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CYBERLUX CORP
Form S-8
December 15, 2006

As filed with the Securities and Exchange Commission on December 15, 2006
Registration No. 333-_____

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

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

CYBERLUX CORPORATION
(Exact name of registrant as specified in its charter)

Nevada

(State or other jurisdiction
of incorporation or organization)

91-2048178

(IRS Employer Identification No.)

4625 Creekstone Drive, Suite 100
Research Triangle Park
Durham, North Carolina 27703
(Address of principal executive offices) (Zip Code)

COMPENSATION AGREEMENT
(Full title of Plan)

Donald F. Evans, Chief Executive Officer
Cyberlux Corporation
4625 Creekstone Drive, Suite 100
Research Triangle Park
Durham, North Carolina 27703
(Name and address of agent for service)

(919) 474-9700
(Telephone number, including area code, of agent for service)

CALCULATION OF REGISTRATION FEE

| Title of Securities to be Registered | Amount to be Registered | Proposed Maximum Offering Price Per Share(1) | Proposed Maximum Aggregate Offering Price(1) | Amount of Registration Fee |
|--------------------------------------|-------------------------|--|--|----------------------------|
| Common Stock, par value \$.001 | 1,450,000 | \$0.035 | \$50,750 | \$5.43 |

(1) Estimated solely for purposes of calculating the registration fee in accordance with Rule 457(c) under the Securities Act of 1933, using the average of the high and low price as reported on the Over-The-Counter Bulletin Board on December 11, 2006.

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PART I

Item 1. Plan Information.

The documents containing the information specified in Item 1 will be sent or given to participants in the Plan as specified by Rule 428(b)(1) of the Securities Act of 1933, as amended (the "Securities Act"). Such documents are not required to be and are not filed with the Securities and Exchange Commission (the "SEC") either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424. These documents and the documents incorporated by reference in this Registration Statement pursuant to Item 3 of Part II of this Form S-8, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

Item 2. Registrant Information and Employee Plan Annual Information.

Upon written or oral request, any of the documents incorporated by reference in Item 3 of Part II of this Registration Statement (which documents are incorporated by reference in this Section 10(a) Prospectus), other documents required to be delivered to eligible employees, non-employee directors and consultants, pursuant to Rule 428(b) are available without charge by contacting:

Donald F. Evans, Chief Executive Officer
Cyberlux Corporation
4625 Creekstone Drive, Suite 100
Research Triangle Park
Durham, North Carolina 27703
(919) 474-9700

PART II.

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The Registrant hereby incorporates by reference into this Registration Statement the documents listed below. In addition, all documents subsequently filed pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934 (the "Exchange Act"), prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of such documents:

- o Reference is made to the Registrant's annual report on Form 10-KSB for the year ended December 31, 2005, as filed with the SEC on April 19, 2006, which is hereby incorporated by reference.
- o Reference is made to the Registrant's quarterly report on Form 10-QSB, for the quarter ended March 31, 2006, as filed with the SEC on May 11, 2006, which is hereby incorporated by reference.
- o Reference is made to the Registrant's quarterly report on Form 10-QSB for the quarter ended June 30, 2006, as filed with the SEC on August 14, 2006, which is hereby incorporated by reference.
- o Reference is made to the Registrant's quarterly report on Form 10-QSB for the

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quarter ended September 30, 2006, as filed with the SEC on November 14, 2006, which is hereby incorporated by reference.

o Reference is made to the description of the Registrant's common stock as contained in its Registration Statement on Form SB-2, filed with the Commission on September 19, 2006, including all amendments and reports filed with the Commission for the purpose of updating such description.

Item 4. Description of Securities.

Not Applicable.

Item 5. Interests of Named Experts and Counsel.

Certain legal matters in connection with this registration statement will be passed upon for the Registrant by Sichenzia Ross Friedman Ference LLP, New York, New York. Certain members or employees of Sichenzia Ross Friedman Ference LLP will receive 1,450,000 shares of common stock of the Registrant under this registration statement to be issued as compensation for legal services performed on behalf of the Registrant.

Item 6. Indemnification of Directors and Officers.

Our articles of incorporation limit the liability of directors to the maximum extent permitted by law. Our bylaws provide that we shall indemnify our officers and directors to the fullest extent provided by law.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 (the Act) may be permitted to directors, officers and controlling persons of the Company pursuant to the foregoing provisions, or otherwise, the Company has been advised that in the opinion of the Securities and Exchange Commission, such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable.

Item 7. Exemption from Registration Claimed.

Not Applicable.

Item 8. Exhibits.

| Exhibit | Description |
|---------|---|
| 5.1 | Opinion of Sichenzia Ross Friedman Ference LLP |
| 10.1 | Compensation Agreement with Michael Ference |
| 23.1 | Consent of Sichenzia Ross Friedman Ference LLP is included in Exhibit 5.1 |
| 23.2 | Consent of Russell Bedford Stefanou Mirchandani LLP |

Item 9. Undertakings.

(a) The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to

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such information in the Registration Statement;

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 that is incorporated by reference in the Registration Statement shall be deemed to be a new Registration Statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer, or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

Signatures

In accordance with the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements of an amendment to a filing on Form S-8 and authorized this amendment to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Durham, State of North Carolina on December 15, 2006.

CYBERLUX CORPORATION

By: /s/ DONALD F. EVANS

Donald F. Evans, Chief Executive
Officer, Principal Executive Officer and
Chairman of the Board of Directors

By: /s/ DAVID D. DOWNING

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David D. Downing, Chief Financial
Officer, Principal Financial Officer and
Principal Accounting Officer

In accordance with the requirement of the Securities Act of 1933, this
Registration Statement has been signed by the following persons in the
capacities and on the dates stated:

| SIGNATURE | TITLE | DATE |
|---|--|-------------------|
| /s/ DONALD F. EVANS ----- Donald F. Evans | Chief Executive Officer (Principal Executive Officer) and Chairman of the Board of Directors | December 15, 2006 |
| /s/ DAVID D. DOWNING ----- David D. Downing | Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer) | December 15, 2006 |
| /s/ MARK D. SCHMIDT ----- Mark D. Schmidt | President, Chief Operating Officer and Director | December 15, 2006 |
| /s/ JOHN W. RINGO ----- John W. Ringo | Secretary, Corporate Counsel and Director | December 15, 2006 |
| /s/ ALAN H. NINNEMAN ----- Alan H. Ninneman | Senior Vice President and Director | December 15, 2006 |

EXHIBIT 5.1

SICHENZIA ROSS FRIEDMAN FERENCE LLP
1065 AVENUE OF THE AMERICAS
NEW YORK, NY 10018
TEL 212 930 9700 FAX 212 930 9725
WWW. SRFF.COM

December 15, 2006

VIA ELECTRONIC TRANSMISSION

Securities and Exchange Commission
100 F Street, N.E.
Washington, CC 20549

Re: Cyberlux Corporation

Ladies and Gentlemen:

We refer to the registration statement on Form S-8 (the "Registration
Statement") under the Securities Act of 1933, as amended (the "Act"), filed by

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Cyberlux Corporation, a Nevada corporation (the "Company"), with the Securities and Exchange Commission on December 15, 2006.

We have examined the originals, photocopies, certified copies or other evidence of such records of the Company, certificates of officers of the Company and public officials, and other documents as we have deemed relevant and necessary as a basis for the opinion hereinafter expressed. In such examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as certified copies or photocopies and the authenticity of the originals of such latter documents.

Based on our examination mentioned above, we are of the opinion that the securities being registered to be sold pursuant to the Registration Statement are duly authorized and will be, when sold in the manner described in the Registration Statement, legally and validly issued, and fully paid and non-assessable.

We hereby consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement. In giving the foregoing consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Act, or the rules and regulations of the Securities and Exchange Commission.

Very truly yours,

/s/ Sichenzia Ross Friedman Ference LLP

Sichenzia Ross Friedman Ference LLP

EXHIBIT 10.1

COMPENSATION AGREEMENT

This Compensation Agreement is dated as of December 12, 2006 among Cyberlux Corporation, a Nevada corporation (the "Company"), and Michael H. Ference ("Consultant").

WHEREAS, the Company has requested the Consultant to provide the Company with legal services in connection with their business, and the Consultant has agreed to provide the Company with such legal services; and

WHEREAS, the Company wishes to compensate the Consultant with shares of its common stock for such services rendered;

NOW THEREFORE, in consideration of the mutual covenants hereinafter stated, it is agreed as follows:

1. The Company will issue up to 1,450,000 shares of the Company's common stock, par value \$.001 per share, to the Consultant subsequent to the filing of a registration statement on Form S-8 with the Securities and Exchange Commission registering such shares, as set forth in Section 2 below. The shares to be issued shall represent consideration for legal services to be performed by the Consultant on behalf of the Company.

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2. The above compensation shall be registered using a Form S-8. The Company shall file such Form S-8 with the Securities and Exchange Commission within 30 days of the execution of this agreement.

IN WITNESS WHEREOF, this Compensation Agreement has been executed by the Parties as of the date first above written.

CYBERLUX CORPORATION

/s/ DONALD F. EVANS

Donald F. Evans
Chief Executive Officer

MICHAEL FERENCE

/s/ MICHAEL FERENCE

Michael Ference

EXHIBIT 23.2

CONSENT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTING FIRM

TO: Cyberlux Corporation

As independent certified public accountants, we hereby consent to the inclusion in the Form S-8 Registration Statement of our report, which includes an explanatory paragraph regarding substantial doubt about the Company's ability to continue as a going concern, dated March 16, 2006 relating to the financial statements of Cyberlux Corporation and to the reference to our Firm under the caption "Experts" appearing in the Prospectus.

/s/ RUSSELL BEDFORD STEFANOU MIRCHANDANI LLP

Russell Bedford Stefanou Mirchandani LLP

New York, New York
December 15, 2006