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, 2001

[_] 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)

8210 Presidents Drive
Orlando, Florida 32809
(Address of Principal Executive Offices) (Zip Code)

(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 10, 2001:
Class A Common Stock, $.001 par value	2,078,676 shares
Class B Common Stock, $.001 par value	483,264 shares

Transitional Small Business Disclosure Format
Yes ___ No X

Super Vision International, Inc.

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</TABLE>

Super Vision International, Inc.
Condensed Consolidated Balance Sheets

<TABLE>
<CAPTION>

<S>	(Unaudited) March 31, 2001 <C>	December 31, 2000 <C>
ASSETS		
Current Assets:		
Cash and cash equivalents	$ 1,269,650	$ 1,673,639
Investments	1,399,873	1,398,517
Trade accounts receivable, less allowance for doubtful accounts of $146,693 at March 31, 2001 and December 31, 2000 respectively	2,475,421	2,024,701
Inventories less reserve of $400,007 at March 31, 2001 and $411,474 at December 31, 2000	2,282,057	2,302,154
Prepaid expense	146,401	83,348
Other assets	36,106	26,000
Total current assets	7,609,508	7,508,359
Property and Equipment	7,000,508	6,958,365
Accumulated depreciation and amortization	(2,432,890)	(2,271,136)
Net property and equipment	4,567,618	4,687,229
Goodwill, less accumulated amortization of $4,991 at March 31, 2001 and $4,679 at December 31, 2000	21,212	21,524
Patents and trademarks, less amortization of $44,533 at March 31, 2001 and $41,028 at December 31, 2000	135,812	134,321
Other assets	161,446	160,327
	$ 12,495,596	$ 12,511,760
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current Liabilities:		
Accounts payable	$ 1,366,336	$ 1,317,007
Accrued compensation and benefits	745	86,918
Deposits	36,510	25,753
Current portion of obligation under capital lease	76,933	68,388
Total current liabilities	1,480,524	1,498,066
Obligation Under Capital Lease	3,039,816	3,060,556
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, 2,065,543 issued and outstanding	2,066	2,066
Class B common stock, $.001 par value, authorized 3,389,134 shares, 483,264 issued and outstanding	483	483
Accumulated other comprehensive loss	(9,938)	(9,938)
Additional paid-in-capital	10,520,808	10,520,808
Accumulated deficit	(2,538,163)	(2,560,281)
Total stockholders' equity	7,975,256	7,953,138
	$ 12,495,596	$ 12,511,760

</TABLE>

See accompanying notes to unaudited condensed consolidated financial statements.

Super Vision International, Inc.
Condensed Consolidated Statements of Operations - unaudited

<TABLE>

<CAPTION>

	Three Months Ended March 31, 2001	2000
<S>	<C>	<C>
Revenues	$ 3,416,147	$ 2,527,281
Cost and Expenses:		
Cost of sales	2,283,357	1,794,821
Selling, general and administrative	939,507	594,833
Research and development	97,827	100,457
Total costs and expenses	3,320,691	2,490,111
Operating Income	95,456	37,170
Non-Operating Income (Expense):		
Interest income	40,601	42,987
Interest expense	(109,185)	(110,318)
Loss on investment	(4,754)	--
Other Income	--	15,500
Total non-operating expense	(73,338)	(51,831)
Income (Loss) Before Income Taxes	22,118	(14,661)
Income Tax Expense	--	--
Net Income (Loss)	$ 22,118	$ (14,661)
Net Income (Loss) Per Common Share:		
Basic	$ 0.01	$ (0.01)
Diluted	$ 0.01	$ (0.01)

</TABLE>

See accompanying notes to unaudited condensed consolidated financial statements.

Super Vision International, Inc.
Condensed Consolidated Statements of Cash Flows - unaudited

<TABLE>
<CAPTION>

	Three Months Ended March 31, 2001	2000
<S>	<C>	<C>
Cash Flows from Operating Activities:		
Net income (loss)	$ 22,118	$ (14,661)
Adjustments to reconcile net income (loss) to net cash provided by operating activities:		
Depreciation	165,571	170,319
Decrease in inventory reserve	(11,467)	(42,738)
Changes in operating assets and liabilities:		
(Increase) decrease in:		
Trade accounts receivable, net	(450,720)	185,098
Inventories	31,564	270,407
Prepaid expense	(63,053)	(97,195)
Other assets	(11,226)	(1,056)
Increase (decrease) in:		
Accounts payable	49,329	(264,852)
Accrued compensation and benefits	(86,173)	(62,779)
Deposits	10,757	(17,479)
Total adjustments	(365,418)	139,725
Net cash (used in) provided by operating activities	(343,300)	125,064
Cash Flows from Investing Activities:		
Purchase of property and equipment	(42,142)	(35,255)
Purchase of investments	(1,356)	(5,224)
Acquisition of patents and trademarks	(4,996)	(2,028)
Deposits on equipment	--	(1,378)

Net cash used in investing activities	(48,494)	(43,885)
Cash Flows from Financing Activities:		
Cost on issuance of common stock	--	(10)
Payments on capital lease obligation	(12,195)	(11,098)
Proceeds from exercise of employee stock options	--	24,702
Net cash (used in) provided by financing activities	(12,195)	13,594
Net (Decrease) Increase in Cash and Cash Equivalents	(403,989)	94,773
Cash and Cash Equivalents, beginning of period	1,673,639	1,172,855
Cash and Cash Equivalents, end of period	$ 1,269,650	$ 1,267,628

</TABLE>

See accompanying notes to unaudited condensed consolidated financial statements.

Super Vision International, Inc.
Notes to Condensed Consolidated Financial Statements (unaudited)

1. Summary of Significant Accounting Policies:

Principles of Consolidation and Basis of Presentation

The consolidated financial statements include the accounts of Super Vision International, Inc. and its wholly-owned subsidiary Oasis Waterfalls, LLC. (collectively, the "Company"). All significant inter-company balances and transactions have been eliminated.

In the opinion of the Company, the accompanying unaudited condensed consolidated financial statements contain all adjustments, consisting only of normal recurring accruals necessary to present fairly the Company's consolidated 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 consolidated 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 22, 2001, filed with the Securities and Exchange Commission.

Business

The Company is engaged in the design, manufacture and marketing of SIDE-GLOW(R) and END GLOW(R) fiber optic lighting cables, light sources, waterfalls and "point-to-point" fiber optic signs and displays. The Company's products have a wide variety of applications in the signage, swimming pool, architectural, advertising and retail industries.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Research and Development

Research and development costs to develop new products are charged to expense as incurred.

Advertising

Advertising costs, included in selling, general and administrative expenses, are expensed when the advertising first takes place.

Cash Equivalents

Temporary cash investments with an original maturity of three months or less are considered to be cash equivalents.

1. Summary of Significant Accounting Policies (Continued):

Investments

Marketable equity securities and debt securities are classified as available-for-sale. Available-for-sale securities are carried at fair value, with the unrealized gains and losses, net of tax, reported as comprehensive income (loss) and as a separate component of stockholders' equity. The amortized costs of debt securities in this category is adjusted for amortization of premiums and accretion of discounts to maturity. Such amortization is included in investment income. Realized gains and losses and declines in value judged to be other-than-temporary on available-for-sale securities are included in investment income. The cost of securities sold are based on the specific identification method. Interest and dividends on securities classified as available-for-sales are included in investment income. There were no material unrealized gains or losses on securities at March 31, 2001 or 2000.

At March 31, 2001 investments were comprised of U.S. Corporate Securities and equity securities of approximately $1,005,000 and $395,000 respectively. The investment in U.S. Corporate Securities matures in 2001.

Derivative Investments and Hedging Activities

As of January 1, 2001, the Company adopted Financial Accounting Standards Board (FASB) Statement No. 133, Accounting for Derivative Instruments and Hedging Activities. FASB Statement 133 requires the Company to recognize all derivatives on the balance sheet at fair value. Derivatives that are not hedges must be adjusted to fair value through income. If a derivative is a hedge, depending on the nature of the hedge, changes in the fair value of the derivative will either offset against the change in fair value of the hedged item through earnings or be recognized in comprehensive income until the hedged item is recognized in earnings. As of and since the adoption of FASB 133, the Company has not entered into any derivative instruments, as defined in the statement.

2. Inventories:

Inventories consisted of the following components:

<TABLE>
<CAPTION>

<S>	(Unaudited) March 31, 2001 <C>	December 31, 200 <C>
Raw materials	$ 1,837,198	$ 1,759,504
Work in progress	9,477	12,461
Finished goods	835,389	941,663
	2,682,064	2,713,628
Less: Reserve for excess inventory	(400,007)	(411,474)
	$ 2,282,057	$ 2,302,154

</TABLE>

Super Vision International, Inc.
Notes to Condensed Financial Statements (unaudited) - Continued

3. Capital Lease:

The Company leases its operating facility from a corporation owned by the Company's Chief Executive Officer. The lease has a fifteen-year term, and became effective June 15, 1997, extending through June 15, 2012.

Assets recorded under capital lease and included in property and equipment are as follows:

<TABLE>

<S>	<C>
Office/Warehouse building	$ 3,081,000
Less accumulated amortization	(770,250)
	$ 2,310,750

Future minimum annual lease payments for remainder of 2001 and years subsequent thereto in the aggregate are as follows:

2001	$ 453,649
2002	610,596
2003	628,404
2004	641,127
2005	659,821

2006 and thereafter	4,604,030
Minimum lease payments	7,597,627
Less amount representing interest and executory costs	(4,480,878)
Present value of net minimum lease payments under capital	$ 3,116,749

</TABLE>

Deposits paid under this lease agreement totaled $58,167 at March 31, 2001.

4. Stock Option Plan:

The Company has a stock option plan that provides for the grant of incentive stock options and nonqualified stock options for up to 450,000 shares of the Company's Class A common stock 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 three-month period ended March 31, 2001:

<TABLE>
<CAPTION>

<S>	Options Available for Future Grant <C>	Number Of Shares <C>	Option Price Per Share <C>
Balance, January 1, 2001	53,921	327,001	$3.28 - $9.31
Options granted	(23,300)	23,300	$5.88 - $6.34
Options cancelled	3,650	(3,650)	$5.94 - $8.13
Balance, March 31, 2001	34,271	346,651	

</TABLE>

Options granted vest ratably over a three-year period or vest based on achievement of certain performance criteria. As of March 31, 2001, 227,355 options were vested and exercisable.

5. Earnings (Loss) Per Share:

The following table sets forth the computation of basic and diluted earnings (loss) per share in accordance with SFAS No. 128, "Earnings per Share."

<TABLE>
<CAPTION>

	For the Three Months Ended March 31,	
<S>	2001 <C>	2000 <C>
Numerator:		
Net income (loss) (numerator for basic and diluted earnings (loss) per share)	$ 22,118	$ (14,661)
Denominator:		
Denominator for basic earnings (loss) per share -weighted average shares	2,548,807	2,564,644
Effect of dilutive securities:		
Options	22,897	-
Warrants	8,416	-
Dilutive potential shares	31,313	-
Denominator for diluted earnings (loss) per share -adjusted weighted average shares	2,580,120	2,564,644
Basic earnings (loss) per share	$ 0.01	$ (0.01)
Diluted earnings (loss) per share	$ 0.01	$ (0.01)

</TABLE>

Certain warrants are not included in the computation of earnings (loss) per share because the related shares are contingently issuable or to do so would have been anti-dilutive for the periods presented.

6. Contingencies:

The Company was recently notified by Hayward of an alleged intentional violation by the Company of the distributorship agreement to which the Company and Hayward are parties as a result of the Company's sale of its products into the exclusive swimming pool, spa and hot tub market granted to Hayward thereunder. Hayward has informed the Company that it believes that the alleged violation is a material and non-curable breach of the distributorship agreement.

In April 2001, the Company filed a lawsuit in Orange County, Florida against Hayward Pool Products ("Hayward") for an alleged violation by Hayward of the distributorship agreement to which the Company and Hayward are parties as a result of Hayward's sale of a competitor's product into the exclusive swimming pool, spa and hot tub market granted to Hayward thereunder. The Company plans to pursue its claims vigorously. Due to the status of the litigation, management is unable to estimate the possible loss or recovery or range of loss or recovery, if any at this time

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 unaudited Condensed 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, as amended, 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", "should", "expect", "plan", "believe", "estimate", "anticipate", "continue", "predict", "forecast", "intend", "potential", 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, the condition of the international marketplace and the evolving nature of the Company's fiber optic technology. Additional information concerning these or other factors which could cause actual results to differ materially from those contained or projected in, or even implied by, such forward-looking statements is contained in this report and also from time to time in the Company's other Securities and Exchange Commission filings. Although the Company believes that the assumptions underlying the forward-looking statements are reasonable, any of the assumptions could prove inaccurate and, therefore, there can be no assurance that the forward-looking information will prove to be accurate.

Results of Operations

Revenues are derived primarily from the sale of fiber optic Side Glow(R) and End Glow(R) cable and light sources, lighting accessories, endpoint signs and displays along with fiber optically lit waterfalls and water features. Revenues for the three months ended March 31, 2001 were approximately $3,416,000 as compared to approximately $2,527,000 for the three months ended March 31, 2000, an increase of approximately $ 889,000 or 35 %. The increase was primarily the result of growth in the domestic architectural lighting and international markets, which increased 154% and 42% respectively, as compared to the three months ended March 31, 2000. Pool and sign revenues declined 37% and 12% respectively as compared to the quarter ended March 31, 2000.

The Company derived approximately 27% of its total revenues from Hayward for the three months ended March 31, 2001, as compared to approximately 45% for the same period in 2000. The Company was recently notified by Hayward of an alleged intentional violation by the Company of the distributorship agreement to which the Company and Hayward are parties as a result of the Company's sale of its products into the exclusive swimming pool, spa and hot tub market granted to Hayward thereunder. Hayward has informed the Company that it believes that the alleged violation is a material and non-curable breach of the distributorship agreement. In April 2001, the Company filed a lawsuit in Orange County, Florida against Hayward for an alleged violation by Hayward of the distributorship agreement to which the Company and Hayward are parties as a result of Hayward's sale of a competitor's product into the exclusive swimming pool, spa and hot tub market granted to Hayward thereunder. Depending on the length of time to resolve the dispute, the Company may experience slower than anticipated pool sales over the remainder of the year.

Gross margin for the quarter ended March 31, 2001 was approximately $1,133,000 or 33% as compared to approximately $732,000 or 29% for the three months ended March 31, 2000. The gross margin is dependent, in part, on product mix, which fluctuates from time to time. The increase in gross margin dollars from the first quarter of 2000 was mainly due to the increased volume of domestic architectural lighting products. The increase in the gross margin percentage from 30% to 33% was the result of enhancements to the Company's sales process as well as the implementation of cost reductions in material components.

In April 2001 WPI Electronics ("WPI") and the Company began the process of finalizing a settlement agreement to pay the Company $45,000 for approximately $139,000 of product included in the Company's inventory in connection with litigation between the two companies. In addition, the effect of the settlement is to terminate any additional liability related to the outstanding contract between the Company and WPI for the purchase of approximately $1,772,000 of power supplies. The agreement is anticipated to be complete in May 2001. Upon the completion of the settlement agreement between WPI and the Company, the Company will offset the reduction in inventory against the proceeds of the settlement, which is expected to reduce gross margin for the quarter ended June 30, 2001.

Selling, general and administrative expenses were approximately $940,000 during the three months ended March 31, 2001 as compared to approximately $595,000 for the same period ended 2000, an increase of approximately $345,000 or 58%. The increase was principally due to additional sales and marketing related expenses.

Research and development costs were approximately $98,000 during the three months ended March 31, 2001 as compared to approximately $100,000 during the same period in 2000.

Interest expense of approximately $109,000 for the quarter ended March 31, 2001 as compared to approximately $110,000 for the same period last year relates to the capital lease in connection the Company's facility in Orlando, Florida.

The Company has provided a full valuation allowance against income tax benefits resulting from losses incurred on operations and as a result there was no provision for income tax during the three months ended March 31, 2001 and 2000 respectively.

The net income for the three months ended March 31, 2001 was approximately $22,000 or $0.01 per basic and diluted common share, as compared to net loss of approximately $(15,000), or $(0.01) per basic and diluted common share, for the quarter ended March 31, 2000. The increase was primarily due to an increase in gross margin offset by higher general and administrative expense as well as an increase in non-operating expense.

Liquidity and Capital Resources

At March 31, 2001 the Company had working capital of approximately of $6,129,000.

Net cash used in operations amounted to approximately $343,000 for the quarter ended March 31, 2001 as compared to approximately $125,000 provided by operating activities for the first quarter of 2000. The most significant use of cash was generated by the increase in trade accounts receivable. Trade accounts receivable increased by approximately $451,000 mainly due to the timing of customer payments. Net cash used in investing activities for the quarter ended March 31, 2001 amounted to approximately $48,000. The purchase of computer and software equipment (approximately $19,000), tooling (approximately $9,000), building improvements (approximately $6,000) and tools (approximately $6,000) primarily accounted for the use of cash in investing activities. Net cash used in financing activities for the three months ended March 31, 2001 amounted to approximately $12,000 in payments on the capital lease obligation related to the Company's facility

PART II

Item 1. Legal Proceedings.

In September 1999, WPI Electronics (`WPI") filed a lawsuit against the Company for breach of contract in the United States District court for the District of New Hampshire (Case number C-99-426-B) relating to the delivery of goods and claiming approximately $576,000 in damages. The Company filed a motion to dismiss this action and a separate action against WPI in the U.S. District Court for the Middle District of Florida claiming that the goods delivered by WPI were defective and claiming approximately $1,647,000 in damages including recovery of inventory on hand and goods previously returned but already paid approximating $198,000. In April 2001, WPI and the Company began the process of finalizing a settlement agreement to pay the Company $45,000 for approximately $139,000 of product included in the Company's inventory. In addition, the effect of the agreement is to terminate any additional liability related to the outstanding contract to purchase power supplies of approximately $1,772,000 from WPI. The agreement is anticipated to be complete in May 2001.

In April 2001, the Company filed a lawsuit in Orange County, Florida against Hayward for an alleged violation by Hayward of the distributorship agreement to which the Company and Hayward are parties as a result of Hayward's sale of a competitor's product into the exclusive swimming pool, spa and hot tub market granted to Hayward thereunder. The Company plans to pursue its claims vigorously.

Item 6. Exhibits and Reports on Form 8-K

Reports on Form 8-K. The Company did not file any report on Form 8-K during the first quarter of 2001.

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 14, 2001

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

By: /s/ Larry J. Calise   Date: May 14, 2001

Larry J. Calise, Chief Financial Officer

(Principal Financial and Accounting Officer)