SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-QSB

[x] QUARTERLY REPORT PURSUANT SECTION 13 or 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarter ended September 30, 1996

[ ] TRANSITION REPORT PURSUANT TO SECTION 13 or 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from ________ to ________

Commission File No. 0-23590

SUPER VISION INTERNATIONAL, INC.
(Exact Name of Small Business Issuer as Specified in Its Charter)

Delaware	59-3046866
(State or Other Jurisdiction of Incorporation or Organization)	(I.R.S. Employer Identification Number)

2442 Viscount Road
Orlando, Florida 32809
(Address of Principal Executive Offices)

(407) 857-9900
(Issuer's Telephone Number, Including Area Code)

Not Applicable
(Former Name, Former Address and Former Fiscal Year, if Changed Since Last Report)

Check whether the issuer (1) filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the past 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 |X| No |_|

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

Class	Outstanding at November 11, 1996:
Class A Common Stock, $.001 par value	1,680,946
Class B Common Stock, $.001 par value	3,375,134

Traditional Small Business Disclosure Format

Yes |X| No |_|

SUPER VISION INTERNATIONAL, INC.

Super Vision International, Inc.

Index to Form 10-QSB

Super Vision International, Inc.

Condensed Balance Sheets

<TABLE>
<CAPTION>

Assets	September 30, 1996	December 31, 1995
<S>	<C>	<C>
Current Assets:		
Cash and cash equivalents	$ 3,538,070	$ 2,327,775
Trade accounts receivable, less allowance for doubtful accounts of $25,579 and $19,952	970,076	330,570
Inventory, less reserve for excess inventory of $53,340 and $28,340	2,003,762	899,348
Advances to employees	37,527	16,390
Other assets	90,208	51,236
Total current assets	6,639,643	3,625,319
Equipment and Furniture	1,698,000	1,404,368
Accumulated depreciation	(257,423)	(172,697)
Net equipment and furniture	1,440,577	1,231,671
Other Assets	141,012	59,176
	$ 8,221,232	$ 4,916,166
Liabilities and Stockholders' Equity		
Current Liabilities:		
Note payable to officer	$ 22,968	$ 22,968
Accounts payable	697,314	344,853
Accrued liabilities	247,606	22,443
Payments in excess of cost and recognized profit on uncompleted contracts	--	10,333
Deposits	524,851	50,834
Total current liabilities	1,492,739	451,431
Stockholders' Equity:		
Preferred stock, $.001 par value, 5,000,000 shares authorized; none issued	--	--
Class A common stock, $.001 par value, authorized 16,610,866 shares, 1,680,946 and 1,428,966 issued and outstanding	1,681	1,429
Class B common stock, $.001 par value, 3,389,134 shares authorized, 3,375,134 issued and outstanding	3,375	3,375
Additional paid-in capital	7,636,149	5,669,423
Retained earnings	(912,712)	(1,209,492)
Total stockholders' equity	6,728,493	4,464,735
	$ 8,221,232	$ 4,916,166

</TABLE>

See accompanying notes to condensed financial statements.

Super Vision International, Inc.

Condensed Statements of Operations

<TABLE>
<CAPTION>

	Three Months Ended September 30, 1996	Three Months Ended September 30, 1995	Nine Months Ended September 30, 1996	Nine Months Ended September 30, 1995
Revenues:				
Net sales	$ 1,695,285	$ 473,161	$ 4,198,929	$ 1,712,655
Licensing and royalty fees	--	--	--	45,000
Total revenues	1,695,285	473,161	4,198,929	1,757,655
Costs and Expenses:				
Cost of sales	938,480	374,083	2,544,274	1,166,354
Selling, general and administrative	468,236	352,224	1,304,831	1,011,962
Research and development	46,825	75,509	127,061	171,587
Total costs and expenses	1,453,541	801,816	3,976,166	2,349,903
Operating Income (Loss)	241,744	(328,655)	222,763	(592,248)
Non-Operating Income (Expenses):				
Interest income	32,856	49,941	83,787	155,694
Interest expense	(747)	(77)	(2,227)	(1,585)
Gain (loss) on disposal of assets	--	(250)	(7,543)	11,107
Total non-operating income	32,109	49,614	74,017	165,216
Net Income (Loss)	$ 273,853	$ (279,041)	$ 296,780	$ (427,032)
Income (Loss) Per Common Share:				
Primary	$ 0.14	$ (0.15)	$ 0.16	$ (0.22)
Weighted Average Shares of Common Stock Outstanding:				
Primary	1,902,159	1,913,878	1,852,540	1,915,691

</TABLE>

See accompanying notes to condensed financial statements.

Super Vision International, Inc.

Condensed Statement of Stockholders' Equity

<TABLE>
<CAPTION>

	Common Stock Class A Shares	Common Stock Class A Amount	Common Stock Class B Shares	Common Stock Class B Amount	Additional Paid-In Capital	Retained (Deficit)
Balance, December 31, 1995	1,428,966	$ 1,429	3,375,134	$ 3,375	$ 5,669,423	$(1,209,492)
Exercise of Class A Warrants	2,500	2	--	--	18,748	--
Sale of Class A Common Stock	249,480	250	--	--	1,947,978	--
Net Income for the Nine Months Ended September 30, 1996	--	--	--	--	--	296,780
Balance, September 30, 1996	1,680,946	$ 1,681	3,375,134	$ 3,375	$ 7,636,149	$ (912,712)

</TABLE>

See accompanying notes to condensed financial statements.

Super Vision International, Inc.

Condensed Statements of Cash Flows

<TABLE>
<CAPTION>

	Nine Months Ended September 30, 1996	1995
Cash Flows from Operating Activities:		
Net income (loss)	$ 296,780	($ 427,032)
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:		
Depreciation and amortization	105,536	81,732
(Gain) loss on disposal of fixed assets	7,543	(11,107)
Increase in:		
Accounts receivable, net	(639,506)	(131,781)
Inventory	(1,104,414)	(273,621)
Other assets	(138,633)	(76,287)
Increase (decrease) in:		
Accounts payable	352,461	133,869
Accrued and other liabilities	214,830	1,422
Deposits	474,017	(569)
Total adjustments	(728,166)	(276,342)
Net cash used in operating activities	(431,386)	(703,374)
Cash Flows from Investing Activities:		
Acquisition of patents and trademarks	(16,051)	(1,100)
Purchase of equipment and furniture	(316,295)	(139,296)
Proceeds from disposal of equipment and furniture	7,049	34,700
Net cash used in investing activities	(325,297)	(105,696)
Cash Flows from Financing Activities:		
Issuance of common stock, net	1,966,978	--
Proceeds from exercise of employee stock options	--	20,000
Net cash provided by financing activities	1,966,978	20,000
Net Increase (Decrease) in Cash and Cash Equivalents	1,210,295	(789,070)
Cash and Cash Equivalents, beginning of period	2,327,775	3,626,290
Cash and Cash Equivalents, end of period	$ 3,538,070	$ 2,837,220

</TABLE>

See accompanying notes to condensed financial statements.

Super Vision International, Inc.

Notes to Condensed Financial Statements

For the Three-Month and Nine-Month Periods Ended September 30, 1996 and 1995

1. Basis of Presentation:

In the opinion of the Company, the accompanying unaudited financial statements contain all adjustments, consisting only of normal recurring accruals, necessary to present fairly the Company's financial position, results of operations and cash flows for the periods presented. The results of operations for the interim periods presented are not necessarily indicative of the results to be expected for the full year.

The condensed financial statements should be read in conjunction with the financial statements and the related disclosures contained in the Company's Form 10-KSB dated March 25, 1996, filed with the Securities and

Exchange Commission.

2. Equity:

On September 25, 1996, the Company entered into a Stock Purchase Agreement and Distributorship Agreement with Hayward Industries, Inc. ("Hayward"). Under the terms of the Stock Purchase Agreement, Hayward purchased 249,480 shares of the Company's Class A Common Stock from the Company, at a price of $8.02 per share. The Company granted 249,480 matching warrants for the purchase of additional shares, at an exercise price of $8.02 per share. Vesting of the warrants is tied to achievement of annual minimum purchase commitments contained in the Distributorship Agreement. The warrants have a 10-year life and expire September 25, 2006. Additionally, the Company issued 522,000 warrants to Hayward, as well as certain other pre-emptive rights, intended to maintain Hayward's ownership of the Company at 10% of the Company's publicly traded shares. The 522,000 warrants are exercisable only upon the occurrence of a dilutive event as defined in the Stock Purchase Agreement, at a price equal to the average closing sale price for 30 consecutive business days ending within 15 days of the dilutive event. These warrants expire in May, 1999.

On December 27, 1993, the Company adopted a stock option plan that provides for the grant of incentive stock options and nonqualified stock options, and reserved 150,000 shares of the Company's Class A common stock for future issuance under the plan. Effective August 27, 1996, the Company reserved an additional 100,000 shares of the Company's Class A common stock for future issuance under the plan. The option price must be at least 100% of market value at the date of the grant. The Company applies APB Opinion 25 and related Interpretations in accounting for its plan. Accordingly, no compensation cost has been recognized for its stock option plan.

2. Equity - Continued:

The following table summarizes activity of the stock option plan for the period ended September 30, 1996:

	Options Available for Future Grant	Number of Shares Under Option	Option Price Per Share
Balance, December 31, 1995	38,809	107,091	$5.00-$10.31
Options authorized	100,000	--	
Options granted	(44,900)	44,900	
Options exercised	--	--	
Options cancelled	6,100	(6,100)	
Balance, September 30, 1996	100,009	145,891	

Options granted vest ratably over a three-year period. As of September 30, 1996, 88,119 options were vested and exercisable.

3. Income Taxes:

The components of the net deferred tax liability recognized in the accompanying balance sheet at September 30, 1996 are as follows:

Deferred tax liability	$ --
Deferred tax asset	504,593
Valuation allowance	(504,593)
	$ --

The types of temporary differences between the tax basis of assets and liabilities and their financial statement reporting amounts are attributable principally to depreciation methods, deferred gains, and different accounting methods used.

As of September 30, 1996, the Company had approximately $825,000 in net operating loss carryforwards for federal and state income tax purposes, which expire in 2009 and 2010.

Super Vision International, Inc.

Notes to Condensed Financial Statements - Continued

For the Three-Month and Nine-Month Periods Ended September 30, 1996 and 1995

4. Inventory:

Inventory at September 30, 1996 and December 31, 1995 consisted of the following components:

	September 30, 1996	December 31, 1995
Raw materials	$ 1,334,961	$ 665,441
Work in progress	211,339	8,729
Finished goods	510,802	253,518
	2,057,102	927,688
Less reserve for excess inventory	(53,340)	(28,340)
	$ 2,003,762	$ 899,348

Item 2. Management's Discussion and Analysis or Plan of Operation

The following discussion and analysis should be read in conjunction with the Financial Statements and Notes thereto appearing elsewhere in this report.

The following discussion contains certain forward-looking statements, within the meaning of the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995, the attainment of which involve various risks and uncertainties. Forward-looking statements may be identified by the use of forward-looking terminology such as "may", "will", "expect", "believe", "estimate", "anticipate", "continue", or similar terms, variations of those terms or the negative of those terms. The Company's actual results may differ materially from those described in these forward-looking statements due to, amongh other factors, competition in each if the Company's product areas, dependence on suppliers, the Company's limited manufacturing experience and the evolving nature of the Company's fiber optic technology.

Results of Operations

Revenues are derived primarily from the sale of fiber optic side glowTM and end glowTM cable and light sources, point of purchase fiber optic signs and displays and sales of fiber optic landscape and task lighting systems. Total revenues for the three months ("1996 quarter") and nine months ended September 30, 1996 ("1996 nine months") were approximately $1,695,000 and $4,199,000, respectively. This represented a 258% and 139% increase, respectively, over the three months ("1995 quarter") and nine months ended September 30, 1995 ("1995 nine months"). The increase in revenues is primarily attributable to sales of fiber optic cables and light sources in the lighting and sign markets. Management believes that increased marketing activities have resulted in greater awareness of the Company's products, which has resulted in increased sales of the Company's products. Additionally, the increase in revenues during the 1996 quarter is attributable to sales of the Company's swimming pool and spa product line. The Company did not have sales of this product line during the 1995 quarter. The increase in revenues during the 1996 nine months is also attributable to $710,000 of revenue received by the Company as a result of the completion of a large contract for delivery of a custom fiber optic display. The contract was completed in March 1996.

Cost of sales were approximately $938,000 or 55% of revenues, during the 1996 quarter, compared to 79% in the 1995 quarter. The gross margin was 39% for the 1996 nine months as compared to 32% for the 1995 nine months. The 1996 gross margin was favorably impacted by the increase in volume of sales of the Company's products, which resulted in manufacturing efficiencies and improved yields. Additionally, the sales mix included a higher percentage of the Company's standard fiber optic side glowTM and end glowTM cables, and fiber optic light sources, designed for the architectural lighting and sign markets. These products have higher margins relative to custom fiber optic systems. Improvements in manufacturing methods also contributed to increases in gross margins in the Company's point of purchase sign products.

Selling, general and administrative expenses were approximately $468,000 and $1,305,000 during the 1996 quarter and 1996 nine months, respectively, as compared to approximately $352,000 and $1,012,000 for the 1995 quarter and 1995 nine months, respectively. This represented increases of 33% and 29%, respectively. The 1996 quarter and 1996 nine months expenses have been reduced for a reimbursement of costs related to the marketing of the Company's swimming pool and spa products of $100,000 from Hayward Pool Products ("Hayward"). During the 1996 quarter, the Company entered into an agreement ("Hayward Distribution Agreement") with Hayward whereby Hayward acquired the exclusive worldwide rights to market the Company's products in the pool and spa market. As part of the agreement, Hayward reimbursed current year marketing expenses of the Company related to the pool and spa market, and purchased the Company's existing marketing and sales literature. Exclusive of this reimbursement, selling, general and administrative expenses were $568,000 and $1,405,000 during the 1996 quarter and 1996 nine months, respectively, representing increases of 61% and 39%, respectively, as compared to the 1995 quarter and 1995 nine months. During the 1996 quarter, the Company entered into a lease agreement for a new manufacturing and office facility; consequently, the Company recognized an additional $40,000 of depreciation on the leasehold improvements in its current facility. The new lease commences in the first quarter of 1997. Additionally, the Company created a Customer Service department and increased personnel levels in sales and marketing during the 1996 quarter. Management believes these increases are necessary to support and sustain future revenue growth. The Company also increased advertising expense in current and potential future markets to further market awareness of the products.

Research and development costs were approximately $47,000 and $127,000 during the 1996 quarter and 1996 nine months compared with approximately $76,000 and $172,000 for the 1995 quarter and 1995 nine months, respectively. This represented decreases of 38% and 26%, respectively. The Company has pursued a strategy of adapting its current technology to new products and applications, thereby decreasing the costs of bringing these products to market. During the 1996 quarter, the Company introduced several new landscape lights and task lights. Management believes research and development costs may rise in future periods as the Company enters into research which is based on improving current technology or developing new technology, including lamp, reflector and fiber optic cable research with the goal of increasing the brightness of the Company's products.

Interest income is derived from the short term investment of the proceeds of the Company's initial public offering in March 1994. Net interest income for the 1996 quarter and 1996 nine months was approximately $33,000 and $84,000, respectively, as compared to approximately $50,000 and $156,000 for the 1995 quarter and 1995 nine months, respectively. The decrease is attributable to reduced cash balances available for investment, as the Company has expanded inventory and receivables levels in conjunction with revenue increases as well as decreases due to the acquisition of capital equipment.

Income taxes for the 1996 nine months include a provision for income taxes which was offset by tax benefits as a result of the carryforward of prior year tax losses.

The net income for the 1996 quarter was approximately $274,000, or $.14 per common share, as compared to a net loss of approximately ($279,000), or ($.15) per common share, in the 1995 quarter. The increase is due to higher sales volumes and improvements in sales mix and manufacturing methods.

Liquidity and Capital Resources

At September 30, 1996, the Company had working capital of $5,146,904.

Cash increased by approximately $1,210,000 during the 1996 nine months as a result of the purchase by Hayward of 249,480 shares of the Company's Class A Common Stock for an amount of $1,948,228, net of issuance costs. During the 1996 nine months, the Company experienced an increase in accounts receivable of approximately $640,000 as a result of the increase in revenue levels. The Company increased inventory levels by approximately $1,104,000. This increase resulted from the expansion of the Company's product lines, particularly in the swimming pool and spa market, to support the Hayward Distribution Agreement. The Company also expanded inventory of its architectural lighting products and raw fiber optic materials to support shorter lead times on delivery demanded by this market. Additionally, the Company was awarded a large contract for a custom fiber optic display during the 1996 nine months. The contract amount is approximately $1,007,000. Inventory of approximately $250,000 was purchased during the 1996 nine months which is related to this project. Although the contract will be accounted for on a percentage of completion basis, no work had been performed as of September 30, 1996, and therefore, no revenue from the contract has been included in the 1996 quarter or nine months. Accounts payable increased by approximately $352,000 relating to the expansion of inventory. Deposits increased by approximately $474,000 as a result of the deposit on the custom display contract, discussed above. The Company also used approximately $316,000 in the expansion of capital equipment, primarily in the upgrade of cabling equipment to achieve increases in production speed and quality of product, and upgrades in computer hardware and software.

The Company acquired a patent related to its light sources during the 1996 nine months for a cost of approximately $16,000. Management believes these expenditures may assist in the efforts to obtain a marketing advantage in the ease of use of fiber optics for field installation.

The Company believes that available cash, together with funds expected to be generated from operations, will be sufficient to finance the Company's working capital requirements as well as continued expansion.

Charge to Income in the Event of Release of Escrowed Shares

In January 1994, the Company and certain stockholders of the Company entered into an agreement providing for the escrow of a portion of the shares held by such individuals (see "Escrow Shares"). In the event any shares are released from escrow to persons who are officers and other employees of the Company, compensation expense will be recorded for financial reporting purposes as required by GAAP. Therefore, in the event the Company attains any of the earnings thresholds or the Company's Class A Common Stock meets certain minimum bid prices required for the release of the Escrow Shares, such release will be deemed additional compensation expense of the Company. Accordingly, the Company will, in the event of the release of shares from escrow, recognize during the period in which the earnings thresholds are met or are probable of being met or such minimum bid prices attained, what will likely be one or more substantial charges which would have the effect of substantially increasing the Company's loss or reducing or eliminating earnings, if any, at such time. Although the amount of compensation recognized by the Company will not affect the Company's total stockholders' equity or its working capital, it may have a depressive effect on the market price of the Company's securities.

PART II

Item 1. Legal Proceedings
Not Applicable

Item 2. Changes in Securities
Not Applicable

Item 3. Defaults Upon Senior Securities
Not Applicable

Item 4. Submission of Matters to a Vote of Security Holders
Not Applicable

Item 5. Other Information
Not Applicable

Item 6. Exhibits and Reports on Form 8-K

(a) 4.1 - Form of Unit Purchase Option *

4.2 - Form of Warrant Agreement (including forms of Class A and Class B Warrant Certificates) *

4.3 - Escrow Agreement *

4.4 - Form of Amendment to Escrow Agreement *

10.1 - 1994 Stock Option Plan *

10.2 - Employment Agreement with Brett Kingstone *

10.3 - Form of Indemnification Agreement *

10.4 - Lease for Facility at Viscount Row *

10.5 - Registrant's Bank Loan Agreements with Barnett Bank *

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* Incorporated by reference to the Company's Registration Statement on Form SB-2 (file no. 33-74742)

(b) No reports on Form 8-K were filed during the three months ended September 30, 1996.

In accordance with the requirements of the Securities Exchange Act of 1934, the registrant caused this report to be signed on its behalf by the undersigned, thereunder duly authorized.

SUPER VISION INTERNATIONAL, INC.

By: /s/ Brett M. Kingstone Date: November 11, 1996

Brett M. Kingstone, President and
Chief Executive Officer
(Principal Executive Officer)

By: /s/ John P. Stanney Date: November 11, 1996

John P. Stanney, Chief Financial Officer
(Principal Financial and Accounting Officer)

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THIS SCHEDULE CONTAINS SUMMARY FINANCIAL INFORMATION EXTRACTED FROM THE BALANCE SHEET AND STATEMENT OF OPERATIONS AND IS QUALIFIED IN ITS ENTIRETY BY REFERENCE TO SUCH FINANCIAL STATEMENTS
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