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 March 31, 1997

[ ] 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 May 12, 1997:
Class A Common Stock, $.001 par value	1,680,946
Class B Common Stock, $.001 par value	483,264

Traditional Small Business Disclosure Format

Yes X   No -----

SUPER VISION INTERNATIONAL, INC.

SUPER VISION INTERNATIONAL, INC.

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SUPER VISION INTERNATIONAL, INC.

CONDENSED BALANCE SHEETS

<TABLE>
<CAPTION>

ASSETS	MARCH 31, 1997	DECEMBER 31, 1996
<S>	<C>	
Current Assets:		
Cash and cash equivalents	$3,030,045	$3,327,965
Investments	107,667	107,667
Trade accounts receivable, less allowance for doubtful accounts of $46,909 and $41,866	892,351	1,310,057
Inventory, less reserve for excess inventory of $81,628	2,505,299	1,921,103
Advances to employees	29,555	25,524
Deferred tax asset	160,533	185,865
Cost and recognized profit in excess of billings	184,370	-
Other assets	134,806	72,781
Total current assets	7,044,626	6,950,962
Equipment and Furniture	1,788,988	1,764,706
Accumulated depreciation	(379,371)	(325,957)
Net equipment and furniture	1,409,617	1,438,749
Other Assets	241,406	229,489
	$8,695,649	$8,619,200

LIABILITIES AND STOCKHOLDERS' EQUITY

Current Liabilities:		
Accounts payable	$1,192,515	$1,020,478
Accrued liabilities	143,000	194,247
Accrued compensation and benefits	32,000	139,769
Payments in excess of costs and recognized profit on uncompleted contracts	-	53,702
Deposits	19,669	51,814
Income tax payable	35,000	19,388
Total current liabilities	1,422,184	1,479,398
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 issued and outstanding	1,681	1,681
Class B common stock, $.001 par value, 3,389,134 shares authorized, 483,264 and 3,375,134 issued and outstanding	483	3,375
Additional paid-in capital	7,621,545	7,633,653
Retained earnings (deficit)	(350,244)	(498,907)
Total stockholders' equity	7,273,465	7,139,802
	$8,695,649	$8,619,200

</TABLE>

SEE ACCOMPANYING NOTES TO CONDENSED FINANCIAL STATEMENTS.

SUPER VISION INTERNATIONAL, INC.

CONDENSED STATEMENTS OF OPERATIONS

	THREE MONTHS ENDED MARCH 31, 1997	1996
Revenues	$2,203,871	$1,368,989
Costs and Expenses:		
Cost of sales	1,320,352	871,359
Selling, general and administrative	666,409	363,597
Research and development	48,819	62,793
Total costs and expenses	2,035,580	1,297,749
Operating Income	168,291	71,240
Non-Operating Income (Expenses):		
Interest income	38,316	23,312
Interest expense	-	(746)
Loss on disposal of assets	-	(313)
Total non-operating income	38,316	22,253

Income Before Income Taxes	206,607	93,493
Income Tax Expense	57,944	-
Net Income	$ 148,663	$ 93,493
Income Per Common Share:		
Primary	$ 0.07	$ 0.05
Weighted Average Shares of Common Stock Outstanding:		
Primary	2,012,483	1,886,100

SEE ACCOMPANYING NOTES TO CONDENSED FINANCIAL STATEMENTS.

SUPER VISION INTERNATIONAL, INC.

CONDENSED STATEMENT OF STOCKHOLDERS' EQUITY

<TABLE>
<CAPTION>

	COMMON STOCK					
	CLASS A		CLASS B		ADDITIONAL PAID-IN CAPITAL	RETAINED EARNINGS (DEFICIT)
<S> <C>	SHARES	AMOUNT	SHARES	AMOUNT		
Balance, December 31, 1996	1,680,946	$1,681	3,375,134	$ 3,375	$7,633,653	$(498,907)
Retirement of Class B Escrow Shares	-	-	(2,891,870)	(2,892)	2,892	-
Issuance Costs for Shares Underlying Class A and B Warrants	-	-	-	-	(15,000)	-
Net Income for the Three Months Ended March 31, 1997	-	-	-	-	-	148,663
Balance, March 31, 1997	1,680,946	$1,681	483,264	$ 483	$7,621,545	$(350,244)

</TABLE>

SEE ACCOMPANYING NOTES TO CONDENSED FINANCIAL STATEMENTS.

SUPER VISION INTERNATIONAL, INC.

CONDENSED STATEMENTS OF CASH FLOWS

<TABLE>
<CAPTION>

	THREE MONTHS ENDED MARCH 31,	
	1997	1996
<S> <C>		
Cash Flows from Operating Activities:		
Net income	$ 148,663	$ 93,493
Adjustments to reconcile net income to net cash used in operating activities:		
Depreciation and amortization	54,601	44,245
Loss on disposal of fixed assets	-	313
(Increase) decrease in:		
Accounts receivable, net	417,706	(391,074)

Inventory	(584,196)	(9,620)
Other assets	(229,287)	(86,182)
Increase (decrease) in:		
Accounts payable	172,037	(34,797)
Accrued and other liabilities	(197,106)	30,413
Deposits	(32,145)	4,050
Total adjustments	(398,390)	(442,652)
Net cash used in operating activities	(249,727)	(349,159)
Cash Flows from Investing Activities:		
Acquisition of patents and trademarks	(8,911)	(5,656)
Purchase of equipment and furniture	(24,282)	(152,525)
Proceeds from disposal of equipment and furniture	-	400
Net cash used in investing activities	(33,193)	(157,781)
Cash Flows from Financing Activities:		
Issuance costs	(15,000)	-
Net cash used in financing activities	(15,000)	-
Net Decrease in Cash and Cash Equivalents	(297,920)	(506,940)
Cash and Cash Equivalents, beginning of period	3,327,965	2,327,775
Cash and Cash Equivalents, end of period	$3,030,045	$1,820,835

</TABLE>

SEE ACCOMPANYING NOTES TO CONDENSED FINANCIAL STATEMENTS.

SUPER VISION INTERNATIONAL, INC.

NOTES TO CONDENSED FINANCIAL STATEMENTS

FOR THE THREE-MONTH PERIODS ENDED MARCH 31, 1997 AND 1996

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 26, 1997, filed with the Securities and Exchange Commission.

2. STOCK OPTION PLAN:

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. The option price must be at least 100% of market value at the date of the grant.

The following table summarizes activity of the stock option plan for the period ended March 31, 1997:

	Options Available for Future Grant	Number of Shares	Option Price Per Share
Balance, December 31, 1996	69,769	176,131	$5.00-$9.25
Options granted	(50,200)	50,200	
Options exercised	-	-	
Options cancelled	1,800	(1,800)	
Balance, March 31, 1997	21,369	224,531	

Options granted vest ratably over a three-year period. As of March 31, 1997, 167,501 options were vested and exercisable.

3. INCOME TAXES:

The components of the net deferred tax asset recognized in the accompanying balance sheet at March 31, 1997 are as follows:

Deferred tax liability	$(58,746)
Deferred tax asset	282,001
Valuation allowance	(62,722)
	$ 160,533

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 March 31, 1997, the Company had approximately $334,000 in net operating loss carryforwards for federal and state income tax purposes, which expire in 2011.

5. INVENTORY:

Inventory at March 31, 1997 and December 31, 1996 consisted of the following components:

	March 31, 1997	December 31, 1996
Raw materials	$1,804,896	$1,334,429
Work in progress	35,595	50,122
Finished goods	746,436	618,180
	2,586,927	2,002,731
Less: Reserve for excess inventory	(81,628)	(81,628)
	$2,505,299	$1,921,103

ITEM 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

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, among other factors, competition in each of 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 GLOW(TM) and END GLOW(TM) 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 ended March 31, 1997 ("1997 quarter") were $2,203,871, as compared to $1,368,989 for the three months ended March 31, 1996 ("1996 quarter"), an increase of 61%. The increase in revenues is primarily attributable to sales of fiber optic cables and light sources in the international lighting market. Revenues in the domestic lighting, sign and pool markets were lower than expected due to severe weather conditions in portions of the United States. The increase in revenues during the 1997 quarter is also attributable to approximately $830,000 of revenue recognized under a long-term contract expected to be completed in May, 1997 for what the Company believes to be the world's largest custom fiber optic display. Management believes that efforts to penetrate the traditional markets for neon and other conventional lighting have resulted in increased market awareness of the Company's products and the Company intends to pursue expansion of the distribution of these products both domestically and internationally.

Cost of sales were approximately $1,320,000, or 60% of revenues, during the 1997 quarter, compared to approximately $871,000, or 64% of revenues in the 1996 quarter. The 1997 gross margin was favorably impacted by the effects of volume purchase discounts of product components. The Company has increased inventory levels of standard product components in order to take advantage of quantity discounts. These components are common to many of the Company's product lines and are not associated with one particular product or market. Additionally, the gross margin improved due to the implementation of improved manufacturing flow methods, particularly relating to the Company's light source products lines, which have resulted in lower unit overhead costs.

Selling, general and administrative expenses were approximately $666,000 during the 1997 quarter as compared to approximately $364,000 for the 1996 quarter, an increase of 83%. The Company greatly increased the level of marketing activities in the architectural lighting and sign markets, primarily through trade show attendance, trade advertising, new marketing literature and videos, in an effort to expand market share in these areas. Management believes these increased expenses are necessary to achieve future revenue increases in these target markets. Additionally, the Company increased personnel levels in the sales, marketing and customer service areas to support increased requests for information regarding the Company's products, which increased selling and marketing expense.

Research and development costs were approximately $49,000 during the 1997 quarter as compared with approximately $63,000 during the 1996 quarter, a decrease of 22%. The Company has concentrated on rapid, low cost development of commercially viable product lines utilizing previously performed research to shorten the time and decrease the costs involved in bringing new products to market. Management believes that research and development costs may increase as the Company intends to continue the development of several new product lines as well as focus product development on improving the brightness of the Company's fiber optic cables and light sources in future periods.

Interest income is derived from the short-term investments of liquid cash balances in low risk commercial paper and money market funds. Net interest income for the 1997 quarter was approximately $38,000 as compared to approximately $24,000 for the 1996 quarter. The increase is attributable to increased cash balances available for investment during the 1997 quarter, primarily as a result of the sale by the Company of 249,480 shares of Class A Common Stock for an aggregate amount of $1,945,480, net of issuance costs, in September, 1996.

Income taxes for the 1997 quarter include a provision for income taxes of approximately $78,000 which was offset by tax benefits of approximately $20,000 as a result of the carryforward of prior year tax losses.

The net income for the 1997 quarter was approximately $149,000, or $.07 per common share, as compared to approximately $93,000, or $.05 per common share, in the 1996 quarter. The increase is due to higher sales volumes and improvements in gross margins.

Liquidity and Capital Resources

At March 31, 1997, the Company had working capital of $5,622,442.

Cash decreased by approximately $298,000 during the 1997 quarter, primarily as a result of expansion of product components inventory by approximately $584,000. Inventory was expanded in order to take advantage of volume purchase discounts. Accounts receivable decreased by approximately $418,000 due to a reduction in credit extended to customers in order to finance the aforementioned inventory expansion. Other assets increased by approximately $229,000, primarily as a result of the recognition of revenues under a long-term contract accounted for under the percentage of completion method. Accounts payable increased by approximately $172,000 related to the expansion of inventory. Accrued and other liabilities decreased by approximately $197,000 primarily due to the payment of compensation amounts accrued as of December 31, 1996 which were paid in the 1997 quarter.

The Company has signed a lease for an approximately 70,000 square foot headquarters and production facility in Orlando. Management expects to incur approximately $850,000 in costs relating to the interior buildout and related equipment purchased for the facility. Completion and relocation to the new facility is expected in July, 1997.

Escrowed Shares

In January, 1994, the Company and certain stockholders of the Company entered into an agreement providing for the escrow of 2,918,000 shares held by such individuals (the "Escrow Shares"). In the event any of the shares were released from escrow to officers, directors and other employees of the Company, compensation expense would be recorded for financial reporting purposes as required by GAAP. As of March 31, 1997, the President and Chairman, Mr. Brett Kingstone, voluntarily retired 2,891,870 of his Escrow Shares. These shares of Class B Common Stock were returned to the Company treasury. 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 remaining 26,130 Escrow Shares, such release will be deemed additional compensation expense of the Company. Accordingly, the Company will, in the event of the release of such shares from escrow, recognize during the period in which the earnings threshold are met or are probable of being met or such minimum bid prices attained, charges which would have the effect of increasing the Company's loss or reducing earnings, if any, at such time.

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 March 31, 1997.

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: May 15, 1997

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

By: /s/ John P. Stanney — Date: May 15, 1997

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

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: Date: May 15, 1997

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

By: Date: May 15, 1997

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

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