

VIEW SYSTEMS INC  
Form 10-Q/A  
October 15, 2009

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

**FORM 10-Q**  
**Amendment No. 2**

QUARTERLY REPORT UNDER TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 FOR THE QUARTERLY PERIOD ENDED MARCH 31, 2009

TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Commission file number **000-30178**

**VIEW SYSTEMS, INC.**

(Exact name of registrant as specified in its charter)

**Nevada**  
(State or other jurisdiction of incorporation or organization)

**59-2928366**  
(I.R.S. Employer Identification No.)

**1550 Caton Center Drive, Suite E, Baltimore, Maryland 21227**

(Address of principal executive offices) (Zip Code)

**(410) 242-8439**

(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 Web site, 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):

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company   
(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes

No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Class	Outstanding at October 15, 2009
<b>Common Stock, \$.001 par value per share</b>	<b>59,442,369</b>



**Purpose of This Amendment**

We are amending our Form 10-Q for the period ended March 31, 2009 to (i) correct our disclosure of the number of shares outstanding on our Form 10-Q's cover page to reflect the number of shares outstanding as of the most recent practicable date, (ii) amplify Item 2's description of material transaction dates, (iii) attach exhibits, and (iv) update the Signature Page to reflect the accurate date this amended Form 10-Q is filed.

**ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.**

**EXECUTIVE OVERVIEW**

The following analysis of our consolidated financial condition and results of operations for the months ended March 31, 2009 should be read in conjunction with the Consolidated Financial Statements and other information presented elsewhere in this quarterly report.

**Overview**

Our current product lines are related to visual surveillance, intrusion detection and physical security. We introduced a new product that we call the MINI (Mobile Intelligent Network Informer). We have received multiple inquiries about the need for such a device during 2008 and have invested engineering resources to create a working device that should be market ready in the fourth quarter of 2009. We expect that the production of the device for beta versions and testing purposes will be accomplished in the third quarter of this year.

Our current principal products and services include:

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The MINI (Mobile Intelligent Network Informer) The MINI is a wireless watchdog communication device that checks for intrusion into uninhabited areas like foreclosed houses, storage spaces and vacation homes. It is a portable device that senses motion and sends text messages to a user's cell phone. Property and remote assets may be guarded by this innovative device that requires no plug-in electricity, no physical phone line and no monitoring service. We have a full explanation and specifications on our web site.

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ViewScan Magnetic Detection System a walk-through archway detector which uses passive magnetic sensing technology and unique location algorithms to suggest the location of certain kinds of threat objects and other potentially undesirable objects such as cell phones or digital cameras. The control unit combines the magnetic and video information in a manner that allows it to be displayed for easy recognition and auditory warning. The network architecture allows for remote monitoring, integration of biometrics and access control devices and storage locally on the control unit or remotely on servers.

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Biometric analysis such as fingerprint verification has been incorporated into the ViewScan and facial recognition can be incorporated into ViewScan. Access control methods such as magnetic door locks can and have also been incorporated in several banks and credit unions.

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Passport and driver's license verification for positive identification in correctional facilities, large government and commercial office buildings have been and are currently being combined with the ViewScan portal.

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ViewMaxx Digital Video products a high-resolution, digital video recording and real-time monitoring system. e cameras are viewable remotely via internet access.

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Multi-mission Mobile Video (MMV) a lightweight mobile camera and recording system housed in a tough, waterproof enclosure designed to be worn on tactical body wear. The camera systems sends real-time images back to a video monitor at a command post located outside the exclusion zone or contaminated area. The MMV is able to transmit high quality video in the most difficult environments. A multitude of these systems have been deployed and are currently being field-tested. We offer a variety of transmission options including encryption, diversity receivers and on-body recording in case of transmission failure. SWAT, fire fighters and first responders are the focus of the MMV.

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Fiber Optic Data Network Installation Service (FIOS) - we have invested in tools, vehicles and testing equipment to enter the fiber optics installations arena. Using a credit line provided by Lafayette Commercial Bank we have expended \$200,000 plus to purchase tools to splice, test and install fiber optic transmission ducts. Several opportunities have been presented to us and we have investigated the potential and probabilities of success. During this work, opportunities for video surveillance and access control contract will present themselves and we hope to capitalize on those opportunities.



Since we have invested in tools, vehicles and testing equipment to enter the fiber optics installations arena, several opportunities have been presented to us and we have investigated the potential and probabilities of success. We advertised the receipt of several multi-million dollar contracts with Verizon. The contracts were presented by several individuals associated from HC Professional, LLC. Verizon informed us that neither the individuals nor HC Professional were associated with it. Meanwhile, a Verizon employee referred us to MasTec North America, Inc. ( Mastec ), one of Verizon's prime contractors, and we retracted our announcement of the contracts received with Verizon. We have since established qualifications and a relationship with the designated prime contractor, Mastec, and are an insured, bonded and an approved sub-contractor with Mastec. Our subcontract, executed on March 9, 2009, is attached as Exhibit 10.3. Mastec has told us that we can work on four jobs initially and then will start on a fifth job. We are diligently moving to assemble teams to begin work in the near future. We expect that these subcontracting jobs will provide us with a substantial revenue stream for a significant number of years. Our expectation is based on oral representations made by Mastec personnel to Gunther Than, indicating that Mastec is backlogged at least over one year in work, that it has not tapped the commercial potential of the fiber optics installation market, that the entire country is moving toward fiber networking, and it will take generations to accomplish what is necessary.

Consistent with our stated strategic ambitions for non-organic growth, we continue to seek potential acquisition candidates, the purchase of which would provide incremental synergistic benefits to the Company and provide an opportunity to benefit from our net tax assets of \$8,301,528. However, we have not entered into definitive acquisition or merger agreements with any of the candidates currently under review.

On our merger and acquisition front, on April 30, 2009 we signed a Memorandum of Understanding (MOU) with a private research and development company named Visisys Plc ( Visisys ) and separately with its CEO. Copies of the MOU's are attached as Exhibits 10.4 and 10.5. Visisys is a multinational, private holding company organized under the laws of the United Kingdom and Wales with offices in New York, London and Moscow. The entity has two wholly owned subsidiaries: Visisys Systems Ltd. and Face Trend, Ltd. Visisys and its subsidiaries enjoy an international reputation for developing and marketing intelligent video, monitoring and sensory systems. Visisys' main focus is the integration of proprietary and/or estimable devices with design and applied science to provide customized applications in a number of diverse fields, such as, security, medical, retail, hospitality and financial/clerical management.

The MOU's entered with Visisys and its CEO provide that Visisys and its CEO shall assist the Company in the final design, production, and marketing of the MINI. As compensation, Visisys and its CEO shall each receive 5,000,000 shares of the Company's common stock. Visisys shall receive an option to acquire 5,000,000 additional shares of common stock expiring in twenty-four months and exercisable at strike prices ranging between \$0.03 and \$0.05. The option shares have piggy-back registration rights. The CEO will receive 5,000,000 shares of Company common stock pursuant to an earn-out agreement based upon certain performance requirements and an option to acquire 10,000,000 additional shares, with the option expiring in eighteen months and exercisable at strike prices ranging between \$0.03 and \$0.05. The Company shall receive 5,000,000 shares of Visisys common stock and granted warrants to acquire additional shares in Visisys *pari passu* with options exercised by Visisys or its CEO. The MOU's are assignable but are binding on the present parties as to the respective agreed benefits contained therein.

We are still pursuing the acquisition and merger strategy started last year and are in negotiations and collaboration with several companies. The slowdown of the economy has caused a slowdown of most activities in that arena.

On January 21, 2009 we announced our investment in Technology Corps, Inc. ( T-Corps ), a veteran-owned service company. We were founding shareholders. In exchange for a 30% stake in T-Corps, the Company was to loan T-Corps funds provided that T-Corps first obtained a contract to provide services to a customer. We have subsequently deemed this investment to be valueless and have not included it in our financial statements because T-Corps never succeeded in obtaining any business, and, in July 2009, its president resigned. We believe that T-Corps is presently inactive.

On November 24, 2008 and December 26, 2008, we announced that a merger with Wytan Corp. is underway. Wytan manufactures security products, sells internationally, is profitable, and can benefit from our net tax asset of \$8,301,528. Wytan has since insisted that the Company pay for its audit, advance it additional cash, and commit to supporting. We believe that the acquisition of Wytan would be beneficial to the Company overall and anticipate that the acquisition will occur; however, the progress of the negotiations has been slower than anticipated because the Company will at a minimum need to raise the funds necessary to pay for the audit. The timing of a capital raise is presently unknown but is a condition precedent to the parties' execution of a material definitive agreement. To date, Wytan has not obtained an audit, and we have not raised funds to facilitate the merger. Wytan and the Company continue to do business together and the merger in our opinion is stayed indefinitely, but neither party has expressed a desire to terminate the idea of the proposed merger.

The next phase of our business plan will be to continue to raise additional funds through common stock offerings to provide working capital to finance several acquisitions and the integration of new technologies and/or businesses. We also intend to continue to strengthen our balance sheet by paying off debt.

We have suspended plans to hold an annual shareholder's meeting during 2009 due to cash flow limitations resulting from an overall decline in revenues.

## RESULTS OF OPERATIONS

The following discussions are based on the consolidated financial statements of View Systems and its subsidiaries. These charts and discussions summarize our financial statements for the three months ended March 31, 2009 and 2008 and should be read in conjunction with the financial statements, and notes thereto, included with our most recently amended Form 10-K for the year ended December 31, 2008.

### SUMMARY COMPARISON OF OPERATING RESULTS

	Three months ended March 31,	
	2009	2008
Revenues, net	111,362	290,431
Cost of sales	41,344	107,230
Gross profit (loss)	70,018	183,201
Total operating expenses	532,235	228,489
Loss from operations	(462,217)	(45,288)
Total other income (expense)	(19,705)	(20,654)
Net income (loss)	(65,942)	(65,942)
Net income (loss) per share	\$ (0.02)	\$ (0.00)

Revenue is considered earned when the product is shipped to the customer. The concealed weapons system and the digital video system each require installation and training. Training is a revenue source separate and apart from the sale of the product. In those cases revenue is recognized at the completion of the installation and training.

We have experienced a decrease in sales of our products which resulted in decreased revenues for the first quarter of 2009 compared to the first quarter of 2008. We believe the cause of that is the domestic and worldwide down turn of the economy although we received verbal indications of increased need from our international customers such as Pakistan, UAE and China. Those orders have been stalled and or cancelled, we do not know which at this time. We have inquiries for quotes from Turkey, Lebanon and Georgia. Management anticipates that increases in revenues will resume as these sales and marketing channels are developed. We continue to establish local sales and service offices in geographic areas where we have already completed sales.

Our backlog at March 31, 2009, was \$300,000. We received cancellations for orders and indications that these orders would be re-established when the political climate stabilizes. The delay between the time of the purchase order and shipping of the product results in a delay of recognition of the revenue from the sale. This delay in recognition of revenues will continue as part of our results of operations.

In the first quarter of 2009 the prevailing trend of decreasing cost of goods sold reversed dramatically due to a decline in the security-related products ordered by government agencies. We believe that this trend is temporary and that our products will resume their popularity when government budgets have been reinstated.

Going forward our efforts and our attention are focused on future fiber (FIOS) data installation work and other opportunities in the video surveillance market.

## LIQUIDITY AND CAPITAL RESOURCES

Annually our revenues from product sales have been increasing but are not sufficient to cover our operating expenses. We are continuing to push sales and control costs.

Historically, we have relied on revenues, debt financing and sales of our common stock to satisfy our cash requirements. For the quarter ended March 31, 2009, we received cash from revenues of \$111,362, \$0 from issuance of equity, and \$60,890 from stockholder advances. For the quarter ended March 31, 2008, we received cash from revenues of \$290,431, \$196,765 of borrowings under a line of credit arrangement, \$0 from issuance of equity and \$11,600 from stockholder advances. We will also continue to rely on the issuance of our common stock to pay for services and to convert debt when cash is unavailable. Management anticipates that we will continue to issue shares for services in the short term.

Our net loss for the three months ended March 31, 2009, was \$481,922, as compared with a net loss of \$65,942 for the three months ended March 31, 2008. Our net loss was offset by adjustments which resulted in \$182,726 net cash used by operating activities for the three months ended March 31, 2009, as compared with \$3,167 net cash provided by operating activities for the three months ended March 31, 2008. Our net cash used in investing activities for the three months ended March 31, 2009 was \$57,599, which was derived exclusively from purchases of equipment, as compared with \$0 net cash used in investing activities for the three months ended March 31, 2008. For the three months ended March 31, 2009, we had \$256,108 net cash provided by financing activities, as compared with \$11,600 net cash provided by financing activities for the three months ended March 31, 2008. For the three months ended March 31, 2009, we had a net increase in cash of \$15,783, resulting in \$17,551 cash on hand, as compared with a net increase in cash of \$14,767, resulting in \$21,968 cash on hand for the three months ended March 31, 2008.

Management believes we will need to take the necessary steps to increase our authorized common stock during 2009.

The Company intends to hold a meeting of shareholders as soon as practicable to consider, among, other things, an increase in the authorized common stock of the Company.

Management intends to finance our 2009 operations primarily with the revenue from product sales and any cash short falls will be addressed through equity or debt financing, if available. Management expects revenues will continue to

increase but not to the point of profitability in the short term. We will need to continue to raise additional capital, both internally and externally, to cover cash shortfalls and to compete in our markets. At our current revenue levels management believes we will require an additional \$1,200,000 during the next 12 months to satisfy our cash requirements of approximately \$100,000 per month for operations. These operating costs include cost of sales, general and administrative expenses, salaries and benefits and professional fees related to contracting engineers. We have insufficient financing commitments in place to meet our expected cash requirements for 2009 and we cannot assure you that we will be able to obtain financing on favorable terms. If we cannot obtain financing to fund our operations in 2009, then we may be required to reduce our expenses and scale back our operations.

## **Commitments and Contingent Liabilities**

The Company leased office and warehouse space in Baltimore, MD under a three-year non-cancelable operating lease, which expired October 2008. Base rent is \$3,300 per month. We are leasing this property on a month to month basis.

Our total current liabilities increased to \$1694,445 at March 31, 2009, compared to \$1,591,021 at March 31, 2008.

Our current total liabilities at March 31, 2009 included accounts payable of \$373,810, accrued expenses of \$56,199, accrued interest of 144,672, accrued royalties of 243,750, loans from shareholders of \$205,528 and notes payable of \$670,486.

Our notes payable consist of the following:

We issued notes in the aggregate amount of \$343,093 pursuant to a Subscription Agreement, dated December 23, 2005, with three accredited investors; Starr Consulting, Inc., Active Stealth, LLC, and KCS Referral Service LLC (the *Subscribers* ). We agreed to sale and the *Subscribers* agreed to purchase convertible promissory notes and warrants. However, on January 6, 2006, the *Subscribers* consented to the removal of the warrants from the subscription agreement, with the understanding that the warrants would be reinstated after we increased our authorized common stock and the shares underlying the warrants would be registered at a later date. The *Subscribers* did not receive any other additional consideration for the removal of the warrants. The *Subscribers* agreed to purchase up to an aggregate of \$500,000 of 8% promissory notes convertible into shares of our common stock at a per share conversion price of \$0.10. The notes were originally to be due and payable by December 31, 2006. The *Subscribers* agreed to purchase the promissory notes over a 5 month period in \$100,000 per month installments; however, the investment threshold was never achieved, so the conversion option of the notes was terminated and the loans became due on demand with interest at 8% per annum. As of the date of this report the investors have demanded repayment of these loans. The Company has taking steps to negotiate these defaults. In November of 2008 the holders agreed to accept shares of common stock as payment. The holders of these notes have received \$100,008 in cash payments from the sale of stock received.

Unsecured convertible loans from two stockholders in the principal amount of \$216,000. \$100,000 of the loans was due in full on November 1, 2007 with interest at 7%. The holder of this note has demanded payment of \$137,150.68 in cash and has chosen not to convert to equity. The holder of the second note of \$116,000 has been receiving interest payments irregularly. The amount currently outstanding is \$136,880.

## **Off-Balance Sheet Arrangements**

The Company does not have any off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on the Company's financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that is material to investors.

### **Contractual Obligations**

As a smaller reporting company as defined by Item 10 of Regulation S-K, the Company is not required to provide this information.

### **Critical Accounting Policies**

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. Estimates of particular significance in our financial statements include annual tests for impairment of our licenses. These estimates could likely be materially different if events beyond our control, such as changes in government regulations that affect the usefulness of our licenses or the introduction of new technologies that compete directly with our licensed technologies affect the value of our licenses.

We first determine the value of the license using a projected cash-flow analysis to determine the present value of cash flows. The test is done using assumptions as to various scenarios of increases and decreases in the revenue stream and applying a discount rate of 6%. If the value achieved under these various methods is less than the carrying value of the assets then it is considered that an impairment has occurred and the asset's carrying value is adjusted to reflect the impairment.

Management also makes estimates on the useful life of our licenses based on the following criteria:

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Whether other assets or group of assets are related to the useful life of the licenses,

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Whether any legal, regulatory or contractual provisions will limit the use of the assets,

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We evaluate the cost of maintaining the license,

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We consider the possible effects of obsolescence, and

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Whether there is maintenance or any other costs associated with the license.

### **Risk Factors, including Going Concern Opinion**

You should carefully consider the risks, uncertainties and other factors identified below because they could materially and adversely affect our business, financial condition, operating results and prospects and could negatively affect the market price of our Common Stock. Also, you should be aware that the risks and uncertainties described below are not the only ones facing us. Additional risks and uncertainties that we do not yet know of, or that we currently believe are immaterial, may also impair our business operations and financial results. Our business, financial condition or results

of operations could be harmed by any of these risks. The trading price of our Common Stock could decline due to any of these risks, and you may lose all or part of your investment.

In assessing these risks you should also refer to the information contained in or incorporated by reference to our most recently amended Form 10-K for the year ended December 31, 2008, including our financial statements and the related notes.

**WE HAVE EXPERIENCED HISTORICAL LOSSES AND A SUBSTANTIAL ACCUMULATED DEFICIT. IF WE ARE UNABLE TO REVERSE THIS TREND, WE WILL LIKELY BE FORCED TO CEASE OPERATIONS.**

We have incurred losses for the past two fiscal years which consists of a net loss of \$173,539 for 2008 and had a net loss of \$462,217 at the end of March 31, 2009. Our operating results for future periods will include significant expenses, including new product development expenses, potential marketing costs, professional fees and administrative expenses, and will be subject to numerous uncertainties. As a result, we are unable to predict whether we will achieve profitability in the future, or at all.

**WE HAVE A WORKING CAPITAL DEFICIT AND SIGNIFICANT CAPITAL REQUIREMENTS. SINCE WE WILL CONTINUE TO INCUR LOSSES UNTIL WE ARE ABLE TO GENERATE SUFFICIENT REVENUES TO OFFSET OUR EXPENSES, INVESTORS MAY BE UNABLE TO SELL OUR SHARES AT A PROFIT OR AT ALL.**

The Company has a net loss of \$462,217 for the fiscal year quarter ending in March 31, 2009 and net cash used in operations of \$182,726 for the fiscal quarter ending March 31, 2009. Because the Company has not yet achieved or acquired sufficient operating capital and given these financial results along with the Company's expected cash requirements in 2009, additional capital investment will be necessary to develop and sustain the Company's operations.

**OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM HAS RAISED DOUBT OVER OUR CONTINUED EXISTENCE AS A GOING CONCERN.**

We have incurred substantial operating and net losses, as well as negative operating cash flow and do not have financing commitments in place to meet expected cash requirements for the next twelve months.

Our net loss for the quarter ending March 31, 2009 was \$462,217 and our net loss for the quarter ending March 31, 2008 was \$45,288. Our retained deficit was \$21,246,344 at March 31, 2009. We are unable to fund our day-to-day operations through revenues alone and management believes we will incur operating losses for the near future while we expand our sales channels. While we have expanded our product line and expect to establish new sales channels, we may be unable to increase revenues to the point that we attain and are able to maintain profitability. As a result we rely on private financing to cover cash shortfalls.

As a result, we continue to have significant working capital and stockholders' deficits including a substantial accumulated deficit at March 31, 2009. In recognition of such, our independent registered public accounting firm has included an explanatory paragraph in its report on our consolidated financial statements for the fiscal years ended December 31, 2008 and December 31, 2007 that expressed substantial doubt regarding our ability to continue as a going concern.

**WE NEED ADDITIONAL EXTERNAL CAPITAL AND IF WE ARE UNABLE TO RAISE SUFFICIENT CAPITAL TO FUND OUR PLANS, WE MAY BE FORCED TO DELAY OR CEASE OPERATIONS.**

Based on our current growth plan we believe we may require approximately \$1,200,000 in additional financing within the next twelve months to develop our sales channels. Our success will depend upon our ability to access equity capital markets and borrow on terms that are financially advantageous to us. However, we may not be able to obtain additional funds on acceptable terms. If we fail to obtain funds on acceptable terms, then we might be forced to delay or abandon some or all of our business plans or may not have sufficient working capital to develop products, finance acquisitions, or pursue business opportunities. If we borrow funds, then we could be forced to use a large portion of our cash reserves, if any, to repay principal and interest on those loans. If we issue our securities for capital, then the interests of investors and stockholders will be diluted.

**WE ARE CURRENTLY DEPENDENT ON THE EFFORTS OF RESELLERS FOR OUR CONTINUED GROWTH AND MUST EXPAND OUR SALES CHANNELS TO INCREASE OUR REVENUES AND FURTHER DEVELOP OUR BUSINESS PLANS.**

We are in the process of developing and expanding our sales channels, but we expect overall sales to remain down as we develop these sales channels. We are actively recruiting additional resellers and dealers and have hired in-house sales personnel for regional and national sales. We must continue to find other methods of distribution to increase our sales. If we are unsuccessful in developing sales channels we may have to abandon our business plan.

**WE MAY NOT BE ABLE TO COMPETE SUCCESSFULLY IN OUR MARKET BECAUSE WE HAVE A SMALL MARKET SHARE AND COMPETE WITH LARGE NATIONAL AND INTERNATIONAL COMPANIES.**

We estimate that we have less than a 1% market share of the surveillance and weapons detection market. We compete with many companies that have greater brand name recognition and significantly greater financial, technical, marketing, and managerial resources. The position of these competitors in the market may prevent us from capturing more market share. We intend to remain competitive by increasing our existing business through marketing efforts, selectively acquiring complementary technologies or businesses and services, increasing our efficiency, and reducing costs.

**WE MUST SUCCESSFULLY INTRODUCE NEW OR ENHANCED PRODUCTS AND MANAGE THE COSTS ASSOCIATED WITH PRODUCING SEVERAL PRODUCT LINES TO BE SUCCESSFUL.**

Our future success depends on our ability to continue to improve our existing products and to develop new products using the latest technology that can satisfy customer needs. For example, our short term success will depend on the continued acceptance of the Visual First Responder and the ViewScan portal product line. We cannot be certain that we will be successful at producing multiple product lines and we may find that the cost of production of multiple product lines inhibits our ability to maintain or improve our gross profit margins. In addition, the failure of our products to gain or maintain market acceptance or our failure to successfully manage our cost of production could adversely affect our financial condition.

**OUR DIRECTORS AND OFFICERS ARE ABLE TO EXERCISE SIGNIFICANT INFLUENCE OVER MATTERS REQUIRING STOCKHOLDER APPROVAL.**

Currently, our directors and executive officers collectively hold approximately 48.9% of the voting power of our common and 100% of the preferred stock entitled to vote on any matter brought to a vote of the stockholders. Specifically, Gunther Than, our CEO, holds approximately 9.3% of the total voting power of our common stock and 100% of the voting power of our preferred stock as of the date of this report. Pursuant to Nevada law and our bylaws, the holders of a majority of our voting stock may authorize or take corporate action with only a notice provided to our stockholders. A stockholder vote may not be made available to our minority stockholders, and in any event, a stockholder vote would be controlled by the majority stockholders.

**FAILURE TO ACHIEVE AND MAINTAIN EFFECTIVE INTERNAL CONTROLS IN ACCORDANCE WITH SECTION 404 OF THE SARBANES-OXLEY ACT WOULD LEAD TO LOSS OF INVESTOR CONFIDENCE IN OUR REPORTED FINANCIAL INFORMATION.**

Pursuant to proposals related to Section 404 of the Sarbanes-Oxley Act of 2002, beginning with our Annual Report on Form 10-K for the fiscal year ending December 31, 2008, we will be required to furnish a report by our management on our internal control over financial reporting. If we cannot provide reliable financial reports or prevent fraud, then our business and operating results could be harmed, investors could lose confidence in our reported financial information, and the trading price of our stock could drop significantly.

In order to achieve compliance with Section 404 of the Act within the prescribed period, we will need to engage in a process to document and evaluate our internal control over financial reporting, which will be both costly and challenging. In this regard, management will need to dedicate internal resources, engage outside consultants and adopt a detailed work plan.

During the course of our testing we may identify deficiencies which we may not be able to remediate in time to meet the deadline imposed by the Sarbanes-Oxley Act for compliance with the requirements of Section 404. In addition, if we fail to achieve and maintain the adequacy of our internal controls, as such standards are modified, supplemented or amended from time to time, we may not be able to ensure that we can conclude on an ongoing basis that we have effective internal controls over financial reporting in accordance with Section 404 of the Sarbanes-Oxley Act. Moreover, effective internal controls, particularly those related to revenue recognition, are necessary for us to produce reliable financial reports and are important to helping prevent financial fraud.

THERE IS NO SIGNIFICANT ACTIVE TRADING MARKET FOR OUR SHARES, AND IF AN ACTIVE TRADING MARKET DOES NOT DEVELOP, PURCHASERS OF OUR SHARES MAY BE UNABLE TO SELL THEM PUBLICLY.

There is no significant active trading market for our shares and we do not know if an active trading market will develop. An active market will not develop unless broker-dealers develop interest in trading our shares, and we may be unable to generate interest in our shares among broker-dealers until we generate meaningful revenues and profits from operations. Until that time occurs, if it does at all, purchasers of our shares may be unable to sell them publicly. In the absence of an active trading market:

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Investors may have difficulty buying and selling our shares or obtaining market quotations;

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Market visibility for our common stock may be limited; and

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A lack of visibility for our common stock may depress the market price for our shares.

THE SUCCESS OF OUR BUSINESS DEPENDS UPON THE CONTINUING CONTRIBUTION OF OUR KEY PERSONNEL, INCLUDING MR. GUNTHER THAN, OUR CHIEF EXECUTIVE OFFICER, WHOSE KNOWLEDGE OF OUR BUSINESS WOULD BE DIFFICULT TO REPLACE IN THE EVENT WE LOSE HIS SERVICES.

Our operations are dependent on the efforts and relationships of Gunther Than and the senior management of our organization. We will likely be dependent on the senior management of our organization for the foreseeable future. If any of these individuals becomes unable to continue in their role, our business or prospects could be adversely affected. For example, the loss of Mr. Than could damage customer relations and could restrict our ability to raise additional working capital if and when needed. There can be no assurance that Mr. Than will continue in his present capacity for any particular period of time.

OUR COMMON STOCK IS CONSIDERED TO BE "PENNY STOCK."

Our common stock is considered to be a "penny stock" because it meets one or more of the definitions in Rules 15g-2 through 15g-6 promulgated under Section 15(g) of the Securities Exchange Act of 1934, as amended. These include but are not limited to, the following: (i) the stock trades at a price less than \$5.00 per share; (ii) it is not traded on a

"recognized" national exchange; (iii) it is not quoted on The NASDAQ Stock Market, or even if quoted, has a price less than \$5.00 per share; or (iv) is issued by a company with net tangible assets less than \$2.0 million, if in business more than a continuous three years, or with average revenues of less than \$6.0 million for the past three years. The principal result or effect of being designated a "penny stock" is that securities broker-dealers cannot recommend the stock but must trade it on an unsolicited basis.

**BROKER-DEALER REQUIREMENTS MAY AFFECT TRADING AND LIQUIDITY.**

Section 15(g) of the Securities Exchange Act of 1934, as amended, and Rule 15g-2 promulgated thereunder by the SEC require broker-dealers dealing in penny stocks to provide potential investors with a document disclosing the risks of penny stocks and to obtain a manually signed and dated written receipt of the document before effecting any transaction in a penny stock for the investor's account. Potential investors in our common stock are urged to obtain and read such disclosure carefully before purchasing any shares that are deemed to be "penny stocks." Moreover, Rule 15g-9 requires broker-dealers in penny stocks to approve the account of any investor for transactions in such stocks before selling any penny stock to that investor. This procedure requires the broker-dealer to (i) obtain from the investor information concerning his or her financial situation, investment experience and investment objectives; (ii) reasonably determine, based on that information, that transactions in penny stocks are suitable for the investor and that the investor has sufficient knowledge and experience as to be reasonably capable of evaluating the risks of penny stock transactions; (iii) provide the investor with a written statement setting forth the basis on which the broker-dealer made the determination in (ii) above; and (iv) receive a signed and dated copy of such statement from the investor, confirming that it accurately reflects the investor's financial situation, investment experience and investment objectives. Compliance with these requirements may make it more difficult for holders of our common stock to resell their shares to third parties or to otherwise dispose of them in the market or otherwise.

OUR COMMON STOCK MAY BE VOLATILE, WHICH SUBSTANTIALLY INCREASES THE RISK THAT YOU MAY NOT BE ABLE TO SELL YOUR SHARES AT OR ABOVE THE PRICE THAT YOU MAY PAY FOR THE SHARES.

Because of the limited trading market expected to develop for our common stock, and because of the possible price volatility, you may not be able to sell your shares of common stock when you desire to do so. The inability to sell your shares in a rapidly declining market may substantially increase your risk of loss because of such illiquidity and because the price for our common stock may suffer greater declines because of its price volatility.

The price of our common stock may be higher or lower than the price you may pay. Certain factors, some of which are beyond our control, that may cause our share price to fluctuate significantly include, but are not limited to, the following:

§

variations in our quarterly operating results;

§

loss of a key relationship or failure to complete significant transactions;

§

additions or departures of key personnel; and

§

fluctuations in stock market price and volume.

Additionally, in recent years the stock market in general, and the over-the-counter markets in particular, have experienced extreme price and volume fluctuations. In some cases, these fluctuations are unrelated or disproportionate to the operating performance of the underlying company. These market and industry factors may materially and adversely affect our stock price, regardless of our operating performance.

In the past, class action litigation often has been brought against companies following periods of volatility in the market price of those companies' common stock. If we become involved in this type of litigation in the future, it could result in substantial costs and diversion of management attention and resources, which could have a further negative effect on your investment in our stock.

WE HAVE NOT PAID, AND DO NOT INTEND TO PAY, CASH DIVIDENDS IN THE FORESEEABLE FUTURE.

We have not paid any cash dividends on our common stock and do not intend to pay cash dividends in the foreseeable future. We intend to retain future earnings, if any, for reinvestment in the development and expansion of our business. Dividend payments in the future may also be limited by other loan agreements or covenants contained in other securities which we may issue. Any future determination to pay cash dividends will be at the discretion of our board of directors and depend on our financial condition, results of operations, capital and legal requirements and such other factors as our board of directors deems relevant.

**ITEM 6. EXHIBITS**

The following exhibits are filed as part of this Form 10-Q:

4.2\*

Subscription Agreement between View Systems, Inc. and Starr Consulting, Inc., Active Stealth, LLC, and KCS Referral Service LLC, dated December 23, 2005

10.1\*\*

View Systems, Inc. 1999 Stock Option Plan

10.2\*\*\*\*

Employment agreement between View Systems, Inc. and Gunther Than, dated January 1, 2003

10.3 \*\*\*\*\*

Subcontractor Agreement dated March 9, 2009 between MasTec North America, Inc. and View Systems, Inc.

10.4

Memorandum of Understanding with Visisys PLC dated April 30, 2009

10.5

Memorandum of Understanding with Boris Goldstein dated April 30, 2009

31.1

Rule 13a-15(e)/15d-15(e) Certification by the Chief Executive Officer and Chief Financial Officer

32.1

Certification by the Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

\*

Incorporated by reference to exhibit 4.1 of Form 8-K, filed January 6, 2006.

\*\*

Incorporated by reference to exhibit 10.16 to Form SB-2 filed January 11, 2000.

\*\*\*

Incorporated by reference to exhibit 10.3 for Form 10-KSB, filed April 14, 2004.

\*\*\*\*

Incorporated by reference from Form 10-Q for the period ended March 31, 2009, Amendment No. 1, filed August 21, 2009.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

**VIEW SYSTEMS, INC.**

Date: October 15, 2009

By:

*/s/ Gunther Than*

Gunther Than

Chief Executive Officer

(Principal executive officer,  
principal financial officer, and  
principal accounting officer)