

Lightwave Logic, Inc.  
Form 10-Q  
August 14, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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**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 June 30, 2012

**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**

(Registrant's telephone number, including area code)

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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

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):

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Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>

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 August 10, 2012 was 49,506,837.

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**PART I FINANCIAL INFORMATION**

**Item 1**

**Financial Information**

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LIGHTWAVE LOGIC, INC.

(A Development Stage Company)

FINANCIAL STATEMENTS

JUNE 30, 2012

(UNAUDITED)



LIGHTWAVE LOGIC, INC.

(A Development Stage Company)

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## LIGHTWAVE LOGIC, INC.

(A Development Stage Company)

## BALANCE SHEETS

	June 30, 2012 (Unaudited)	December 31, 2011 (Audited)
<b>ASSETS</b>		
<b>CURRENT ASSETS</b>		
	\$	\$
Cash and cash equivalents	3,623,022	359,824
Prepaid expenses and other current assets	123,424	41,756
	3,746,446	401,580
<b>PROPERTY AND EQUIPMENT - NET</b>	200,501	88,751
<b>OTHER ASSETS</b>		
Intangible assets	488,846	431,104
	\$	\$
<b>TOTAL ASSETS</b>	4,435,793	921,435
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
<b>CURRENT LIABILITIES</b>		
	\$	\$
Accounts payable	92,118	139,833
Accounts payable - related party	29,178	22,628
Accrued expenses	86,608	75,965
<b>TOTAL LIABILITIES</b>	207,904	238,426
<b>STOCKHOLDERS' EQUITY</b>		
Preferred stock, \$0.001 par value, 1,000,000 authorized No shares issued or outstanding	-	-
Common stock \$0.001 par value, 100,000,000 authorized 49,506,837 and 45,337,092 issued and outstanding at June 30, 2012 and December 31, 2011	49,507	45,337
Additional paid-in-capital	29,952,660	24,513,000
Accumulated deficit	(15,827)	(15,827)
Deficit accumulated during development stage	(25,758,451)	(23,859,501)

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TOTAL STOCKHOLDERS' EQUITY	4,227,889	683,009
	\$	\$
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	4,435,793	921,435

See accompanying notes to these financial statements.

## LIGHTWAVE LOGIC, INC.

(A Development Stage Company)

## STATEMENTS OF OPERATIONS

FOR THE THREE MONTHS AND SIX MONTHS ENDING JUNE 30, 2012 AND 2011 AND FOR THE PERIOD

JANUARY 1, 2004 (INCEPTION OF DEVELOPMENT STAGE) TO JUNE 30, 2012

(UNAUDITED)

	Cumulative Since Inception	For the Three Months Ending June 30, 2012	For the Three Months Ending June 30, 2011	For the Six Months Ending June 30, 2012	For the Six Months Ending June 30, 2011
	\$	\$	\$	\$	\$
NET SALES	3,200	-	-	-	-
COST AND EXPENSE					
Research and development	11,592,103	455,253	498,041	927,662	964,904
General and administrative	13,836,200	553,860	389,535	851,050	848,780
	25,428,303	1,009,113	887,576	1,778,712	1,813,684
LOSS FROM OPERATIONS	(25,425,103)	(1,009,113)	(887,576)	(1,778,712)	(1,813,684)
OTHER INCOME (EXPENSE)					
Interest income	30,820	124	149	322	327
Dividend income	1,551	-	-	-	-
Realized gain on investment	3,911	-	-	-	-
Realized gain on disposal of assets	637	-	-	-	-
	(47,500)				

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Litigation settlement Interest expense and commitment fee	(322,767)	(18,615)	(166,475)	(120,560)	(166,540)
	\$	\$	\$	\$	\$
NET LOSS	(25,758,451)	(1,027,604)	(1,053,902)	(1,898,950)	(1,979,897)
Basic and Diluted Loss per Share	\$	\$	\$	\$	\$
		(0.02)	(0.02)	(0.04)	(0.04)
Basic and Diluted Weighted Average Number of Shares		49,055,806	44,090,488	47,893,907	44,028,664

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 JUNE 30, 2012

(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	T
ENDING BALANCE AT DECEMBER 31, 2003	100	\$ 1	\$ -	\$ -	\$ -	\$ -	(15,827)	\$ -	(
Retroactive recapitalization upon reverse acquisition	706,973	706	(706)	-	-	-	-	-	-
BALANCE AT JANUARY 1, 2004	707,073	707	(706)	-	-	-	(15,827)	-	(
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	-	-	-	-	-	2
	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	-	-	-	-	-	-
Conversion of note payable in December 2004 at \$0.16/share	187,500	187	29,813	-	-	-	-	-	-
Net loss for the year ended December 31, 2004	-	-	-	-	-	-	-	(722,146)	(7)
<b>BALANCE AT DECEMBER 31, 2004</b>	<b>18,425,000</b>	<b>18,425</b>	<b>342,576</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(15,827)</b>	<b>(722,146)</b>	<b>(3)</b>
Common stock issued in private placement in April 2005 at \$0.25/share	4,000,000	4,000	996,000	-	-	-	-	-	1,0
Conversion of notes payable in May 2005 at \$0.16/share	3,118,750	3,119	495,881	-	-	-	-	-	4
Subscription receivable	-	-	-	(6,500)	-	-	-	-	-
Common stock issued for future services in August 2005, valued at \$2.79/share	210,000	210	585,290	-	-	-	-	-	5
Common stock issued for future services in August 2005, valued at \$2.92/share	200,000	200	583,800	-	-	-	-	-	5
Warrants issued for services in May 2005, vested during 2005, valued at \$1.13/share	-	-	37,000	-	-	-	-	-	-

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Warrants issued for services in September 2005, vested during 2005, valued at \$1.45/share	-	-	24,200	-	-	-	-	-	-
Warrants issued for services in October 2005, vested during 2005, valued at \$0.53/share	-	-	15,900	-	-	-	-	-	-
Warrants issued for future services in December 2005, vested during 2005, valued at \$1.45/share	-	-	435,060	-	-	-	-	-	4
Deferred charges for common stock issued for future services in August 2005, valued at \$2.92/share	-	-	-	-	(584,000)	-	-	-	(5)
Amortization of deferred charges	-	-	-	-	265,455	-	-	-	2
Exercise of warrants in December 2005 at \$0.25/share	300,000	300	74,700	-	-	-	-	-	-
Net loss for the year ended December 31, 2005	-	-	-	-	-	-	-	(1,721,765)	(1,7)
<b>BALANCE AT DECEMBER 31, 2005</b>	<b>26,253,750</b>	<b>26,254</b>	<b>3,590,407</b>	<b>(6,500)</b>	<b>(318,545)</b>	<b>-</b>	<b>(15,827)</b>	<b>(2,443,911)</b>	<b>8</b>
Common stock issued in private placement during 2006 at \$0.50/share	850,000	850	424,150	-	-	-	-	-	4

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Common stock issued for future services in February 2006, valued at \$0.90/share	300,000	300	269,700	-	-	-	-	-	2
Common stock issued for future services in May 2006, valued at \$1.55/share	400,000	400	619,600	-	-	-	-	-	6
Common stock issued for future services in June 2006, valued at \$1.45/share	25,000	25	36,225	-	-	-	-	-	-
Common stock issued for future services in November 2006, valued at \$0.49/share	60,000	60	29,340	-	-	-	-	-	-
Warrants issued for services in September 2005, vested during 2006, valued at \$1.45/share	-	-	66,500	-	-	-	-	-	-
Warrants issued for future services in June 2006, vested during 2006, valued at \$1.55/share	-	-	465,996	-	-	-	-	-	4
Options issued for services in February 2006, vested during 2006, valued at \$1.01/share	-	-	428,888	-	-	-	-	-	4
Contributed capital related to accrued interest	-	-	35,624	-	-	-	-	-	-
Subscription receivable	-	-	-	6,500	-	-	-	-	-
Amortization of deferred	-	-	-	-	318,545	-	-	-	3



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charges											
Unrealized gain											
(loss) on securities	-	-	-	-	-	(26,000)	-	-	(		
Net loss for the year ending December 31, 2006	-	-	-	-	-	-	-	(2,933,809)	(2,9		
 BALANCE AT DECEMBER 31, 2006	 27,888,750\$	 27,889\$	 5,966,430 \$	 -	 \$	 -	 \$	 (26,000)\$	 (15,827)\$	 (5,377,720)\$	 5

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 JUNE 30, 2012  
(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
BALANCE AT DECEMBER 31, 2006	27,888,750	\$ 27,889	\$ 5,966,430	\$ -	\$ -	\$(26,000)	\$(15,827)	\$(5,377,720)
Common stock issued in private placement during 2007 at \$0.50/share	2,482,000	2,482	1,238,518	-	-	-	-	-
Common stock issued in private placement during 2007 at \$0.60/share	1,767,540	1,768	1,058,756	-	-	-	-	-
Common stock subscription rescinded during 2007 at \$0.50/share	(400,000)	(400)	(199,600)	-	-	-	-	-
Common stock issued for	151,785	152	106,098	-	-	-	-	-

future services in February 2007, valued at \$0.70/share Common stock issued for future services in March 2007, valued at \$0.58/share Common stock issued for services and settlement for accounts payable in April 2007, valued at \$0.35/share Common stock issued for services in October 2007, valued at \$0.68/share Common stock issued for services in October 2007, valued at \$0.90/share Common stock issued for services in November 2007, valued at \$0.72/share Warrants issued for services in September 2005, vested during 2007, valued at \$1.45/share Warrants issued for services in March 2007, vested during 2007, valued at \$0.63/share	1,000,000	1,000	579,000	-	-	-	-	-
	100,000	100	34,900	-	-	-	-	-
	150,000	150	101,850	-	-	-	-	-
	150,000	150	134,850	-	-	-	-	-
	400,000	400	287,600	-	-	-	-	-
	-	-	36,370	-	-	-	-	-
	-	-	52,180	-	-	-	-	-

Warrants issued for services in April 2007, vested during 2007, valued at \$0.69/share	-	-	293,476	-	-	-	-	-
Warrants issued for services in April 2007, vested during 2007, valued at \$0.63/share	-	-	140,490	-	-	-	-	-
Warrants issued for services in May 2007, vested during 2007, valued at \$0.56/share	-	-	52,946	-	-	-	-	-
Warrants issued for services in October 2007, vested during 2007, valued at \$0.61/share	-	-	61,449	-	-	-	-	-
Warrants issued for services in October 2007, vested during 2007, valued at \$0.78/share	-	-	52,292	-	-	-	-	-
Warrants issued for services in December 2007, vested during 2007, valued at \$0.55/share	-	-	1,159	-	-	-	-	-
Options issued for services in February 2006, vested during 2007, valued at \$1.01/share	-	-	17,589	-	-	-	-	-
Options issued for services in	-	-	43,757	-	-	-	-	-

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February 2006, vested during 2007, valued at \$1.09/share									
Options issued for services in November 2007, vested during 2007, valued at \$0.60/share	-	-	41,653	-	-	-	-	-	-
Warrants issued for future services in April 2007, vested during 2007, valued at \$0.70/share	-	-	348,000	-	-	-	-	-	-
Deferred charges for common stock issued for future services in March 2007, valued at \$0.58/share	-	-	-	-	(928,000)	-	-	-	-
Amortization of deferred charges	-	-	-	-	773,333	-	-	-	-
Unrealized gain (loss) on securities	-	-	-	-	-	(32,610)	-	-	-
Net loss for the year ending December 31, 2007	-	-	-	-	-	-	-	-	(4,223,449)
<b>BALANCE AT DECEMBER 31, 2007</b>	<b>33,690,075</b>	<b>33,690</b>	<b>10,449,763</b>	<b>-</b>	<b>(154,667)\$</b>	<b>(58,610)</b>	<b>(15,827)</b>	<b>(9,601,169)</b>	
Common stock issued in private placement during 2008 at \$0.60/share	690,001	690	413,310	-	-	-	-	-	-
Common stock issued for services in March 2008,	100,000	100	74,900	-	-	-	-	-	-

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valued at \$0.75/share Common stock issued for services in August 2008, valued at \$1.80/share	200,000	200	359,800	-	-	-	-	-
Exercise of warrants at \$0.25/share	320,000	320	79,680	-	-	-	-	-
Exercise of warrants at \$0.25/share, pursuant to November 2008 adjusted stock offering	641,080	641	159,629	-	-	-	-	-
Exercise of warrants at \$0.50/share	270,000	270	134,730	-	-	-	-	-
Warrants issued for services in September 2005, vested during 2008, valued at \$1.45/share	-	-	27,014	-	-	-	-	-
Warrants issued for services in March 2007, vested during 2008, valued at \$0.63/share	-	-	10,885	-	-	-	-	-
Warrants issued for services in April 2007, vested during 2008, valued at \$0.69/share	-	-	121,713	-	-	-	-	-
Warrants issued for services in April 2007, vested during 2008, valued at \$0.63/share	-	-	48,738	-	-	-	-	-
	-	-	31,444	-	-	-	-	-

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

vested through September 2008, valued at \$0.83/share Warrants issued for services in May 2008, vested through September 2008, valued at \$1.63/share	-	-	976,193	-	-	-	-	-
Amortization of deferred charges	-	-	-	-	431,337	-	-	-
Receivable for the issuance of common stock	-	-	-	(12,500)	-	-	-	-
Realized loss reclassification	-	-	-	-	-	58,610	-	-
Net loss for the year ending December 31, 2008	-	-	-	-	-	-	-	(4,340,607) (4
 BALANCE AT DECEMBER 31, 2008	35,911,156\$	35,911	\$14,196,060	\$ (12,500)	\$ (55,330)	- \$	(15,827)\$	(13,941,776)\$

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 JUNE 30, 2012  
(CONTINUED)

(UNAUDITED)

	Number of	Common	Paid-in	Subscription	Deferred	Unrealized	Accumulated	Deficit	Total
	Shares	Stock	Capital	Receivable/ for Issuance of Common Stock	Charges	Loss on Securities	Deficit	During Development Stage	
BALANCE AT DECEMBER 31, 2008	35,911,156	\$ 35,911	14,196,060	\$ (12,500)	\$ (55,330)	\$ -	\$ (15,827)	\$ (13,941,776)	\$ 206,000
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	100,000	100	24,900	-	-	-	-	-	25,000

accounts payable									
January 2009 valued at \$0.25/share									
Exercise of purchase right agreement in January 2009 at \$0.25/share	180,550	181	44,957	-	-	-	-	-	45,118
Exercise of warrants at \$0.25/share, pursuant to November 2008 adjusted stock offering	1,279,336	1,279	318,555	-	-	-	-	-	319,839
Exercise of warrants at \$0.001/share	400,000	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	-	-	623,246	-	-	-	-	-	623,246

at \$1.36/share									
Options issued for services in November 2008, vested during 2009, valued at \$0.50/share	-	-	61,346	-	-	-	-	-	61,346
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
	116,000	116	39,884	-	-	-	-	-	40,000

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

at \$0.60/share Options issued for services in July 2008, vested during 2010, valued at \$1.48/share	-	-	74,061	-	-	-	-	-	74,061
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

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Options issued for services in December 2010, vested during 2010, valued at \$1.14/share	-	-	286,002	-	-	-	-	-	286,002
Exercise of warrants at \$0.25/share	947,200	947	235,853	-	-	-	-	-	236,799
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	-	-	-	-	-	282,501
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	-	-	-	-	-	-	-	(3,713,232)	(3,713,232)

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December 31,  
2010

BALANCE									
AT									
DECEMBER	43,966,042	\$ 43,966	21,704,361	\$ -	\$ -	\$ -	\$ (15,827)	\$ 1,355	
31, 2010							(20,376,879)		

See accompanying notes to these financial statements.

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## LIGHTWAVE LOGIC, INC.

(A Development Stage Company)

## STATEMENT OF STOCKHOLDERS EQUITY

FOR THE PERIOD JANUARY 1, 2004 (INCEPTION OF DEVELOPMENT STAGE) TO JUNE 30, 2012  
(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, 2010	43,966,042	\$ 43,966	\$ 21,704,361	\$ -	\$ -	\$ -	\$ (15,827)	\$ (20,376,879)	\$ 1,355,620
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 services in August 2008, vested during 2011, valued at \$1.36/share	-	-	383,881	-	-	-	-	-	383,881
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

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Warrants issued for services in April 2011, vested during 2011, valued at \$0.98/share	-	-	109,820	-	-	-	-	-	109,820
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	-	-	-	-	-	162,897

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Common stock issued to institutional investor, valued at \$1.08/share	185,185	185	199,815	-	-	-	-	-	200,000
Common stock issued for additional commitment shares, valued at \$1.15/share	3,017	3	3,467	-	-	-	-	-	3,470
Common stock issued for services in June 2011, valued at \$1.04/share	10,000	10	10,390	-	-	-	-	-	10,400
Common stock issued in private placement during 2011 at \$1.00/share	1,000,000	1,000	999,000	-	-	-	-	-	1,000,000
Common stock issued for services in September 2011, valued at \$1.45/share	10,000	10	14,490	-	-	-	-	-	14,500
Common stock issued for services in May 2011 through August 2011, valued at \$0.90/share to \$1.25/share	2,018	2	2,161	-	-	-	-	-	2,160
Net loss for the nine months ending December 31, 2011	-	-	-	-	-	-	-	(3,482,622)	(3,482,622)
BALANCE AT DECEMBER 31, 2011	45,337,092	\$ 45,337	\$ 24,513,000	\$ -	\$ -	\$ -	\$ (15,827)	\$ (23,859,501)	\$ 683,000

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 JUNE 30, 2012  
(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 commitment shares, valued at \$1.67/share	3,017	3	5,035	-	-	-	-	-	5,038

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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
Common stock issued to institutional investor, valued at \$2.19/share	91,324	92	199,908	-	-	-	-	-	200,000
Common stock issued for	3,017	3	6,725	-	-	-	-	-	6,728

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additional commitment shares, valued at \$2.23/share 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 commitment shares, valued at \$1.60/share	3,017	3	4,824	-	-	-	-	-	4,827
Common stock issued to institutional investor, valued at \$1.667/share	119,976	120	199,880	-	-	-	-	-	200,000
Common stock issued for additional	3,017	3	5,820	-	-	-	-	-	5,823

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commitment shares, valued at \$1.93/share 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
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	180,668	180	199,820	-	-	-	-	-	200,000



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at \$1.107/share 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
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 services in August 2010, vested during 2012, valued at \$1.31/share	-	-	32,634	-	-	-	-	-	32,634
Options issued for services in	-	-	42,414	-	-	-	-	-	42,414

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December 2010, vested during 2012, valued at \$1.14/share									
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	-	-	24,122	-	-	-	-	-	24,122
Options issued for services in August 2011, vested during 2012, valued at \$0.82/share	-	-	20,466	-	-	-	-	-	20,466
Options issued for services in November 2011, vested during 2012, valued at \$0.53/share	-	-	13,080	-	-	-	-	-	13,080
Options issued for services in December 2011, vested during 2012, valued at \$0.82/share	-	-	25,556	-	-	-	-	-	25,556
Warrants issued for services in December 2011, vested during 2012, valued at \$1.05/share	-	-	78,134	-	-	-	-	-	78,134
Options issued for services in March 2012, vested during 2012, valued at \$1.37/share	-	-	75,893	-	-	-	-	-	75,893
Options issued for services in March 2012, vested during 2012, valued at	-	-	32,184	-	-	-	-	-	32,184

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\$1.37/share 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	-	-	230,387	-	-	-	-	-	230,387
Warrants issued for services in May 2012, vested during 2012, valued at \$0.97/share	-	-	13,912	-	-	-	-	-	13,912
Options issued for services in June 2012, vested during 2012, valued at \$0.73/share	-	-	38,276	-	-	-	-	-	38,276
Net loss for the six months ending June 30, 2012	-	-	-	-	-	-	-	(1,898,950)	(1,898,950)
<b>BALANCE AT JUNE 30, 2012 (UNAUDITED)</b>	<b>49,506,837</b>	<b>\$ 49,507</b>	<b>\$ 29,952,660</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ (15,827)</b>	<b>(25,758,451)</b>	<b>\$ 4,227,889</b>

See accompanying notes to these financial statements.

## LIGHTWAVE LOGIC, INC.

(A Development Stage Company)

## STATEMENTS OF CASH FLOW

FOR THE SIX MONTHS ENDING JUNE 30, 2012 AND 2011 AND

FOR THE PERIOD JANUARY 1, 2004 (INCEPTION OF DEVELOPMENT STAGE) TO JUNE 30, 2012

(UNAUDITED)

	Cumulative Since Inception	For the Six Months Ending June 30, 2012	For the Six Months Ending June 30, 2011
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>			
	\$	\$	\$
Net loss	(25,758,451)	(1,898,950)	(1,979,897)
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	3,909,807	142,360	303,758
Stock options issued for services	5,508,390	535,012	628,911
Common stock issued for services and fees	1,445,929	122,058	191,266
Purchase right agreement amortization	132,058	-	-
Depreciation and amortization of patents	165,537	22,110	16,576
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	(123,424)	(81,668)	15,637
Increase (decrease) in liabilities			
Accounts payable	225,033	(47,715)	40,829
Accounts payable - related party	29,178	6,550	11,951
Accrued expenses	73,222	10,643	44,108
Net cash used in operating activities	(9,960,274)	(1,189,600)	(726,861)
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>			
Cost of intangibles	(503,153)	(63,366)	(45,230)
Proceeds from sale of available for sale securities	203,911	-	-
Proceeds from receipt of note receivable	100,000	-	-

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Purchase of available for sale securities	(200,000)	-	-
Purchase of equipment, furniture and leasehold improvements	(314,481)	(128,236)	(7,281)
Net cash used in investing activities	(713,723)	(191,602)	(52,511)
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>			
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	2,021,404	444,400	-
Issuance of common stock, exercise of purchase right agreement	45,138	-	-
Issuance of common stock, institutional investor	4,400,000	4,200,000	200,000
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	14,291,661	4,644,400	200,000
<b>NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS</b>	<b>3,617,664</b>	<b>3,263,198</b>	<b>(579,372)</b>
<b>CASH AND CASH EQUIVALENTS - BEGINNING OF PERIOD</b>	<b>5,358</b>	<b>359,824</b>	<b>953,867</b>
<b>CASH AND CASH EQUIVALENTS - END OF PERIOD</b>	<b>\$ 3,623,022</b>	<b>\$ 3,623,022</b>	<b>\$ 374,495</b>

See accompanying notes to these financial statements.

LIGHTWAVE LOGIC, INC.

(A Development Stage Company)

STATEMENTS OF CASH FLOW

FOR THE SIX MONTHS ENDING JUNE 30, 2012 AND 2011 AND

FOR THE PERIOD JANUARY 1, 2004 (INCEPTION OF DEVELOPMENT STAGE) TO JUNE 30, 2012

(UNAUDITED)

	Cumulative Since Inception	For the Six Months Ending June 30, 2012	For the Six Months Ending June 30, 2011
SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION			
CASH PAID DURING THE PERIOD FOR:			
	\$	\$	\$
Interest	23,341	109	174
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	-	-
	\$	\$	\$
Increase/(Decrease) in fair value of investment securities	-	-	-

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	\$	\$	\$	
Accrued interest contributed as capital		35,624	-	-
	\$	\$	\$	
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	-	-
	\$	\$	\$	
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

JUNE 30, 2012 AND 2011

(UNAUDITED)

**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 2011 Annual Report. Certain financial information and footnote disclosures normally included in financial statements prepared in accordance with accounting principals generally accepted in the United States have been condensed or omitted pursuant to the rules and regulations of the Securities and Exchange Commission, 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, 2011, as filed with the Securities and Exchange Commission. The interim operating results for the three and six months ending June 30, 2012 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 2012 and 2011, 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 income (loss).

**Recently Issued Accounting Pronouncements Not Yet Adopted**

As of June 30, 2012, 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 June 30, 2012 and for the period then ended, there were no recently adopted accounting pronouncements that had a material effect on the Company's financial statements.

**NOTE 2 GOING CONCERN**

The accompanying financial statements have been prepared assuming the Company will continue as a going concern. As a development stage company, substantial net losses have been incurred since inception. The Company has satisfied capital requirements since inception primarily through the issuance and sale of its common stock. In May 2011, the Company signed an agreement with an institutional investor to sell up to \$20 million of common stock. Under

LIGHTWAVE LOGIC, INC.

(A Development Stage Company)

NOTES TO FINANCIAL STATEMENTS

JUNE 30, 2012 AND 2011

(UNAUDITED)

**NOTE 2 GOING CONCERN (CONTINUED)**

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 \$15,600,002. 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. Management believes the Company has raised sufficient capital to finance its operations through August 2013. With the 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. However, there can be no assurances that the Company will achieve an adequate sales level or meet all the conditions to obligate the institutional investor to make purchases. 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. Currently, the Company's Electro-Optic materials are in evaluation with potential customers. The Company's first revenue stream has been in engineering revenues. Management believes the Company's next 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 production. However, the Company has incurred significant losses and experienced negative cash flow during the development stage. If these conditions continue beyond the next fourteen months and if the Company is unable to raise capital, it will raise substantial doubt about the Company's ability to continue as a going concern. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

**NOTE 3 EQUIPMENT**

Equipment consists of the following:

June 30, 2012

December 31, 2011

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	\$	\$
Office equipment	15,980	12,816
Lab equipment	279,941	169,028
Furniture	4,061	3,494
Leasehold Improvements	18,960	5,368
	318,942	190,706
Less: Accumulated depreciation	118,441	101,955
	\$	\$
	200,501	88,751

Depreciation expense for the six months ending June 30, 2012 and 2011 was \$16,486 and \$14,107. Depreciation expense for the three months ending June 30, 2012 and 2011 was \$9,750 and \$6,638.

LIGHTWAVE LOGIC, INC.

(A Development Stage Company)

NOTES TO FINANCIAL STATEMENTS

JUNE 30, 2012 AND 2011

(UNAUDITED)

**NOTE 4 INTANGIBLE ASSETS**

This represents legal fees and patent fees associated with the registration of patents. The Company has recorded amortization expenses on the Spacer and Chromophore patent applications accepted by the United States Patent and Trademark Office in February 2011 and April 2011, which are amortized over its legal life of 20 years. No amortization expense has been recorded on the remaining patents since the patents have yet to be declared effective. Once issued, the cost of the patents will be amortized over their legal lives, which is generally 20 years.

Patents consists of the following:

	June 30, 2012	December 31, 2011
	\$	\$
Patents	503,153	439,787
Less: Accumulated amortization	14,307	8,683
	\$	\$
	488,846	431,104

Amortization expense for the six months ending June 30, 2012 and 2011 was \$5,624 and \$2,469. Amortization expense for the three months ending June 30, 2012 and 2011 was \$2,812 and \$2,224.

**NOTE 5 INCOME TAXES**

There is no income tax benefit for the losses for the three and six months ended June 30, 2012 and 2011 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, 2012, 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 June 30, 2012. The Company did not recognize any interest or penalties during 2012 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, 2008 and thereafter are subject to examination by the relevant taxing authorities.

## **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.

LIGHTWAVE LOGIC, INC.

(A Development Stage Company)

NOTES TO FINANCIAL STATEMENTS

JUNE 30, 2012 AND 2011

(UNAUDITED)

**NOTE 6 STOCKHOLDERS EQUITY (CONTINUED)**

**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 after giving effect to the difference in par value with the offset to additional paid-in-capital.

In July 2004, the Company issued to related parties 1,600,000 shares of its common stock for professional services valued at \$256,000, fair value.

In August 2004, the Company issued 637,500 shares of its common stock for professional services to related parties valued at \$75,000, fair value.

In December 2004, the Company converted a note payable of \$30,000 into 187,500 shares of common stock at a conversion price of \$0.16 per share.

In April 2005, the Company issued 4,000,000 shares of its common stock in a private placement for proceeds of \$1,000,000.

On May 4, 2005, the Company converted the notes payable of \$499,000 into 3,118,750 shares of common stock at a conversion price of \$0.16 per share. An unpaid note payable in the amount of \$6,500 has been reflected as a subscription receivable. During 2006, the Company deemed this \$6,500 outstanding subscription receivable to be

uncollectible.

During August 2005, the Company issued 210,000 shares of common stock for professional services rendered valued at \$585,500, fair value. Consulting expense of \$375,500 was recognized during 2005, and at December 31, 2005, the remaining balance of \$210,000 is reflected as a deferred charge on the balance sheet. During 2006, consulting expense of \$210,000 was recognized. This agreement ended in May 2006.

In August 2005, in conjunction with a management services contract with a related party, the Company issued 200,000 shares of common stock valued at \$584,000. Management expense of \$265,455 was recognized during 2005, and at December 31, 2005, the remaining balance of \$318,545 is reflected as a deferred charge in a contra-equity account. During 2006, management expense of \$318,545 was recognized. This agreement ended in June 2006.

During May 2005, the Company issued Stock Purchase Warrants to purchase 100,000 shares of common stock at an exercise price of \$2.10 in exchange for consulting services. The warrants are exercisable until May 2008 and vest as follows: 50,000 shares during the first year of the agreement, 25,000 shares during the second year of the agreement, and 25,000 shares during the third year. In accordance with the fair value method, the Company used the Black-Scholes model to calculate the grant-date fair value, with the following assumptions: no dividend yield, expected volatility of 60%, risk-free interest rate of 3.8% and expected life of option of three years. The fair market value of the warrants was \$113,250. In accordance with the fair value method as described in accounting requirements of FASB ASC 718 Stock Compensation, the Company recognized consulting expense of \$37,000 in 2005. This warrant was cancelled during 2006.

LIGHTWAVE LOGIC, INC.

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NOTES TO FINANCIAL STATEMENTS

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**NOTE 6 STOCKHOLDERS EQUITY (CONTINUED)**

**Common Stock and Warrants (Continued)**

During September 2005, the Company issued Stock Purchase Warrants to purchase 100,000 shares of common stock at an exercise price of \$2.00 in exchange for consulting services. The warrants expire in September 2008 and vest as follows: 50,000 shares during the first year of the agreement, 25,000 shares during the second year of the agreement, and 25,000 shares during the third year of the agreement. In accordance with the fair value method, the Company used the Black-Scholes model to calculate the grant-date fair value, with the following assumptions: no dividend yield, expected volatility of 60%, risk-free interest rate of 3.8% and expected life of option of three years. The fair market value of the warrants was \$145,100. The Company recognized consulting expense of \$27,014, \$36,370, \$66,500 and \$24,200 for the years ended December 31, 2008, 2007, 2006 and 2005 in conjunction with this agreement. These warrants expired in September 2008.

On October 15, 2005, the Company issued Stock Purchase Warrants to purchase 30,000 shares of common stock at an exercise price of \$1.40 in exchange for consulting services. The warrants expire in October 2006 and are exercisable immediately. In accordance with the fair value method, the Company used the Black-Scholes model to calculate the grant-date fair value, with the following assumptions: no dividend yield, expected volatility of 60%, risk-free interest rate of 4.15% and expected life of option of one year. The fair market value of the warrants was \$15,900. In accordance with the fair value method as described in accounting requirements of FASB ASC 718 Stock Compensation, the Company recognized consulting expense of \$15,900 during 2005. These warrants expired in October 2006.

In December 2005, in conjunction with a consulting contract, the Company issued Stock Purchase Warrants to purchase 300,000 shares of common stock at an exercise price of \$0.25 per share valued at \$435,060, fair value. The warrants expire in December 2007 and were exercisable immediately. In accordance with the fair value method, the Company used the Black-Scholes model to calculate the grant-date fair value, with the following assumptions: no dividend yield, expected volatility of 60%, risk-free interest rate of 4.41% and expected life of option of two years. In accordance with the fair value method as described in accounting requirements of FASB ASC 718 Stock



Compensation, the Company recognized consulting expense of \$199,435, and at December 31, 2005, the remaining balance in deferred charges amounted to \$235,625. The 300,000 warrants were fully exercised on December 31, 2005 for \$75,000. The Company recognized \$18,128 and \$217,497 in consulting expense in conjunction with this agreement for the years ended December 31, 2007 and 2006, which was cancelled during 2007.

During 2006, the Company issued 850,000 shares of common stock and warrants to purchase 425,000 shares of common stock for proceeds of \$425,000 in accordance to a private placement memorandum amended December 18, 2006. Pursuant to the terms of the amended offering, up to 20 units were offered at the offering price of \$50,000 per unit, with each unit comprise of 100,000 shares and a warrant to purchase 50,000 shares of common stock at \$0.50 per share. In November 2007, 400,000 shares of common stock and warrants to purchase 200,000 shares of common stock were rescinded. As of December 31, 2008, warrants to purchase 210,000 shares of common stock were fully exercised for proceeds of \$105,000, and warrants to purchase 15,000 shares expired.

During February 2006, the Company issued 300,000 shares of common stock for professional services rendered valued at \$270,000, fair value. The Company recognized consulting expense of \$16,875 and \$118,125 and legal expense of \$16,875 and \$118,125 during 2007 and 2006. The contracts expired during 2007. The legal services were provided by a related party.

LIGHTWAVE LOGIC, INC.

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NOTES TO FINANCIAL STATEMENTS

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(UNAUDITED)

**NOTE 6 STOCKHOLDERS EQUITY (CONTINUED)**

**Common Stock and Warrants (Continued)**

During May 2006, the Company issued 400,000 shares of common stock for professional services rendered valued at \$620,000, fair value. The Company recognized consulting expense of \$258,333 and \$361,667 during 2007 and 2006, and at December 31, 2006. The contracts expired during 2007.

During June 2006, the Company issued 25,000 shares of common stock to a related party for professional services rendered valued at \$36,250, fair value. The Company recognized legal expense of \$16,615 and \$19,635 during 2007 and 2006, and at December 31, 2006. The contracts expired during 2007.

During November 2006, the Company issued 60,000 shares of common stock for professional services valued at \$29,400, fair value. The Company recognized investor relations expense of \$25,480 and \$3,920 during 2007 and 2006. The contract expired during 2007.

In June 2006, in conjunction with an addendum to an existing consulting contract effective December 2005, the Company issued Stock Purchase Warrants to purchase 300,000 shares of common stock at an exercise price of \$0.25 per share. The warrants expired in June 2008 and were exercisable immediately. In accordance with the fair value method, the Company used the Black-Scholes model to calculate the grant-date fair value, with the following assumptions: no dividend yield, expected volatility of 186%, risk-free interest rate of 4.41% and expected life of option of two years. The fair market value of the warrants was \$465,996. During 2007 and 2006, the Company recognized consulting expense of \$330,948 and \$135,048 in conjunction with this agreement. The contract was cancelled during 2007. The 300,000 warrants were fully exercised on March 12, 2008 for proceeds of \$75,000.

During 2006, the Company cancelled a warrant issued during May 2005 to purchase 100,000 shares of the Company's common stock at an exercise price of \$2.10, and issued an option to purchase 500,000 shares of the Company's common stock at an exercise price of \$1 per share and the same option's expiration and vesting terms were modified during November 2006. This option expired in June 2007. The incremental cost of the modified option was \$394,030 and will be expensed over the vesting terms. The Company recognized \$17,589 and \$406,215 as a consulting expense in 2007 and 2006, which includes \$337,290 of the incremental cost of the modified option.

During February 2006, the Company awarded an employee with an option to purchase 200,000 shares of common stock at an exercise price of \$1.00 per share under the 2005 Employee Stock Option Plan. These options were valued at \$217,628 using the Black-Scholes Option Pricing Formula. The employee compensation expense recognized during 2007 and 2006 is \$43,757 and \$22,673. In June 2007, the employee was terminated and the vesting ceased. After September 2007, the vested options expired.

During 2006, the Company recognized contributed capital of \$35,624 related to the conversion of accrued interest payable.

During 2006, the Company deemed a May 2005 outstanding subscription receivable of \$6,500 to be uncollectible.

LIGHTWAVE LOGIC, INC.

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NOTES TO FINANCIAL STATEMENTS

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(UNAUDITED)

**NOTE 6 STOCKHOLDERS EQUITY (CONTINUED)**

**Common Stock and Warrants (Continued)**

During 2007, the Company issued 2,482,000 shares of common stock and warrants to purchase 1,241,000 shares of common stock for proceeds of \$1,241,000 in accordance to a private placement memorandum amended December 18, 2006. Pursuant to the terms of the amended offering, up to 20 units were offered at the offering price of \$50,000 per unit, with each unit comprised of 100,000 shares and a warrant to purchase 50,000 shares of common stock at \$0.50 per share. For the six month ending June 30, 2009, the remaining 600,000 outstanding warrants expired.

During 2007, the Company issued 1,767,540 shares of common stock and warrants to purchase 883,770 shares of common stock for proceeds of \$1,060,524 in accordance to a private placement memorandum issued on October 3, 2007. Pursuant to the terms of the offering, up to 20 units were offered at the purchase price of \$60,000 per unit, with each unit comprised of 100,000 shares and a warrant to purchase 50,000 shares of common stock at \$1.00 per share. During 2009 and 2008, 416,000 and 82,770 warrants were exercised, respectively. For the year ending December 31, 2009, the remaining 385,000 outstanding warrants expired.

During 2007, as previously described, a shareholder that was issued 400,000 shares of the Company's common stock and a warrant to purchase 200,000 shares of common stock at \$0.50 per share rescinded his shares and warrant.

During February 2007, the Company issued 151,785 shares of common stock for investor relations services valued at \$106,250, fair value, which was recorded as a deferred charge and amortized over one year, the term of the services contract. During 2007, the Company recognized \$97,396 in investor relations expense. During 2008, the Company recognized \$8,854 in investor relations expense. This contract expired in February 2008.

During February 2007, the Company terminated its then CEO. The option to purchase 56,000 shares of common stock that was recorded as deferred charges of \$42,730 were not vested and were forfeited. The option to purchase

444,000 shares of common stock that were vested expired during 2007.

During March 2007, the Company issued 1,000,000 shares of common stock to a related party for management consulting services valued at \$580,000, fair value. During April 2007, the Company issued 500,000 warrants as an addendum to the original contract for management consulting services valued at \$348,000, fair value. This contract was recorded as a contra-equity deferred charges account and is amortized over one year, the term of the contract. Management consulting expense recognized during 2008 and 2007 is \$154,667 and \$773,333. This contract was renewed in March, 2008. In December 2010, the warrant was partially exercised to purchase 100,000 shares of common stock for proceeds of \$25,000. In April 2012, the warrant was exercised to purchase the remaining 400,000 shares of common stock for proceeds of \$100,000.

During April 2007, the Company issued 100,000 shares of common stock for legal services to a related party valued at \$35,000, fair value, to settle \$29,708 of accounts payable and as payment for \$5,292 of legal services incurred in April 2007.

During October 2007, the Company issued 150,000 shares of common stock for investor relations services valued at \$102,000, fair value to a related party. During 2007 the Company recognized \$102,000 in investor relation expense.

During October 2007, the Company issued 150,000 shares of common stock for investor relations services valued at \$135,000, fair value. During 2007, the Company recognized \$135,000 in investor relations expense.

LIGHTWAVE LOGIC, INC.

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NOTES TO FINANCIAL STATEMENTS

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(UNAUDITED)

**NOTE 6 STOCKHOLDERS EQUITY (CONTINUED)**

**Common Stock and Warrants (Continued)**

During November 2007, the Company issued 400,000 shares of common stock under the 2007 Stock Option Plan to the acting Chief Executive Officer for services rendered valued at \$288,000, fair value. The Company recognized \$288,000 in consulting expense during 2007.

During March 2007, the Company issued a warrant to purchase 100,000 shares of common stock for consulting services at an exercise price of \$0.25 per share. The warrant was valued at \$63,065 using the Black-Scholes Option Pricing Formula and expensed over the life of the contract associated with the consulting services, which is one year. The consulting expense recognized during 2008 and 2007 is \$10,885 and \$52,180. In April 2010, the warrant was exercised to purchase 100,000 shares of common stock for proceeds of \$25,000.

During April 2007, the Company issued warrants to purchase 900,000 shares of common stock for consulting services at an exercise price of \$0.25 per share. The warrants were valued at \$604,416 using the Black-Scholes Option Pricing Formula and expensed over the life of the contracts associated with the consulting services, which is one year. The consulting expense recognized during 2008 and 2007 is \$170,451 and \$433,966. In July 2008, the warrant was partially exercised to purchase 20,000 shares of common stock for proceeds of \$5,000. In April 2010, the warrant was partially exercised to purchase 380,000 shares of common stock for proceeds of \$95,000. In April 2012, the warrant was exercised to purchase the remaining 500,000 shares of common stock for proceeds of \$125,000.

During May 2007, the Company issued a warrant to purchase 150,000 shares of common stock for consulting services at an exercise price of \$0.25 per share. The warrant was valued at \$84,390 using the Black-Scholes Option Pricing Formula and expensed over the life of the contract associated with the consulting services, which is one year. The consulting expense recognized during 2008 and 2007 is \$31,444 and \$52,946. In April 2010, the warrant was exercised to purchase 150,000 shares of common stock for proceeds of \$37,500.

During October 2007, the Company issued a warrant to purchase 100,000 shares of common stock at a purchase price of \$0.25 per share for accounting services rendered. The warrant was valued at \$61,449 using the Black-Scholes Option Pricing Formula. The Company recognized \$61,449 in accounting expense during 2007. The warrant is still outstanding as of June 30, 2012.

During October 2007, the Company issued a warrant to purchase 67,200 shares of common stock at a purchase price of \$0.25 per share for consulting services rendered. The warrant was valued at \$52,292 using the Black-Scholes Option Pricing Formula. During 2007, the Company recognized \$52,292 in consulting expense. In October 2010, the warrant was exercised to purchase 67,200 shares of common stock for proceeds of \$16,800.

During December 2007, the Company issued a warrant to purchase 25,000 shares of common stock at a purchase price of \$0.50 per share for accounting services rendered. The warrant was valued at \$13,646 using the Black-Scholes Option Pricing Formula and expensed over the life of the contract, which is one year. The Company recognized \$12,487 and \$1,159 in consulting expense during 2008 and 2007. In June 2010, the warrant was exercised to purchase 25,000 shares of common stock for proceeds of \$12,500.

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(UNAUDITED)

**NOTE 6 STOCKHOLDERS EQUITY (CONTINUED)**

**Common Stock and Warrants (Continued)**

During November 2007, under the 2007 Employee Stock Option Plan, the Company issued options to purchase 1,752,000 shares of common stock at a purchase price of \$0.72 per share. The options were valued at \$1,045,077 using the Black-Scholes Option Pricing Formula. During 2008, an option to purchase 750,000 shares of common stock, of which 125,000 shares were vested, forfeited. The expense recognized during 2010, 2009, 2008 and 2007 is \$174,866, \$199,233, \$286,803 and \$41,653. The options are still outstanding as of June 30, 2012.

In January 2008, under the 2007 Employee Stock Option Plan, the Company issued an option to purchase 100,000 shares of common stock at a purchase price of \$0.72 per share. The option was valued at \$59,490, fair value, using the Black-Scholes Option Pricing Formula and is being recognized based on vesting terms over a three year period. The expense recognized during 2011, 2010, 2009 and 2008 is \$285, \$14,873, \$13,582, and \$30,750. The options are still outstanding as of June 30, 2012.

During 2008, the Company issued 690,001 shares of common stock and warrants to purchase 345,001 shares of common stock for proceeds of \$414,000 in accordance to a private placement memorandum issued on October 3, 2007. Pursuant to the terms of the offerings, up to 25 units were offered at the purchase price of \$60,000 per unit, with each unit comprised of 100,000 shares and a warrant to purchase 50,000 shares of common stock at \$1.00 per share. During 2009 and 2008, the warrant was partially exercised to purchase 25,834 and 20,000 shares of common stock for proceeds of \$25,834 and \$20,000. In April 2010, the warrant was partially exercised to purchase 282,500 shares of common stock for proceeds of \$282,500. During the six month ending June 30, 2010, the remaining warrants to purchase 16,667 shares of common stock expired.

During March 2008, the Company issued a warrant to purchase 400,000 shares of common stock as an addendum to the original contract for management consulting services provided by a related party, valued at \$332,000, fair value



using Black-Scholes Option Pricing Formula, vesting immediately. This contract was recorded as a contra-equity deferred charges account and is amortized over one year beginning February 28, 2008, the term of the contract. For the year ending December 31, 2009 and 2008, the Company recognized \$55,330 and \$276,670 of management consulting expense. In January 2009, the warrant was fully exercised to purchase 400,000 shares of common stock for proceeds of \$400.

During March 2008, the Company issued 100,000 shares of common stock for legal services to a related party valued at \$75,000, fair value. The Company recognized \$75,000 of legal expense for the year ending December 31, 2008.

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. The warrant is still outstanding as of June 30, 2012.

LIGHTWAVE LOGIC, INC.

(A Development Stage Company)

NOTES TO FINANCIAL STATEMENTS

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(UNAUDITED)

**NOTE 6 STOCKHOLDERS EQUITY (CONTINUED)**

**Common Stock and Warrants (Continued)**

In July 2008, the Company issued options to purchase 200,000 shares of common stock at a purchase price of \$1.75 per share to members of the board of directors, under the 2007 Employee Stock Option Plan. Using the Black-Scholes Option Pricing Formula, the options were valued at \$296,247, fair value, vesting 50,000 immediately and the remaining in annual equal installments of 50,000 over the next three years. The expense is being recognized based on vesting terms over a three year period. The expense recognized during 2011, 2010, 2009 and 2008 is \$39,829, \$74,061, \$67,840 and \$114,519. The options are still outstanding as of June 30, 2012.

In August 2008, under the 2007 Employee Stock Option Plan, the Company issued options to purchase 550,000 and 1,050,000 shares of common stock at a purchase price of \$1.42 and \$1.75 per share to members of the board of directors and the Chief Executive Officer, vesting 212,500 immediately and the remaining in annual equal installments of 112,500 over the next three years and vesting in quarterly equal installments of 87,500 commencing November 1, 2008, respectively. The options were valued at \$2,176,201, fair value, using the Black-Scholes Option Pricing Formula and are being recognized based on vesting terms over a three year period. The expense recognized during 2011, 2010, 2009 and 2008 is \$383,881, \$643,812, \$623,246 and \$525,263. The options are still outstanding as of June 30, 2012.

In August 2008, the Company issued 200,000 shares of common stock under the 2007 Stock Option Plan to its new Chief Executive Officer as part of the employment agreement valued at \$360,000, fair value. The Company recognized \$360,000 in consulting expense for the year ending December 31, 2008.

In 2008, January through August warrant holders exercised warrants to purchase 270,000 shares at \$0.50 per share for proceeds of \$135,000.

On October 28, 2008, the Company's board of directors authorized the Company to raise up to \$600,000 of capital through an Adjusted Common Stock Offering to certain warrant holders. This offering provided eligible warrant holders with the opportunity to purchase four (4) shares of common stock for each dollar invested pursuant to their existing warrant agreement. As of December 31, 2008, warrants to purchase 641,080 shares of common stock were exercised with proceeds of \$160,270. For the three month period ending March 31, 2009, warrants to purchase 1,279,336 shares of common stock were exercised with proceeds of \$319,834. In January 2009, the term of the 2008 Adjusted Common Stock offering was extended until January 31, 2009.

In November 2008, the Company issued an option to purchase 250,000 shares of common stock under the 2007 Stock Option Plan at a purchase price of \$.65 per share to a new member of its board of directors. Using the Black-Scholes Option Pricing Formula, the options were valued at \$125,911, fair value, vesting 62,500 immediately and the remaining in annual equal installments of 62,500 over the next three years. The expense is being recognized based on vesting terms over a three year period. The expense recognized during 2011, 2010, 2009 and 2008 is \$26,648, \$31,478, \$61,346 and \$6,439. In January 2012, the option was exercised to purchase 250,000 shares of common stock for proceeds of \$162,500.

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NOTES TO FINANCIAL STATEMENTS

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**NOTE 6 STOCKHOLDERS EQUITY (CONTINUED)**

**Common Stock and Warrants (Continued)**

In January 2009, an employee was granted with an option to purchase up to 25,000 shares of common stock at a purchase price of \$.25 per share. Using the Black-Scholes Option Pricing Formula, the options were valued at valued at \$13,136, fair value. These options expire in 5 years and vest immediately. The expense recognized during 2009 is \$13,136. In May 2010, the option was partially exercised to purchase 15,000 shares of common stock for proceeds of \$3,750. As of June 30, 2012, options to purchase 10,000 shares of common stock are still outstanding.

During January 2009, the Company issued 100,000 shares of common stock to an officer, under the 2007 Stock Option Plan, for services rendered valued at \$58,000, fair value.

During January 2009, the Company issued 100,000 shares of common stock for legal services to a related party valued at \$25,000, to settle accounts payable for \$10,000 and \$15,000 for legal services.

During January 2009, the officers, directors, and employees of the Company were each given the right to purchase from the Company's 2007 Employee Stock Plan up to 40,000 shares of common stock at a purchase price of \$.25 per share, 400,000 shares in the aggregate, all of which were valued at \$132,058, fair value using the Black-Scholes Option Pricing Formula. The rights to purchase vested immediately. A total of 180,550 shares were purchased pursuant to the rights to purchase with total proceeds of \$35,138 and a common stock receivable of \$10,000 which was paid in May, 2009. The rights to purchase the remaining 219,450 shares expired on January 31, 2009.

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At December 31, 2008 the Company had accrued officer salaries and payroll taxes of \$98,205. On February 19, 2009, two officers, who are also shareholders, agreed to waive their rights to unpaid wages and salary amounting to \$52,129. Accordingly in the first quarter 2009, the accrued expense was adjusted from \$98,205 to \$42,088 with the \$52,129 treated as contributed capital and \$3,988 reversed from payroll taxes.

In February 2009, an employee was granted with an option to purchase up to 25,000 shares of common stock at a purchase price of \$.45 per share. Using the Black-Scholes Option Pricing Formula, the options were valued at valued at \$9,583, fair value. These options expire in 5 years and vest immediately. The expense recognized during 2009 is \$9,583. The options are still outstanding as of June 30, 2012.

During June 2009, in accordance to private placement memorandum, the Company issued 2,479,500 shares of common stock for proceeds of \$855,000 dated June 10, 2009. Pursuant to the terms of the offering, up to 18 units were offered at the offering price of \$50,000 per unit, with each unit comprised of 145,000 shares to purchase at \$0.34 per share.

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**NOTE 6 STOCKHOLDERS EQUITY (CONTINUED)**

**Common Stock and Warrants (Continued)**

During June 2009, the Company issued a warrant to purchase 464,000 shares of common stock at a purchase price of \$0.34 per share for accounting services rendered. The warrant was valued at \$391,342 using the Black-Scholes Option Pricing Formula, vesting 46,400 immediately and the remaining on equal monthly installments of 23,200 over the next eighteen months. The warrant expires in 5 years. The expense is being recognized based on service terms of the agreement over a twenty two month period. The expense recognized during 2010 and 2009 is \$213,459 and \$177,883. In April 2010, the warrant was partially exercised to purchase 10,000 shares of common stock for proceeds of \$3,450. In February 2012, the warrant was partially exercised to purchase 20,000 shares of common stock for proceeds of \$6,900. As of June 30, 2012, warrants to purchase 434,000 shares of common stock are still outstanding.

In June 2009, an employee was granted with an option to purchase up to 25,000 shares of common stock at a purchase price of \$.34 per share. Using the Black-Scholes Option Pricing Formula, the options were valued at valued at \$21,085, fair value. These options expire in 5 years and vest immediately. The expense recognized during 2009 is \$21,085. The option is still outstanding as of June 30, 2012.

During June 2009, the Company issued 145,000 shares of common stock for legal services to a related party valued at \$50,000, to settle accounts payable for \$35,000 and \$15,000 for legal services.

During June 2009, the Company issued 116,000 shares of common stock for accounting services valued at \$40,000, fair value. The Company recognized \$40,000 of accounting expense for the year ending December 31, 2009.

During July 2009, the Company issued 100,000 shares of common stock for investor relation services valued at \$75,000, fair value vesting 25,000 shares each quarter commencing July 1, 2009. The investor relation expense recognized during 2010 and 2009 is \$37,500 and \$37,500.

In January 2010, the Company issued a warrant to purchase 650,000 shares of common stock at a purchase price of \$1.51 per share to a new member of its board of directors serving as the Company's full-time non-executive chair of the board of directors. Using the Black-Scholes Option Pricing Formula, the warrants were valued at \$1,188,000, fair value, vesting 162,500 immediately and the remaining in annual equal installments of 162,500 over the next three years. The warrant expires in 5 years. During 2011, the warrant to purchase 650,000 shares of common stock, of which 487,500 shares were vested, forfeited. The expense recognized during 2011 and 2010 is \$306,765 and \$580,167. The warrant to purchase 487,500 shares of common stock is still outstanding as of June 30, 2012.

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NOTES TO FINANCIAL STATEMENTS

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(UNAUDITED)

**NOTE 6 STOCKHOLDERS EQUITY (CONTINUED)**

**Common Stock and Warrants (Continued)**

In March 2010, the Company issued a warrant to purchase 150,000 shares of common stock for consulting services at an exercise price of \$0.25 per share. Using the Black-Scholes Option Pricing Formula, the warrants were valued at \$279,045, fair value, vesting immediately. The warrant expires in 3 years. The consulting expense recognized during 2011 and 2010 is \$64,983 and \$214,063. In June and July 2010, the warrant was fully exercised to purchase 150,000 shares of common stock for proceeds of \$37,500.

In June 2010, an employee was granted with an option to purchase up to 100,000 shares of common stock at a purchase price of \$1.50 per share. Using the Black-Scholes Option Pricing Formula, the options were valued at \$131,075, fair value. These options expire in 5 years and vest in equal installments of 12,500 over the next two years commencing August 1, 2010. The expense recognized during 2011 and 2010 is \$65,447 and \$27,434. For the three month ending June 30, 2012 and 2011 the Company recognized \$16,317 and \$16,317 of expense. For the six month ending June 30, 2012 and 2011, the Company recognized \$32,634 and \$32,455 of expense. The options are still outstanding as of June 30, 2012.

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, the warrant was partially exercised to purchase 40,000 shares of common stock for proceeds of \$50,000. The remaining warrants to purchase 335,000 shares of common stock at \$1.25 per share are still outstanding as of June 30, 2012.



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Effective July 8, 2010, the number of shares of the Company's common stock available for issuance under the 2007 Employee Stock plan was increased from 3,500,000 to 6,500,000 shares.

During August 2010, the Company issued 4,800 shares of common stock for investor relations services valued at \$6,000, fair value. The Company recognized \$6,000 of investor relations expense for the year ending December 31, 2010.

In November 2010, the board of directors approved a grant to employees of options to purchase up to 250,000 shares of common stock at a purchase price of \$1.00 per share. These options were granted on December 13, 2010. Using the Black-Scholes Option Pricing Formula, the options were valued at \$283,787, fair value. These options expire in 5 years with 125,000 vesting on December 13, 2010 and 125,000 vesting on June 13, 2011. The expense recognized during 2011 and 2010 is \$127,080 and \$156,707. The options are still outstanding as of June 30, 2012.

LIGHTWAVE LOGIC, INC.

(A Development Stage Company)

NOTES TO FINANCIAL STATEMENTS

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(UNAUDITED)

**NOTE 6 STOCKHOLDERS EQUITY (CONTINUED)**

**Common Stock and Warrants (Continued)**

In November 2010, the board of directors approved a grant to employees of options to purchase up to 35,000 shares of common stock at a purchase price of \$1.00 per share. These options were granted on December 13, 2010. Using the Black-Scholes Option Pricing Formula, the options were valued at \$39,730, fair value. These options expire in 5 years and vest on December 13, 2010. The expense recognized during 2010 is \$39,730. The options are still outstanding as of June 30, 2012.

In November 2010, the board of directors approved a grant to three outside directors of options to purchase up to 300,000 shares of common stock at a purchase price of \$1.00 per share. These options were granted on December 13, 2010. Using the Black-Scholes Option Pricing Formula, the options were valued at \$340,545, fair value. These options expire in 5 years and vest 75,000 on December 13, 2010 and the remaining in equal annual installments of 75,000 over the next three years commencing November 4, 2011. The expense recognized during 2011 and 2010 is \$85,056 and \$89,565. For the three month ending June 30, 2012 and 2011 the Company recognized \$21,207 and \$21,207 of expense. For the six month ending June 30, 2012 and 2011, the Company recognized \$42,414 and \$42,180 of expense. The options are still outstanding as of June 30, 2012.

In November 2010, 5,000 shares of common stock were issued for investor relation services valued at \$4,650, fair value. The Company recognized \$4,650 of investor relations expense for the year ending December 31, 2010.

During December 2010, the Company issued 10,000 shares of common stock for investor relations services valued at \$12,000, fair value. The Company recognized \$12,000 of investor relations expense for the year ending December 31, 2010.

In January 2011, the Company issued a warrant to a related party to purchase 10,000 shares of common stock for legal services at an exercise price of \$1.25 per share. Using the Black-Scholes Option Pricing Formula, the warrants were valued at \$10,453, fair value. These warrants expire in 3 years and vest immediately. The expense recognized during 2011 is \$10,453. The warrants are still outstanding as of June 30, 2012.

In January 2011, the Company issued a warrant to purchase 25,000 shares of common stock for research and development at an exercise price of \$1.25 per share. Using the Black-Scholes Option Pricing Formula, the warrants were valued at \$26,132, fair value. These warrants expire in 3 years and vest immediately. The expense recognized during 2011 is \$26,132. During April 2012 the warrant was voided.

During March 2011, the Company issued 10,000 shares of common stock for investor relations expense valued at \$14,500, fair value. The Company recognized \$14,500 of investor relations expense for the year ending December 31, 2011.

LIGHTWAVE LOGIC, INC.

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NOTES TO FINANCIAL STATEMENTS

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**NOTE 6 STOCKHOLDERS EQUITY (CONTINUED)**

**Common Stock and Warrants (Continued)**

During April 2011, the Company issued warrants to purchase 150,000 shares of common stock at a purchase price of \$1.18 per share for accounting services rendered commencing January 1, 2011. The warrant was valued at \$146,425 using the Black-Scholes Option Pricing Formula, vesting 37,500 immediately and the remaining on equal monthly installments of 9,375 over the next twelve months expiring in 5 years. The expense is being recognized based on service terms of the agreement over a sixteen month period. The accounting expense recognized during 2011 is \$109,820. For the three month ending June 30, 2012 and 2011 the Company recognized \$9,150 and \$27,455 of expense. For the six month ending June 30, 2012 and 2011, the Company recognized \$36,605 and \$54,910 of expense. The warrants are still outstanding as of June 30, 2012.

In May 2011, the board of directors approved a grant to a new outside director of an option to purchase up to 200,000 shares of common stock at a purchase price of \$1.12 per share. Using the Black-Scholes Option Pricing Formula, the option was valued at \$193,686, fair value. The option expires in 5 years and vests 50,000 immediately and the remaining in annual equal installments of 50,000 over the next three years. The option is expensed over the vesting terms. The expense recognized during 2011 is \$79,702. For the three month ending June 30, 2012 and 2011 the Company recognized \$12,061 and \$55,314 of expense. For the six month ending June 30, 2012 and 2011, the Company recognized \$24,122 and \$55,314 of expense. As of June 30, 2012, options to purchase 200,000 shares of common stock are still outstanding.

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 June, 2012, the institutional investor purchased 3,080,168 shares of common stock for proceeds of \$4,400,000. The Company issued 66,373 shares of common stock as additional commitment fee, valued at \$123,921, fair value, leaving 235,286 in reserve for additional commitment fees. For the three month ending June 30, 2012, the institutional investor purchased 905,134 shares of common stock for proceeds of \$1,000,001 and the Company issued 15,085 shares of common stock as additional commitment fee, valued at \$18,615, fair value. For the six month ending June 30, 2012, the institutional investor purchased 2,894,983 shares of common stock for proceeds of \$4,200,000 and the Company issued 63,356 shares of common stock as additional commitment fee, valued at \$120,451, fair value.

During June 2011, the Company issued 10,000 shares of common stock for investor relations expense valued at \$10,400, fair value. The Company recognized \$10,400 of investor relations expense for the year ending December 31, 2011.

LIGHTWAVE LOGIC, INC.

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NOTES TO FINANCIAL STATEMENTS

JUNE 30, 2012 AND 2011

(UNAUDITED)

**NOTE 6 STOCKHOLDERS EQUITY (CONTINUED)**

**Common Stock and Warrants (Continued)**

In August 2011, the board of directors approved a grant to a new employee of an option to purchase up to 150,000 shares of common stock at a purchase price of \$1.01 per share. Using the Black-Scholes Option Pricing Formula, the option was valued at \$123,241, fair value. The option expires in 5 years and vests in equal quarterly installments of 12,500 over the next three years beginning November 1, 2011. The expense recognized during 2011 is \$17,204. For the three month ending June 30, 2012 the Company recognized \$10,233 of expense. For the six month ending June 30, 2012, the Company recognized \$20,466 of expense. As of June 30, 2012, options to purchase 150,000 shares of common stock are still outstanding.

During September 2011, the Company issued 10,000 shares of common stock for investor relations expense valued at \$14,500, fair value. The Company recognized \$14,500 of investor relations expense for the year ending December 31, 2011.

During 2011, the Company issued 2,018 shares of common stock to a director serving as a member of the Company's Operations Committee valued at \$2,163, fair value. The Company recognized \$2,163 of expense for the year ending December 31, 2011.

During 2011, the Company issued 1,000,000 shares of common stock and warrants to purchase 1,000,000 shares of common stock expiring September 2013 for proceeds of \$1,000,000 in accordance to a private placement memorandum dated August 26, 2011. Pursuant to the terms of the offerings, up to 4 units were offered at the purchase price of \$250,000 per unit, with each unit comprised of 250,000 shares and a warrant to purchase 125,000 shares of common stock at \$1.00 per share and a warrant to purchase 125,000 shares of common stock at \$1.25 per share. The warrants to purchase 500,000 shares of common stock at \$1.00 and the warrants to purchase 500,000 shares of common stock at \$1.25 per share are still outstanding as of June 30, 2012.

In November 2011, the board of directors approved a grant to a new employee of an option to purchase up to 150,000 shares of common stock at a purchase price of \$0.63 per share. Using the Black-Scholes Option Pricing Formula, the option was valued at \$78,764, fair value. The option expires in 5 years and vests in equal quarterly installments of 12,500 over the next three years beginning February 1, 2012. The expense recognized during 2011 is \$4,384. For the three month ending June 30, 2012, the Company recognized \$6,540 of expense. For the six month ending June 30, 2012, the Company recognized \$13,080 of expense. As of June 30, 2012, options to purchase 150,000 shares of common stock are still outstanding.

In December 2011, the board of directors approved a grant to the member of its board of directors serving as the Company's non-executive chair of the board of directors of an option to purchase up to 250,000 shares of common stock at a purchase price of \$1.01 per share. Using the Black-Scholes Option Pricing Formula, the option was valued at \$205,197, fair value. The option expires in 5 years and vests 62,500 immediately and the remaining in annual equal installments of 62,500 over the next three years. The expense recognized during 2011 is \$53,124. For the three month ending June 30, 2012, the Company recognized \$12,778 of expense. For the six month ending June 30, 2012, the Company recognized \$25,556 of expense. As of June 30, 2012, options to purchase 250,000 shares of common stock are still outstanding.

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NOTES TO FINANCIAL STATEMENTS

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**NOTE 6 STOCKHOLDERS EQUITY (CONTINUED)**

**Common Stock and Warrants (Continued)**

In December 2011, the board of directors approved a grant to a senior advisor of a warrant to purchase up to 150,000 shares of common stock at a purchase price of \$1.30 per share. Using the Black-Scholes Option Pricing Formula, the option was valued at \$158,415, fair value. The warrant expires in 5 years and vests 37,500 immediately and the remaining in annual equal monthly installments of 9,375 over the next year. The expense recognized during 2011 is \$1,288. For the three month ending June 30, 2012, the Company recognized \$39,067 of expense. For the six month ending June 30, 2012, the Company recognized \$78,134 of expense. As of June 30, 2012, warrants to purchase 150,000 shares of common stock are still outstanding.

During February 2012, the Company issued 1,406 shares of common stock to a director serving as a member of the Company's Operations Committee valued at \$1,607, fair value. For the three month and six month ending June 30, 2012, the Company recognized \$0 and \$1,607 of expense.

In March 2012, the board of directors approved a grant to an employee of an option to purchase up to 100,000 shares of common stock at a purchase price of \$1.69 per share. Using the Black-Scholes Option Pricing Formula, the option was valued at \$168,909, fair value. The option expires in 10 years and vests 25,000 immediately and the remaining vest 25,000 in six months, nine months and twelve months from date of grant. The option is expensed over the vesting terms. For the three month ending June 30, 2012, the Company recognized \$31,584 of expense. For the six month ending June 30, 2012, the Company recognized \$75,893 of expense. As of June 30, 2012, options to purchase 100,000 shares of common stock are still outstanding.

In March 2012, the board of directors approved a grant to an employee of an option to purchase up to 25,000 shares of common stock at a purchase price of \$1.69 per share. Using the Black-Scholes Option Pricing Formula, the option



was valued at \$42,227, fair value. The option expires in 10 years with 12,500 vesting immediately and 12,500 vesting in six months from date of grant. The option is expensed over the vesting terms. For the three month ending June 30, 2012, the Company recognized \$10,386 of expense. For the six month ending June 30, 2012, the Company recognized \$32,184 of expense. As of June 30, 2012, options to purchase 25,000 shares of common stock are still outstanding.

In March 2012, the Company issued a warrant to purchase up to 10,000 shares of common stock for legal services at an exercise price of \$1.69 per share. Using the Black-Scholes Option Pricing Formula, the warrants were valued at \$13,709, fair value. These warrants expire in 5 years and vest immediately and are being expensed over the service period. For the three month ending June 30, 2012, the Company recognized \$6,854 of expense. For the six month ending June 30, 2012, the Company recognized \$13,709. As of June 30, 2012, warrants to purchase 10,000 shares of common stock are still outstanding.

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**NOTE 6 STOCKHOLDERS EQUITY (CONTINUED)**

**Common Stock and Warrants (Continued)**

In May 2012, the board of directors appointed its current Non-Executive Chairman of the board of directors as its new Chief Executive Officer and Executive Chairman of the board of directors and approved a grant of an option to purchase up to 500,000 shares of common stock at a purchase price of \$1.30 per share. Using the Black-Scholes Option Pricing Formula, the option was valued at \$613,805, fair value. The option expires in 10 years and vests quarterly over one year in equal installments of 125,000 shares per quarter commencing on date of grant. The option is expensed over the vesting terms. For the three and six month ending June 30, 2012, the Company recognized \$230,387 of expense. As of June 30, 2012, options to purchase 500,000 shares of common stock are still outstanding.

During May 2012, the Company issued warrants to purchase 100,000 shares of common stock at a purchase price of \$1.20 per share for accounting services rendered commencing May 7, 2012. The warrant was valued at \$97,386 using the Black-Scholes Option Pricing Formula, vesting in thirteen monthly installments with 3,846 vesting at the beginning of each of the succeeding twelve months commencing June 1, 2012 and 3,848 the thirteenth month expiring in 5 years. The expense is being recognized based on service terms of the agreement over a fourteen month period. For the three month and six month ending June 30, 2012, the Company recognized \$13,912 of expense. The warrants are still outstanding as of June 30, 2012.

In June 2012, the board of directors appointed a new member of the board of directors and approved a grant of an option to purchase up to 200,000 shares of common stock at a purchase price of \$0.90 per share. Using the Black-Scholes Option Pricing Formula, the option was valued at \$145,150, fair value. The option expires in 5 years and vests 50,000 immediately and the remaining in annual equal installments of 50,000 over the next three years. The option is expensed over the vesting terms. For the three and six month ending June 30, 2012, the Company recognized \$38,276 of expense. As of June 30, 2012, options to purchase 200,000 shares of common stock are still outstanding.



LIGHTWAVE LOGIC, INC.

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**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 2012 and 2011: no dividend yield in both years, expected volatility, based on the Company's historical volatility, between 115% and 118% in 2012 and between 119% and 125% in 2011, risk-free interest rate between 0.69% and 2.26% in 2012 and between 0.96% and 2.15% in 2011 and expected option life of five to ten years in 2012 and three to five years in 2011.

As of June 30, 2012, there was \$1,248,136 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 since December 31, 2004:

## LIGHTWAVE LOGIC, INC.

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## NOTES TO FINANCIAL STATEMENTS

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(UNAUDITED)

**NOTE 7 STOCK BASED COMPENSATION (CONTINUED)**

	Non-Qualified Stock Options and Warrants Outstanding and Exercisable		
	Number of	Exercise	Weighted Average
	Shares	Price	Exercise Price
		\$	\$
Outstanding, December 31, 2004	-		-
Granted	680,000	0.25-\$2.10	0.99
Exercised	(300,000)	0.25	0.25
Outstanding, December 31, 2005	380,000	1.40-\$2.10	0.68
Granted	1,425,000	0.25-\$1.00	0.70
Cancelled	(260,000)	1.40-\$2.10	(0.48)
Expired	(70,000)	1.40-\$2.00	(0.12)
Outstanding, December 31, 2006	1,475,000	0.25-\$2.00	0.83
Granted	5,768,971	0.25-\$0.72	0.48

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Rescinded	(200,000)	\$	\$	
			0.50	0.50
Forfeited	(125,019)	\$	\$	
			1.00	1.00
Expired	(574,981)	\$	\$	
			1.00	1.00
Outstanding, December 31, 2007	6,343,971	\$		
			0.25-\$2.00	