900	382,379	2,594,853
CASH AND CASH EQUIVALENTS - BEGINNING OF PERIOD	5,358	2,936,879	359,824
	\$	\$	\$
CASH AND CASH EQUIVALENTS - END OF PERIOD	3,319,258	3,319,258	2,954,677

See accompanying notes to these financial statements.

LIGHTWAVE LOGIC, INC.

(A Development Stage Company)

STATEMENTS OF CASH FLOW (CONTINUED)

FOR THE THREE MONTHS ENDING MARCH 31, 2013 AND 2012 AND

FOR THE PERIOD JANUARY 1, 2004 (INCEPTION OF DEVELOPMENT STAGE) TO MARCH 31, 2013

(UNAUDITED)

	Cumulative Since Inception	For the Three Months Ending March 31, 2013	For the Three Months Ending March 31, 2012
SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION			
CASH PAID DURING THE PERIOD FOR:			
	\$	\$	\$
Interest	23,232	-	109
SUPPLEMENTAL DISCLOSURE OF NON-CASH INVESTING AND FINANCING ACTIVITIES			
	\$	\$	\$
Common stock issued in exchange for deferred charges	3,142,400	-	-
	\$	\$	\$
Warrants issued in exchange for deferred charges	1,581,056	-	-
	\$	\$	\$
Common stock issued as settlement for accounts payable	74,708	-	-
	\$	\$	\$
Accrued interest contributed as capital	35,624	-	-

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	\$	\$	\$	
Common stock issued in the conversion of notes payable		529,000	-	-
	\$	\$	\$	
Acquisition of automobile through loan payable		24,643	-	-
Common stock issued upon exercise of a warrant				
	\$	\$	\$	
in exchange for receivable		75,000	-	-
	\$	\$	\$	
Insurance company pay off of note payable		9,673	-	-
	\$	\$	\$	
Receivable for issuance of common stock		210,001	-	200,001
	\$	\$	\$	
Contribution of officer accrued payroll		52,129	-	-
	\$	\$	\$	
Common stock issued for prepaid expense		75,000	-	-

See accompanying notes to these financial statements.

LIGHTWAVE LOGIC, INC.

(A Development Stage Company)

NOTES TO FINANCIAL STATEMENTS

MARCH 31, 2013 AND 2012

NOTE 1- FINANCIAL STATEMENTS

The accompanying unaudited financial statements have been prepared by Lightwave Logic, Inc. (the Company). These statements include all adjustments (consisting only of its normal recurring adjustments) which management believes necessary for a fair presentation of the statements and have been prepared on a consistent basis using the accounting policies described in the Summary of Accounting Policies included in the 2012 Annual Report. Certain financial information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States have been condensed or omitted pursuant to those rules and regulations, although the Company firmly believes that the accompanying disclosures are adequate to make the information presented not misleading. The financial statements should be read in conjunction with the financial statements and notes thereto included in the Company's Annual Report on Form 10-K for the year ended December 31, 2012, as filed with the Securities and Exchange Commission. The interim operating results for the three months ending March 31, 2013 may not be indicative of operating results expected for the full year.

Loss Per Share

The Company follows Financial Accounting Standards Board Accounting Standards Codification (FASB ASC) 260, Earnings per Share , resulting in the presentation of basic and diluted earnings per share. Because the Company reported a net loss in 2013 and 2012, common stock equivalents, including stock options and warrants were anti-dilutive; therefore, the amounts reported for basic and dilutive loss per share were the same.

Comprehensive Income

The Company follows FASB ASC 220.10, Reporting Comprehensive Income. Comprehensive income is a more inclusive financial reporting methodology that includes disclosure of certain financial information that historically has not been recognized in the calculation of net income. Since the Company has no items of other comprehensive income, comprehensive income (loss) is equal to net loss.

Recently Issued Accounting Pronouncements Not Yet Adopted

As of March 31, 2013, there are no recently issued accounting standards not yet adopted which would have a material effect on the Company's financial statements.

Recently Adopted Accounting Pronouncements

As of March 31, 2013 and for the period then ended, there were no recently adopted accounting pronouncements that had a material effect on the Company's financial statements.

LIGHTWAVE LOGIC, INC.

(A Development Stage Company)

NOTES TO FINANCIAL STATEMENTS

MARCH 31, 2013 AND 2012

NOTE 2 MANAGEMENT S PLANS

The Company currently has a cash position of approximately \$3,600,000. Based upon the current cash position and expenditures of approximately \$250,000 per month and no debt service, management believes the Company has sufficient funds currently to finance its operations through June 2014. In May 2011, the Company signed an agreement with an institutional investor to sell up to \$20 million of common stock. Under the agreement subject to certain conditions and at the Company's sole discretion, the institutional investor has committed to invest up to \$20 million in the Company's common stock over a 30-month period with the remaining available amount of \$13,150,001.

The Company filed a registration statement with the U.S. Securities and Exchange Commission covering the resale of the shares that may be issued to the institutional investor. The institutional investor is obligated to make purchases as the Company directs in accordance with the agreement that may be terminated by the Company at any time, without cost or penalty. Sales of shares will be made in specified amounts and at prices that are based upon the market prices of the Company's common stock. Additional funding may also be provided by the exercise of outstanding warrants of up to approximately \$1,500,000 through September 2013. With additional capital raised, the Company expects to achieve a level of revenues attractive enough to fulfill its development activities and achieve a level of revenue adequate to support the Company's business model. The Company continues to develop and test its next generation Electro-Optic and third-order material platform to support and cultivate potential customers, strategic partners and develop photonic devices. Management believes the Company's initial revenue stream will be in prototype devices, application and non-recurring engineering charges, and material charges for specialty non-linear application prior to moving into full commercialization and production.

NOTE 3 PROPERTY AND EQUIPMENT

Property and equipment consists of the following:

	March 31, 2013	December 31, 2012
	\$	\$
Office equipment	17,316	12,741
Lab equipment	462,499	388,521
Furniture	4,061	4,061
Leasehold Improvements	35,952	28,134

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	519,828	433,457
Less: Accumulated depreciation	155,076	132,463
	\$	\$
	364,752	300,994

Depreciation expense for the three months ending March 31, 2013 and 2012 was \$22,613 and \$6,736.

LIGHTWAVE LOGIC, INC.

(A Development Stage Company)

NOTES TO FINANCIAL STATEMENTS

MARCH 31, 2013 AND 2012

NOTE 4 INTANGIBLE ASSETS

This represents legal fees and patent fees associated with the prosecution of patent applications. The Company has recorded amortization expenses on the Spacer and Chromophore patents granted by the United States Patent and Trademark Office in February 2011, April 2011 and September 2012, which are amortized over its legal life of 20 years and Chromophore patent granted by the Australian Patent Office in November 2012 which is amortized over its legal life of 20 years. Certain patent applications are abandoned by the Company when the claims are covered by patents already granted to the Company. Patent applications abandoned have been written off at full capitalized cost. No amortization expense has been recorded on the remaining patent applications since patents have yet to be granted. Once the patents are granted, the cost of the patents will be amortized over their legal lives, which is generally 20 years.

Patents consists of the following:

	March 31, 2013	December 31, 2012
	\$	\$
Patents	520,082	509,360
Less: Accumulated amortization	24,549	20,834
	\$	\$
	495,533	488,526

Amortization expense for the three months ending March 31, 2013 and 2012 was \$3,715 and \$2,811. Expense for abandoned patents for claims covered by patents already granted to the Company are recorded in research and development expenses and for the three months ending March 31, 2013 and 2012 were \$0 and \$0.

NOTE 5 INCOME TAXES

There is no income tax benefit for the losses for the three months ended March 31, 2013 and 2012 since management has determined that the realization of the net deferred tax asset is not assured and has created a valuation allowance for the entire amount of such benefits.

The Company's policy is to record interest and penalties associated with unrecognized tax benefits as additional income taxes in the statement of operations. As of January 1, 2013, the Company had no unrecognized tax benefits, or any tax related interest or penalties. There were no changes in the Company's unrecognized tax benefits during the period ended March 31, 2013. The Company did not recognize any interest or penalties during 2013 related to unrecognized tax benefits. With few exceptions, the U.S. and state income tax returns filed for the tax years ending on December 31, 2009 and thereafter are subject to examination by the relevant taxing authorities.

LIGHTWAVE LOGIC, INC.

(A Development Stage Company)

NOTES TO FINANCIAL STATEMENTS

MARCH 31, 2013 AND 2012

NOTE 6 STOCKHOLDERS EQUITY

Preferred Stock

Pursuant to our Company's Articles of Incorporation, our board of directors is empowered, without stockholder approval, to issue series of preferred stock with any designations, rights and preferences as they may from time to time determine. The rights and preferences of this preferred stock may be superior to the rights and preferences of our common stock; consequently, preferred stock, if issued could have dividend, liquidation, conversion, voting or other rights that could adversely affect the voting power or other rights of the common stock. Additionally, preferred stock, if issued, could be utilized, under special circumstances, as a method of discouraging, delaying or preventing a change in control of our business or a takeover from a third party.

Common Stock and Warrants

The stockholders' deficit at January 1, 2004 has been retroactively restated for the equivalent number of shares received in the reverse acquisition at July 14, 2004 (Note 1) after giving effect to the difference in par value with the offset to additional paid-in-capital.

During April 2008, the Company issued a warrant to purchase 600,000 shares of common stock at a purchase price of \$0.73 per share for consulting services rendered. The warrant was valued at \$976,193, fair value, using the Black-Scholes Option Pricing Formula, vesting immediately. For the year ended December 31, 2008, the Company recognized \$976,193 in consulting expense. During January 2013, the warrant agreement was amended from 600,000 warrants to 400,000 shares at an exercise price of \$0.73 expiring October 2013 and 200,000 shares were rescinded. The modification did not result in the recognition of any additional expense. The warrant to purchase 400,000 shares of common stock is still outstanding as of March 31, 2013.

During 2010, the Company issued 1,500,000 shares of common stock and warrants to purchase 375,000 shares of common stock with 156,250 warrants expiring September 2011 and 218,750 warrants expiring December 2011 for proceeds of \$1,500,000 in accordance to a private placement memorandum as amended on September 14, 2010.

Pursuant to the terms of the offerings, up to 30 units were offered at the purchase price of \$50,000 per unit, with each unit comprised of 50,000 shares and a warrant to purchase 12,500 shares of common stock at \$1.25 per share. During September 2011, all warrants were extended one year expiring September 2012 and December 2012. In January 2012, some warrants were exercised to purchase 40,000 shares of common stock for proceeds of \$50,000. During August 2012, all remaining warrants were extended six months expiring March 2013 and June 2013. During March 2013, 335,000 warrants were extended three months expiring June 2013 and September 2013. The extension did not result in the recognition of any additional expense. In March 2013, a warrant was exercised to purchase 12,500 shares of common stock for proceeds of \$15,625. The remaining warrants to purchase 322,500 shares of common stock at \$1.25 per share are still outstanding as of March 31, 2013.

LIGHTWAVE LOGIC, INC.

(A Development Stage Company)

NOTES TO FINANCIAL STATEMENTS

MARCH 31, 2013 AND 2012

NOTE 6 STOCKHOLDERS EQUITY (CONTINUED)

Common Stock and Warrants (Continued)

In May 2011, the Company has signed an agreement with an institutional investor to sell up to \$20 million of common stock. Under the agreement subject to certain conditions and at the Company's sole discretion, the institutional investor has committed to invest up to \$20 million in the Company's common stock over a 30-month period. The Company filed a registration statement with the U.S. Securities and Exchange Commission covering the resale of the shares that may be issued to the institutional investor. The institutional investor is obligated to make purchases as the Company directs in accordance with the agreement, which may be terminated by the Company at any time, without cost or penalty. Sales of shares will be made in specified amounts and at prices that are based upon the market prices of the Company's common stock immediately preceding the sales to the institutional investor. The Company has issued 150,830 shares of common stock to the institutional investor as an initial commitment fee valued at \$162,896, fair value and 301,659 shares of common stock are reserved for additional commitment fees to the institutional investor in accordance with the terms of the agreement. During June, 2011 through March, 2013, the institutional investor purchased 4,635,670 shares of common stock for proceeds of \$6,049,997. The Company issued 91,262 shares of common stock as additional commitment fee, valued at \$153,833, fair value, leaving 210,397 in reserve for additional commitment fees. For the three month ending March 31, 2013, the institutional investor purchased 911,385 shares of common stock for proceeds of \$1,000,000 and the Company issued shares 15,085 of common stock as additional commitment fee, valued at \$19,550, fair value.

In March 2013, the board of directors approved a grant to a new employee of a option to purchase up to 75,000 shares of common stock at a purchase price of \$1.16 per share. Using the Black-Scholes Option Pricing Formula, the option was valued at \$81,076, fair value. The option expires in 10 years with 9,375 vesting quarterly from date of grant. The option is expensed over the vesting terms. For the three month ending March 31, 2013, the Company recognized \$3,443 of expense. As of March 31, 2013, option to purchase 75,000 shares of common stock are still outstanding.

NOTE 7 STOCK BASED COMPENSATION

The Company uses the Black-Scholes option pricing model to calculate the grant-date fair value of an award, with the following assumptions for 2013: no dividend yield, expected volatility, based on the Company's historical volatility, 113%, risk-free interest rate 1.86% and expected option life of ten years in 2013.

As of March 31, 2013, there was \$640,399 of unrecognized compensation expense related to non-vested market-based share awards that is expected to be recognized through June 2015.

The following tables summarize all stock option and warrant activity of the Company during the three months ended March 31, 2013:

NOTE 7 STOCK BASED COMPENSATION (CONTINUED)
Non-Qualified Stock Options and Warrants Outstanding and Exercisable

	Number of Shares	Exercise Price	Weighted Average Exercise Price
Outstanding, December 31, 2012	8,773,500	\$0.25 - \$1.75	\$ 1.13
Granted	75,000	\$ 1.16	1.16
Expired			
Forfeited	(200,000)	\$ 0.73	0.73
Exercised	(12,500)	\$ 1.25	1.25
Outstanding, March 31, 2013	8,636,000	\$0.25 - \$1.75	\$ 1.14
Exercisable, March 31, 2013	7,742,612	\$0.25 - \$1.75	1.16

	Non-Qualified Stock Options and Warrants Outstanding		
	Number Outstanding	Weighted Average	
Range of	Currently Exercisable	Remaining	Weighted Average
Exercise Prices	at March 31, 2013	Contractual Life	Exercise Price of Options and Warrants Currently Exercisable
			\$
\$0.25 - \$1.75	7,742,612	2.62 Years	1.16

NOTE 8 RELATED PARTY

At March 31, 2013 the Company has accrued salaries to officers and two beneficial owners of \$46,538.

NOTE 9 SUBSEQUENT EVENTS

During April and May 2013, the institutional investor under the Company's May 2011 agreement purchased 717,001 shares of common stock for proceeds of \$800,001. The Company issued 12,068 shares of common stock as additional commitment fee, valued at \$14,723, fair value.

In May 2013, a new employee was granted an option to purchase up to 10,000 shares of common stock at an exercise price of \$1.03 per share. Using the Black-Scholes Option Pricing Formula, the options were valued at \$9,574, fair value. These options expire in 10 years and 1,250 shares vest quarterly commencing August 1, 2013. The option will be expensed over the vesting terms.

Forward-Looking Statements

This report on Form 10-Q contains forward-looking statements. Forward-looking statements involve risks and uncertainties, such as statements about our plans, objectives, expectations, assumptions or future events. In some cases, you can identify forward-looking statements by terminology such as anticipate, estimate, plan, project, continuing, ongoing, expect, we believe, we intend, may, should, will, could and similar expressions that indicate uncertainty or an action that may, will or is expected to occur in the future. These statements involve estimates, assumptions, known and unknown risks, uncertainties and other factors that could cause actual results to differ materially from any future results, performances or achievements expressed or implied by the forward-looking statements. You should not place undue reliance on these forward-looking statements.

Factors that are known to us that could cause a different result than projected by the forward-looking statement, include, but are not limited to: lack of available funding; general economic and business conditions; competition from third parties; intellectual property rights of third parties; regulatory constraints; changes in technology and methods of marketing; delays in completing various engineering and manufacturing programs; changes in customer order patterns; changes in product mix; success in technological advances and delivering technological innovations; shortages in components; production delays due to performance quality issues with outsourced components; those events and factors described by us in Item 1.A Risk Factors in our most recent Annual Report on Form 10-K; other risks to which our Company is subject; other factors beyond the Company's control.

Any forward-looking statement made by us in this report on Form 10-Q is based only on information currently available to us and speaks only as of the date on which it is made. We undertake no obligation to publicly update any forward-looking statement, whether written or oral, that may be made from time to time, whether as a result of new information, future developments or otherwise.

Item 2

Management's Discussion and Analysis of Financial Condition and Results of Operations

The following management's discussion and analysis of financial condition and results of operations provides information that management believes is relevant to an assessment and understanding of our plans and financial condition. The following selected financial information is derived from our historical financial statements and should be read in conjunction with such financial statements and notes thereto set forth elsewhere herein and the "Forward-Looking Statements" explanation included herein.

Overview

Lightwave Logic, Inc. (then known as Eastern Idaho Internet Service, Inc.) was organized under the laws of the State of Nevada in 1997, where we engaged in the business of marketing Internet services until June 30, 1998 when our operations were discontinued. We were then inactive until we acquired PSI-TEC Corporation as our wholly owned subsidiary on July 14,

2004, at which time our name was changed to PSI-TEC Holdings, Inc. On October 20, 2006, we completed a parent-subsidary merger with PSI-TEC Corporation whereby we were the surviving corporation of the merger, and our name was changed to Third-Order Nanotechnologies, Inc. On March 10, 2008, we changed our name to Lightwave Logic, Inc. to better suit our strategic business plan and to facilitate stockholder recognition of our Company and our business. Unless the context otherwise requires, all references to the **Company**, **we**, **our** or **us** or other similar terms means Lightwave Logic, Inc., a Nevada corporation.

We are a development stage, organic nonlinear materials and electro-optical device company. Our primary area of expertise is the chemical synthesis of chromophore dyes used in the development of organic Application Specific Electro-Optic Polymers (ASEOP) and Organic Non-Linear All-Optical Polymers (NLAOP) that have high electro-optic and optical activity. Both types of materials are thermally and photo-chemically stable, which we believe could have utility across a broad range of applications in devices that address markets like, telecommunication, data communications, high-speed computing and photovoltaic cells. Secondly, the company is developing proprietary electro-optical and all-optical devices utilizing the advanced capabilities of our materials for the application in the fields mentioned above.

In order to transmit digital information at extremely high-speeds (wide bandwidth) over the Internet, it is necessary to convert the electrical signals produced by a computer into optical signals for transmission over long-distance fiber-optic cable. Molecularly engineered materials known as electro-optic polymers when designed into optical devices perform the actual conversion of an electrical signal to an optical signal.

We are currently developing electro-optic polymers that promise performance many times faster than any technology currently available and that have unprecedented thermal stability. High-performance electro-optic materials produced by our Company have demonstrated stability as high as 350 degrees Celsius. Stability above 250 degrees Celsius is necessary for vertical integration into many semi-conductor production lines. In December 2011 one of our non-linear optical polymers, Perkinamine Indigo™ demonstrated an unusually high electro-optical effect of greater than 250 picometers per volt with excellent thermal and photo stability. Independent research laboratories at Photon-X and The University of Colorado confirmed these characteristics. We continue our development program on Perkinamine Indigo™ to better understand the properties that gave us the results reported in December 2011.

Our non-linear all optical polymers have demonstrated resonantly enhanced Third-order properties about 2,630 times larger than fused silica, which means that they are very photo-optically active in the absence of an RF layer. In this way they differ from our electro-optical polymers and are considered more advanced next-generation materials.

Our revenue model relies substantially on the assumption that we will be able to successfully develop non-linear polymer materials and photonic device products, which will use non-linear all-optical and electro-optic polymers for applications within the industries described below. When appropriate, we intend to create specific materials for each

of these applications and use our proprietary knowledge base to continue to enhance its discoveries.

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telecommunications/data communications

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backplane optical interconnects

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cloud computing and data centers

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photovoltaic cells

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medical applications

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satellite reconnaissance

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navigation systems

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radar applications

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optical filters

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special light modulators

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all-optical transistors

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entertainment

To be successful, we must, among other things:

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Develop and maintain collaborative relationships with strategic partners;

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Continue to expand our research and development efforts for our products;

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Develop and continue to improve on our manufacturing processes and maintain stringent quality controls;

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Produce commercial quantities of our products at commercially acceptable prices;

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Rapidly respond to technological advancements;

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Attract, retain and motivate qualified personnel; and

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Obtain and retain effective intellectual property protection for our products and technology.

We believe that Moore's Law (a principle which states the number of transistors on a silicon chip doubles approximately every eighteen months) will create markets for our high-performance electro-optic materials and photonic device products.

Plan of Operation

Since inception, we have been engaged primarily in the research and development of our polymer materials technologies and potential photonic device products. We are devoting significant resources to engineer next-generation electro-optic polymers for future applications to be utilized by electro-optic device manufacturers, such as telecommunications component and systems manufacturers, networking and switching suppliers, semiconductor companies, aerospace companies, government agencies and internal device development. We expect to continue to develop products that we intend to introduce to these rapidly changing markets and to seek to identify new markets. We expect to continue to make significant operating and capital expenditures for research and development activities.

As we move from a development stage company to a product supplier, we expect that our financial condition and results of operations will undergo substantial change. In particular, we expect to record both revenue and expense from product sales, to incur increased costs for sales and marketing and to increase general and administrative expense. Accordingly, the financial condition and results of operations reflected in our historical financial statements are not expected to be indicative of our future financial condition and results of operations.

-27-

On September 25, 2006 we obtained independent laboratory results that confirmed the thermal stability of our Perkinamine™ electro-optic materials. Thermal stability as high as 350 degrees Celsius was confirmed, significantly exceeding many other then commercially available high performance electro-optic materials, such as CLD-1 that exhibits thermal degradation in the range of 250 degrees Celsius to 275 degrees Celsius. This high temperature stability of our materials eliminates a major obstacle to vertical integration of electro-optic polymers into standard microelectronic manufacturing processes (e.g. wave/vapor-phase soldering) where thermal stability of at least 300 degrees Celsius is required. In independent laboratory tests, ten-percent material degradation, a common evaluation of overall thermal stability, did not occur until our Perkinamine™ materials base was exposed to temperatures as high as 350 degrees Celsius, as determined by Thermo-Gravimetric Analysis (TGA). The test results supported our Company's progress to introduce our materials into commercial applications such as optical interconnections, high-speed telecom and datacom modulators, and military/aerospace components.

On September 26, 2006, we were awarded the 2006 Electro-Optic Materials Technology Innovation of the Year Award by Frost & Sullivan. Frost & Sullivan's Technology Innovation of the Year Award is bestowed upon candidates whose original research has resulted in innovations that have, or are expected to bring, significant contributions to multiple industries in terms of adoption, change, and competitive posture. This award recognizes the quality and depth of our Company's research and development program as well as the vision and risk-taking that enabled us to undertake such an endeavor.

In July 2007, our Company developed an innovative process to integrate our unique architecture into our anticipated commercial devices, whereby dendritic spacer systems are attached to its core chromophore. In the event we are successful in developing a commercially viable product, we believe these dendrimers will reduce the cost of manufacturing materials and reduce the cost and complexity of tailoring the material to specific customer requirements.

In March 2008, we commenced production of our first prototype photonic chip, which we delivered to Photon-X, LLC to fabricate a prototype polymer optical modulator and measure its technical properties. In June 2009 we released test results conducted by Dr. C.C. Teng that re-confirmed our previous test results.

In August 2009, Photon-X, LLC commenced a compatibility study, process sequences, and fabricated wafers/chips containing arrays of phase modulators. The first one hundred plus modulators (bench top devices) were completed at the end of October 2009, and were successfully characterized for insertion loss, Vpi, modulation dynamic range and initial frequency response in March 2010. The multi-step manufacturing process we utilized to fabricate our modulators involved exposing our proprietary Perkinamine™ materials to extreme conditions that is typically found in standard commercial manufacturing settings. Our step-by-step analysis throughout the fabrication process demonstrated to us that our Perkinamine™ materials could successfully withstand each step of the fabrication process without damage.

In August 2009, we retained Perdix, Inc. in Boulder, Colorado to help us identify and build prototype products for high growth potential target markets in fiber optic telecommunications systems. During October 2009, we initiated the development and production of our prototype amplitude modulator, which can ultimately be assembled into 1- and 2-dimensional arrays that are useful for optical computing applications, such as encryption and pattern recognition. We expected our initial prototype amplitude modulator to be completed by the end of the second quarter 2010. We continued to work on this device throughout 2010 and discovered its design had limitations so we terminated the program to take a different design approach. We embarked on the new design approach in 2011 with another partner, Boulder Nonlinear Systems (BNS). A feasibility study with the new design partner was started in late 2011. This research and development program continued through 2012 into the first half of 2013.

In December 2009, we filed our sixth patent application. The provisional application covers stable free radical chromophores for use in Non-Linear optical applications. The new polymeric electro-optic material has enormous potential in spatial light modulation and all optical signal processing (light switching light).

In March 2010, we successfully concluded the electrical and optical performance testing stage of our proof of principle prototype phase modulator and began application engineering of our technology in customer design environments. The Company is working directly with interested large system suppliers to attempt to engineer specific individual electro-optic materials in support of their proprietary device designs, which would be implemented in next generation products.

In October of 2010, we completed the concept stage of a novel design for an advanced optical computing application and moved forward into the design stage with Celestech, Inc. of Chantilly, Virginia. This application is presently on hold while Celestech continues to engage its customer on its schedule. Additionally, we are working on three other applications with Celestech, two of which are in white paper design stage. Development of these applications continued through 2012 and into 2013. If these projects continue to move forward, they will incorporate one or more of our Company's advanced electro-optical polymer materials.

In October of 2010, we announced the results of testing performed by Lehigh University that demonstrated the Third-order non-linear properties of our proprietary molecules in the Perkinamine NRTM chromophore class. Lehigh University determined that the material was 100 times stronger than the highest off-resonance small molecule currently known. They also determined that it was 2,600 times more powerful than fused silica and demonstrated extremely fast (less than 1 picosecond) photo-induced non-linear response that would be capable of modulation at a rate of 1 THz (terahertz). Additional testing at Lehigh University of the Company's other Perkinamine class of materials demonstrated Third-order non-linear properties, which may have utility in all optical switches.

In February and April 2011, respectively, the United States Patent Office granted our Company two patents: US Patent No. 7,894,695 covering our Tricyclic Spacer System for Non-Linear Optical Devices and US Patent No. 7,919,619 for Heterocyclical Chromophore Architectures directed to our PerkinamineTM chromophores. These composition of matter patents taken together protect the core of our electro-optical materials portfolio.

In March 2011, we entered into a research and development agreement with the City University of New York's (CUNY) Laboratory for Nano Micro Photonics (LaNMP) to develop Third-order non-linear devices. The combination of LaNMP's device capabilities together with our materials expertise should accelerate the development of all-optical devices. The agreement ran through the end of 2011. The goal of the project was to fabricate and test slot waveguides embedded with two types of nonlinear optical polymers obtained from our Company. These two polymers were Perkinamine™ and Perkinamine NR™. In CUNY's final report it showed they successfully demonstrated that the Perkinamine and Perkinamine NR survived their 170°C processing temperature without degradation. According to their report, they were successful in one processing run wherein they showed the possibility to realize waveguides with very smooth sidewalls. Reflectivity measurements carried out under optical pumping showed phase shift in the Perkinamine™ material. We are continuing research in this area with the University of Colorado, Boulder.

In March 2011 the City University of New York's Laboratory for Nano Micro Photonics (LaNMP) fabricated our first-ever all optical waveguides using Perkinamine™ and Perkinamine NR™ chromophores. It is anticipated that LaNMP could use this device architecture to develop various all-optical devices including an all-optical transistor. This effort, starting with an all-optical switch, is being continued at the University of Colorado, Boulder through an agreement entered into in January 2013.

In December 2011, we announced the discovery of a new material named Perkinamine Indigo™. We believe this represents a major advancement in the field of organic nonlinear optical materials. The material demonstrated an unusually high electro-optical effect of greater than 250 picometers per volt with excellent thermal and photo stability. Independent research laboratories at Photon-X and The University of Colorado confirmed these characteristics. We do, however, have to do a complete characterization of these materials to fully understand what material properties are causing these results before any of our partners will move forward with this material. The major microelectronics company we are working with will be characterizing the material at their location using their proprietary devices while we continue our work with the University of Colorado, Boulder. In order to further characterize our Perkinamine class of materials, including Perkinamine Indigo™, the Company has developed Mach-Zehnder interferometry and standard Teng-Man test set-ups in its own facilities. The Company's optical lab is starting to test materials.

In June 2012 we opened a new internal research laboratory facility in Newark, Delaware in the Delaware Technology Park, near the University of Delaware. This new lab facility enables us to synthesize and test our materials in the same facility and will help us accelerate our development efforts. It is equipped with state of the art equipment necessary to expand our ability to conduct synthetic chemistry in much more tightly controlled conditions. Additionally, we have equipped a separate advanced optical laboratory at the same location where the necessary testing of material candidates will be performed as they emerge from our new synthesis laboratory.

In July 2012 we entered into an agreement with The University of Colorado, Boulder to conduct analytical testing and to carry out studies that will give a better understanding of the properties of a new class of composite organic electro-optic materials. This class of materials is our Perkinamine Indigo™. The processing and measurements are to be carried out primarily at the Guided Wave Optics Laboratory (GWOL). The work is being done in close collaboration with Company personnel.

In September 2012 the United States Patent Office granted our Company U.S. Patent No. 8,269,004, entitled Heterocyclical Anti-Aromatic Chromophore Architectures. This patent protects the unique molecular structures that give our chromophores the thermal stability necessary to withstand CMOS processing temperatures without compromising electro-optical effects.

In November 2012 Australia granted our Company Australian Patent No. AU2005302506 entitled Heterocyclical Chromophore Architectures. This patent protects the unique molecular structures that give our chromophores the thermal stability necessary to withstand CMOS processing temperatures without compromising electro-optical effects.

In February 2013 we delivered to a potential microelectronics customer prototype devices that were coated with our advanced organic nonlinear electro-optical polymer, Perkinamine Indigo™. Tests conducted by the University of Colorado, Boulder on coupons coated with the material demonstrated consistent R_{33} measurements from 100-125 picometers per volt, which exceeded the potential microelectronics customer's stated requirements.

In March 2013 we entered into a product development contractor agreement with EM Photonics (EMP) of Newark, Delaware to fabricate and test waveguides and phase modulators during an initial development phase using existing EMP polymer modulator design and processes. The phase modulator will utilize our advanced organic nonlinear electro-optical polymer, Perkinamine Indigo™ material, which we provided to EMP. This effort is predicated on the compatibility of EMP's processes with our EO materials. EMP will produce demonstration organic EO polymer waveguides and phase modulators and assess device performance. We anticipate that this product development contract could lead us into a collaboration with EMP that would enable us to develop an advanced telecom modulator utilizing an organic electro-optic modulator with performance parameters and data rates that are significantly advanced over legacy modulators. We have multi-paths in our advanced telecom modulator development, of which EMP is only one of those paths.

In April 2013 our potential microelectronics customer informed us that their preliminary testing results on the prototype devices coated with Perkinamine Indigo that we delivered to them in February 2013 demonstrated several of the key performance parameters that they desired. There are still additional tests that need to be completed. We are working with our potential customer utilizing our Perkinamine Indigo chromophore in a number of host polymers and will evaluate these polymers for a specific performance attributes for their application.

-31-

In April 2013 Japan granted our Company Japanese Patent No. 5241234 entitled Heterocyclical Chromophore Architectures. This patent protects the unique molecular structures that give our chromophores the thermal stability necessary to withstand CMOS processing temperatures without compromising electro-optical effects.

We ultimately intend to use our next-generation non-linear all-optical and electro-optic polymers for future applications vital to the following industries. We expect to create specific materials for each of these applications as appropriate:

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telecommunications/data communications

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backplane optical interconnects

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cloud computing and data centers

.

photovoltaic cells

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medical applications

.

satellite reconnaissance

.

navigation systems

.

radar applications

.

optical filters

.
special light modulators

.
all-optical transistors and

.
entertainment

In an effort to maximize our future revenue stream from our non-linear all-optical and electro-optic polymer products, our business model anticipates that our revenue stream will be derived from one or some combination of the following: (i) technology licensing for specific product applications; (ii) joint venture relationships with significant industry leaders; or (iii) the production and direct sale of our own electro-optic device components. Our objective is to be a leading provider of proprietary technology and know-how in the photonic device markets. In order to meet this objective, subject to successful testing of our technology and having available financial resources, we intend to:

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Develop non-linear all-optical and electro-optic polymers and photonic devices;

.
Continue to develop proprietary intellectual property;

.
Streamline our product development process;

.
Develop a comprehensive marketing plan;

.
Maintain/develop strategic relationships with government agencies, private firms, and academic institutions; and

.
Continue to attract and retain high level science and technology personnel to our Company.

Our Proprietary Products in Development

As part of a two-pronged marketing strategy, our Company is developing several devices, which are in various stages of development that utilize our organic nonlinear optical materials.

-32-

They include:

Telecommunications Modulator

We have recently begun a second-generation design of a unique telecommunications modulator incorporating our newly developed material Perkinamine™Indigo. We intend to have a working bench-top prototype sometime during 2013 followed by fully packaged modulators for commercial marketing. We anticipate this modulator will be able to exceed the performance of existing legacy modulators by an order of magnitude, and will allow for improvements in the form of reduced power consumption and reduced device cost.

Spatial Light Modulator

We have a development program to develop a Spatial Light Modulator with an outside manufacturer, Boulder Nonlinear Systems (BNS) utilizing certain Perkinamine™ chromophores. A spatial modulator is a form of optical computer that can perform various advanced tasks, such as object and facial recognition, by using advanced mathematical calculations known as Fourier Transforms. Our organic nonlinear optical materials can potentially produce update rates of more than a million times per second, which is a significant improvement in processing speed over existing Liquid Crystal Display technology that updates at only 30 times per second.

Optical Filter

We are in preliminary design and fabrication phases of development of an optical filter using our proprietary Perkinamine™ and Perkinamine NR™ materials within a SiNx photonics platform. Initial work has been done in collaboration with City University of New York, but limitations in their process capabilities have led us to seek alternate fabrication facilities, which are underway at this time.

All-Optical Switch

An all-optical switch is one that enables signals in optical fibers or networks to be selectively switched from one fiber or circuit to another. Many device designs have been developed and commercialized in today's telecom networks to effect optical switching by using mechanical or electrical control elements to accomplish the switching event. Future

networks will require all-optical switches that can be more rapidly activated with a low energy and short duration optical (light) control pulse. We are in early development of an all-optical switch in collaboration with the University of Colorado, Boulder and a potential customer.

Multi-Channel Optical Modem

We are in early feasibility study of a multi-wavelength optical modem that will enable an order of magnitude increase in Internet capacity over legacy fiber.

Additionally, we must create an infrastructure, including operational and financial systems, and related internal controls, and recruit qualified personnel. Failure to do so could adversely affect our ability to support our operations.

We have incurred substantial net losses since inception. We have satisfied our capital requirements since inception primarily through the issuance and sale of our common stock. During 2004 we raised approximately \$529,000 from the issuance of convertible promissory notes, of which \$30,000 was converted into common stock of the Company during 2004 and the remaining \$499,000 converted in 2005. Also, during 2005, we raised an aggregate of \$1,000,000 from the private sale of our common stock. During 2006 we raised approximately \$425,000 from the private sale of our common stock, of which \$200,000 was rescinded during 2007. During 2007 we raised approximately \$2,301,524 from the private sale of our common stock. During 2008 we raised approximately \$414,000 from the private sale of our common stock and \$375,270 from the exercise of outstanding warrants. Through June 30, 2009, we raised approximately \$855,000 from the private sale of our common stock. We also issued shares of our common stock and warrants to purchase shares of our common stock in exchange for services rendered to our Company, including professional services. During October 2009 we obtained proceeds of \$455,000 from the exercise of outstanding warrants. During 2010 we raised \$1,500,000 from the private sale of our common stock and \$539,000 from the exercise of outstanding options and warrants. We also issued shares of our common stock and warrants to purchase shares of our common stock in exchange for services rendered to our Company.

During 2011 we raised \$1,000,000 from the private sale of our common stock and warrants to purchase our common stock. We also issued shares of our common stock and warrants to purchase shares of our common stock in exchange for services rendered to our Company. Additionally, in May 2011, we signed an agreement with Lincoln Park Capital Fund, LLC (Lincoln Park) to sell up to \$20 million of common stock. Under the agreement subject to certain conditions and at our sole discretion, Lincoln Park has committed to invest up to \$20 million in our common stock over a 30-month period. We filed a registration statement with the U.S. Securities and Exchange Commission covering the resale of the shares that may be issued to Lincoln Park. Lincoln Park is obligated to make purchases as we direct in accordance with the agreement, which may be terminated by us at any time, without cost or penalty. Sales of shares are made in specified amounts and at prices that are based upon the market prices of our common stock immediately preceding the sales to Lincoln Park.

During 2011 Lincoln Park purchased 185,185 shares of common stock for proceeds of \$200,000. During 2012 Lincoln Park purchased 3,539,100 shares of common stock for proceeds of \$4,849,999. Also, during 2012, we raised \$447,700 from the exercise of options and warrants. From January 1, 2013 to March 31, 2013, Lincoln Park purchased 911,385 shares of common stock for proceeds of \$1,000,000. During April and early May 2013, Lincoln Park purchased 717,001 shares of common stock for proceeds of \$800,001.

Results of Operations

Results of Operations

Comparison of three months ended March 31, 2013 to three months ended March 31, 2012

Revenues

As a development stage company, we had no revenues during the three months ended March 31, 2013 and 2012. The Company is in various stages of material evaluation and product development with potential customers and expects the next revenue stream to be in prototype devices, application and non-recurring engineering charges and sale of electro-optic polymer materials prior to moving into production.

Operating Expenses

Our operating expenses were \$903,000 and \$769,599 for the three months ended March 31, 2013 and 2012, respectively, for an increase of \$133,401. This increase in operating expenses was due primarily to increases in salaries and wages, laboratory lease rent, general and administrative non-cash stock option and warrant amortization, depreciation, insurance expense and legal expenses offset by decreases in laboratory electro-optic device prototype, development and outsourced testing expenses, consulting expenses and research and development non-cash stock option and warrant amortization.

Included in our operating expenses for the three months ended March 31, 2013 was \$455,382 for research and development expenses compared to \$472,409 for the three months ended March 31, 2012, for a decrease of \$17,027. This is primarily due to decreases in outsourced testing expenses, consulting expenses and non-cash stock option and warrant amortization offset by increases in salaries and wages, laboratory rent and depreciation.

Research and development expenses currently consist primarily of compensation for employees engaged in internal research, product and application development activities; laboratory operations, outsourced material testing and prototype electro-optic device design, development and processing work; customer testing; fees; costs; and related operating expenses.

We expect to continue to incur substantial research and development expense to develop and commercialize our electro-optic material platform. These expenses will increase as a result of accelerated development effort to support commercialization of our non-linear optical polymer materials technology; outsourcing work to build device prototypes; expanding and equipping in-house laboratories; hiring additional technical and support personnel; engaging a senior technical advisor; pursuing other potential business opportunities and collaborations; customer testing and evaluation; and incurring related operating expenses.

Wages and salaries increased \$36,519 from \$135,815 for the three months ended March 31, 2012 to \$172,334 for the three months ended March 31, 2013 primarily due to additional employees hired to perform in-house material testing and material and device development in the Company's new lab facility. Accordingly, laboratory electro-optic device prototype, development and outsourced testing expenses decreased \$36,660 from \$86,379 for the three months ended March 31, 2012 to \$49,719 for the three months ended March 31, 2013. Also consulting expenses decreased \$19,437 from \$27,602 for the three months ended March 31, 2012 to \$8,165 for the year ended March 31, 2013.

Non-cash stock option amortization decreased \$18,640 from \$148,925 for the three months ended March 31, 2012 to \$130,285 for the three months ended March 31, 2013.

During the second half of 2012, the Company leased additional laboratory space and rent expense increased accordingly \$16,838 from \$2,661 for the three months ended March 31, 2012 to \$19,499 for the three months ended March 31, 2013. Depreciation expense increased \$15,905 from \$6,445 for the three months ended March 31, 2012 to \$22,350 for the three months ended March 31, 2013 primarily due to the additional equipment purchased for the new lab facility.

General and administrative expense consists primarily of compensation and support costs for management staff, and for other general and administrative costs, including executive, sales and marketing, investor relations, accounting and finance, legal, consulting and other operating expenses.

General and administrative expenses increased \$150,428 to \$447,618 for the three months ended March 31, 2013 compared to \$297,190 for the three months ended March 31, 2012. The increase is due primarily to increases in wages and salaries, non-cash amortization of options and warrants, insurance expense and legal expense.

In May 2012, the board of directors appointed its current Non-Executive Chairman of the Board of Directors as its Executive Chairman of the Board of Directors and Chief Executive Officer. As a result, wages and salaries increased \$41,072 from \$87,505 for the three months ended March 31, 2012 to \$128,577 for the three months ended March 31, 2013.

Non-cash stock option amortization increased \$76,799 from \$62,840 for the three months ended March 31, 2012 to \$139,639 for the three months ended March 31, 2013.

Insurance increased \$25,079 from \$21,855 for the three months ended March 31, 2012 to \$46,934 for the three months ended March 31, 2013.

Legal fees increased \$9,072 to \$37,834 for the three months ended March 31, 2013 compared to \$28,762 for the three months ended March 31, 2012.

We expect general and administrative expense to increase in future periods as we increase the level of corporate and administrative activity, including increases associated with our operation as a public company; and significantly increase expenditures related to the future production and sales of our products.

Other Income (Expense)

Other income (expense) decreased \$82,276 to (\$19,471) for the three months ended March 31, 2013 from (\$101,747) for the three months ended March 31, 2012, relating primarily to the commitment fee associated with the resale of shares to an institutional investor during the corresponding three-month period.

Net Loss

Net loss was \$922,471 and \$871,346 for the three months ended March 31, 2013 and 2012, respectively, for an increase of \$51,125, primarily due to increases in salaries and wages, laboratory lease rent, general and administrative non-cash stock option and warrant amortization, depreciation, insurance expense and legal expenses offset by decreases in commitment fee to institutional investor, outsourced testing expenses, consulting expenses and research and development non-cash stock option and warrant amortization.

Significant Accounting Policies

Our discussion and analysis of our financial condition and results of operations are based on our financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. On an ongoing basis, we evaluate our estimates based upon historical experience and various other assumptions that we believe to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Our actual results may differ materially from these estimates.

We believe our significant accounting policies affect our more significant estimates and judgments used in the preparation of our financial statements. Our Annual Report on Form 10-K for the year ended December 31, 2012 contains a discussion of these significant accounting policies. There have been no significant changes in our significant accounting policies since December 31, 2012. See our Note 1 in our unaudited financial statements for the three months ended March 31, 2013, as set forth herein.

Liquidity and Capital Resources

For the three months ended March 31, 2013

During the three months ended March 31, 2013, net cash used in operating activities was \$536,153 and net cash used in investing activities was \$97,093, which was due primarily to the Company's research and development activities and general and administrative expenditures. Net cash provided by financing activities for the three months ended March 31, 2013 was \$1,015,625. At March 31, 2013, our cash and cash equivalents totaled \$3,319,258, our assets totaled \$4,254,650, our liabilities totaled \$210,976, and we had stockholders' equity of \$4,043,674.

-37-

Sources and Uses of Cash

Our future expenditures and capital requirements will depend on numerous factors, including: the progress of our research and development efforts; the rate at which we can, directly or through arrangements with original equipment manufacturers, introduce and sell products incorporating our polymer materials technology; the costs of filing, prosecuting, defending and enforcing any patent claims and other intellectual property rights; market acceptance of our products and competing technological developments; and our ability to establish cooperative development, joint venture and licensing arrangements. We expect that we will incur approximately \$3,000,000 of expenditures over the next 12 months. Our cash requirements are expected to increase at a rate consistent with the Company's path to revenue growth as we expand our activities and operations with the objective of commercializing our electro-optic polymer technology during 2013. We continue to develop and test our next generation electro-optic and third-order material platform to support and cultivate potential customers, strategic partners and develop photonic devices. Management believes our initial revenue stream will be in prototype devices, application and non-recurring engineering charges, and material charges for specialty non-linear application prior to moving into full commercialization and production.

Our business does not presently generate the cash needed to finance our current and anticipated operations. Presently, our Company has a cash position of approximately \$3,600,000; based upon our current cash position and expenditures of approximately \$250,000 per month and no debt service, management believes we have sufficient funds currently to finance our operations through June 2014. We plan to continue obtaining additional financing, now and in the future, until such time that we can conduct profitable revenue-generating activities.

Such future sources of financing may include cash from equity offerings, exercise of stock options, warrants and proceeds from debt instruments; but we cannot assure you that such equity or borrowings will be available or, if available, will be at rates or prices acceptable to us.

In May 2011 we signed our stock purchase agreement with Lincoln Park whereby subject to certain conditions and at our sole discretion, Lincoln Park has committed to purchase up to \$20 million of our common stock over a 30-month period. We registered for resale by Lincoln Park 10,000,000 shares of our common stock in June 2011. Lincoln Park is obligated to make purchases as the Company directs in accordance with the purchase agreement, which may be terminated by the Company at any time, without cost or penalty. Sales of shares will be made in specified amounts and at prices that are based upon the market prices of our Company's common stock immediately preceding the sales to Lincoln Park. We expect this financing to provide our Company with sufficient funds to maintain its operations for the foreseeable future. With the additional capital, we expect to achieve a level of revenues attractive enough to fulfill our development activities and adequate enough to support our business model for the foreseeable future. We cannot assure you that we will meet the conditions of the stock purchase agreement with Lincoln Park in order to obligate Lincoln Park to purchase our shares of common stock. In the event we fail to do so, and other adequate funds are not available to satisfy either short-term or long-term capital requirements, or if planned revenues are not generated, we may be required to substantially limit our operations. This limitation of operations may include reductions in capital expenditures and reductions in staff and discretionary costs. The purchase agreement expires in December 2013.

There are no trading volume requirements or restrictions under the purchase agreement, and we will control the timing and amount of any sales of our common stock to Lincoln Park. Lincoln Park has no right to require any sales by us, but is obligated to make purchases from us as we direct in accordance with the purchase agreement. We can also accelerate the amount of common stock to be purchased under certain circumstances. There are no limitations on use of proceeds, financial or business covenants, restrictions on future funding, rights of first refusal, participation rights, penalties or liquidated damages in the purchase agreement. We may terminate the purchase agreement at any time, at our discretion, without any penalty or cost to us. Lincoln Park may not assign or transfer its rights and obligations under the purchase agreement.

We expect that our cash used in operations will increase during 2013 and beyond as a result of the following planned activities:

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The addition of management, sales, marketing, technical and other staff to our workforce;

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Increased spending for the expansion of our research and development efforts, including purchases of additional laboratory and production equipment;

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Increased spending in marketing as our products are introduced into the marketplace;

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Developing and maintaining collaborative relationships with strategic partners;

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Developing and improving our manufacturing processes and quality controls; and

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Increases in our general and administrative activities related to our operations as a reporting public company and related corporate compliance requirements.

Analysis of Cash Flows

For the three months ended March 31, 2013

Net cash used in operating activities was \$536,153 for the three months ended March 31, 2013, primarily attributable to the net loss of \$922,471 adjusted by \$38,934 in warrants issued for services, \$230,990 in options issued for services, \$19,550 in common stock issued for services, \$26,328 in depreciation expenses and patent amortization expenses, \$14,868 in prepaid expenses and \$55,648 in accounts payable and accrued expenses. Net cash used in operating activities consisted of payments for research and development, legal, professional and consulting expenses, rent and other expenditures necessary to develop our business infrastructure.

Net cash used by investing activities was \$97,093 for the three months ended March 31, 2013, consisting of \$10,722 in cost for intangibles and \$86,371 in asset additions primarily for the new lab facility.

Net cash provided by financing activities was \$1,015,625 for the three months ended March 31, 2013 and consisted of \$1,000,000 proceeds from the sale of common stock to an institutional investor and \$15,625 from the exercise of warrants.

Inflation and Seasonality

We do not believe that our operations are significantly impacted by inflation. Our business is not seasonal in nature.

Item 4

Controls and Procedures

Evaluation of Disclosure Controls and Procedures. The Company's management, with the participation of the Company's Principal Executive Officer and Principal Financial Officer, evaluated the effectiveness of the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended) as of March 31, 2013. Based on this evaluation, the Company's Principal Executive Officer and Principal Financial Officer concluded that, as of March 31, 2013 the Company's disclosure controls and procedures were effective, in that they provide reasonable assurance that information required to be disclosed by the Company in the reports that it files or submits under the Securities Exchange Act of 1934, as amended, is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms, and is accumulated and communicated to the Company's management, including the Company's Principal Executive Officer and Principal Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

Changes in Internal Control Over Financial Reporting. There were no changes in our internal control over financial reporting during the quarter ended March 31, 2013 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II OTHER INFORMATION

Item 2

Unregistered Sales of Equity Securities and Use of Proceeds

Date	Security/Value
March 2013	Option grant - 75,000 shares of common stock at \$1.16 per share issued for services. The option was valued at \$81,076 using the Black-Scholes Option Pricing Formula.
March 2013	Warrant exercise - 12,500 shares of common stock purchased at \$1.25 for proceeds of \$15,625.

No underwriters were utilized and no commissions or fees were paid with respect to any of the above transactions. We relied on Section 4(2) of the Securities Act of 1933, as amended, since the transactions did not involve any public

offering.

-40-

Item 6

Exhibits

The following exhibits are included herein:

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
10.1	Purchase Agreement, dated as of May 3, 2011, by and between the Company and Lincoln Park Capital Fund, LLC (incorporated by reference to our Form 8-K filed on May 6, 2011).
10.2	Registration Rights Agreement, dated as of May 3, 2011, by and between the Company and Lincoln Park Capital Fund, LLC (incorporated by reference to our Form 8-K filed on May 6, 2011).
31.1	Certification pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934, as amended, executed by the Principal Executive Officer of the Company.
31.2	Certification pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934, as amended, executed by the Principal Financial Officer of the Company.
32.1	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, executed by the Principal Executive Officer of the Company.
32.2	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, executed by the Principal Financial Officer of the Company.
101	The following financial information from Lightwave Logic Inc.'s Quarterly Report on Form 10-Q for the quarter ended March 31, 2013, formatted in XBRL (eXtensible Business Reporting Language): (i) Balance Sheets; (ii) Statements of Operations; (iii) Statement of Stockholders' Equity; (iv) Statements of Cash Flows; and (v) Notes to Financial Statements.

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 thereunto duly authorized.

LIGHTWAVE LOGIC, INC.

Registrant

By: /s/ Thomas E. Zelibor

Thomas E. Zelibor,

Chief Executive Officer

(Principal Executive Officer)

Date: May 15, 2013

By: /s/ Thomas E. Zelibor

Thomas E. Zelibor,

Chief Executive Officer

(Principal Executive Officer)

Date: May 15, 2013

By: /s/ James S. Marcelli

James S. Marcelli,

President, Chief Operating Officer

(Principal Financial Officer)

Date: May 15, 2013

-42-