VIEW SYSTEMS INC
Form 10-K/A
June 29, 2009

U.S. SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K

Amendment No. 1

(Mark One)

[X] ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2008

OR

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

VIEW SYSTEMS, INC.

(Exact name of registrant as specified in its charter)

Nevada

59-2928366

(State or other jurisdiction of incorporation or organization)

(I.R.S. Employer Identification No.)

1550 Caton Center Drive, Suite E, Baltimore, Maryland

21227

(Address of principal executive offices)

(Zip Code)

Issuer s telephone number: (410) 242-8439

Securities registered pursuant to Section 12(b) of the Act: **None**

Securities registered pursuant to Section 12(g) of the Act: **Common Stock, $0.001 Par Value**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. [ ] YES [X] NO

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. [ ] YES [X] NO

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.

[X] YES [ ] NO

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant s knowledge, in a definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. [X] 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.

Large accelerated filer [ ]

Accelerated filer [ ]

Non-accelerated filer [ ]

Smaller reporting company [X]

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

[ ] YES

[X] NO

The aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was sold as of December 31, 2008 was $687,009.

The number of shares outstanding of the issuer s common stock as of the latest practicable date was 17,175,222 shares.

Purpose of This Amendment

We are amending our Form 10-K for the year ended December 31, 2008 to (i) correct our disclosure about Mr. Than s compensation as an officer, which we had erroneously stated in one place on the Form 10-K that no officers were compensated, (ii) adjust our presentation of 2007 unregistered common stock sales to account for the effects of a reverse stock split in 2008, (iii) amplify our MD&A disclosure of a proposed acquisition of Wytan Corp. in our MDA and (iv) amplify our disclosure of Liquidity and Capital Resources to make clear that we had a change in capital resources from our traditional sources. We also made clear that two directors who were appointed during 2008 resigned in October 2008.

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Safe Harbor Statement Under the Private Securities Litigation Reform Act of 1995

Information included in this Form 10-K/A contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (Securities Act), and Section 21E of the Securities Exchange Act of 1934, as amended (Exchange Act). This information may involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of View Systems, Inc. (the Company), to be materially different from future results, performance or achievements expressed or implied by any forward-looking statements. Forward-looking statements, which involve assumptions and describe future plans, strategies and expectations of the Company, are generally identifiable by use of the words may, will, should, expect, anticipate, estimate, believe, intend, or project or the negative of these words or other variations on these words or comparable terminology. These forward-looking statements are based on assumptions that may be incorrect, and there can be no assurance that these projections included in these forward-looking statements will come to pass. Actual results of the Company could differ materially from those expressed or implied by the forward-looking statements as a result of various factors. Except as required by applicable laws, the Company has no obligation to update publicly any forward-looking statements for any reason, even if new information becomes available or other events occur in the future.

PART I

ITEM 1. BUSINESS.

In this report the context requires otherwise, references to the "Company", "View Systems", "we", "us" and "our" are to View Systems, Inc.

General Development of Business

View Systems was incorporated in Florida on January 25, 1989, as Beneficial Investment Group, Inc. and became active in September 1998 when we began development of our digital video product line and changed the company's name to View Systems, Inc. Starting in 1999 we expanded our business operations through a series of acquisitions of technologies we use in our digital video recorder technology products and in our concealed weapons technology.

On July 25, 2003, View Systems incorporated View Systems, Inc. as a wholly-owned Nevada corporation for the sole purpose of changing the domicile of the company from Florida to Nevada. On July 31, 2003, articles of merger were filed with the states of Florida and Nevada to complete the domicile change.

Business of Issuer

View Systems, Inc. develops, produces and markets computer software and hardware systems for security and surveillance applications. In 1998 digital video recorder technology was our first developed product and we enhanced this product line by developing interfaces with other various technologies, such as facial recognition, access control cards and control devices such as magnetic locks, alarms and other common security devices. In 2003 we sold this product to various commercial entities included schools, restaurants, night clubs, car washers and car dealers (license plate recognition was incorporated into these types of installations), ranches and gas stations. In these installations we integrated the digital video recorded technology with other electronic devices and we gained knowledge of the security needs of a wide range of businesses.

We expanded our product line in 2002 to include a concealed weapons detection system we call ViewScan. We have penetrated four major market segments for this product: correctional facilities, courts, probation offices and federal facilities in the Mid-Atlantic states, the West Coast and the South. In 2003 we added a hazardous material first response wireless video transmitting system to our product line we refer to as Visual First Responder. The markets for these units are first responder units such as the National Guard, Coast Guard, Army, state law enforcement agencies and fire departments. Both of these technologies were licensed from the department of Energy National Lab in Idaho. Until 2005 we assembled all of our products in-house, but we currently contract with third party manufacturers to manufacture the components of ViewScan and Visual First Responder products.

Products and Services

1. ViewScan Concealed Weapons Detection System

We acquired exclusive licenses to manufacture, use, sub-license and distribute technology and processes for the concealed weapons detection technology and the first response wireless video transmitting system from Bechtel BWXT Idaho, LLC. Bechtel BWXT Idaho, LLC manages and operates the U.S. Department of Energy's Idaho National Engineering Laboratory ("Idaho Engineering Lab"). The development of the concealed weapons detection technology was funded by the National Institute of Justice and development was performed by the Idaho Engineering Lab. The ViewScan concealed weapons detection technology was patented by the Department of Energy and approved by the Federal Aviation Administration. Until last fall View Systems owned the exclusive worldwide rights to the ViewScan technology and ongoing improvements currently being funded by the National Institute of Justice. Over time View has developed propriety components and made sufficient engineering design changes to the ViewScan product to allow lower costs and to accommodate the price points required by competitive pressures. The knowledge gained through this process is allowing View to apply for new provisional patents which incorporate new innovative sensing and data processing methods.

This product is a walk-through concealed weapons detector which uses data sensing technology to accurately pinpoint the location, size and number of concealed weapons. The controlling processors for this walk-through portal is a master processing board and a personal computer based unit which receives magnetic and video information and combines it in a manner that allows the suspected location of the weapon to be stored electronically and referenced. ViewScan products were distributed in three basic configurations; stand-alone units, portable units and integrated door systems.

Our marketing efforts and sales have been to courthouses, schools, correction facilities, and other public/governmental facilities, rather than public airports.

While electromagnetic induction systems of the type described above have been used for decades as concealed weapons detection systems, they are not without their problems. For example, such electromagnetic induction systems are generally sensitive to the overall size, i.e., surface area of the object, including its mass. Consequently, small, compact, but massive objects, such as a small pistol, may not produce a "signature" that is significantly larger than the signature produced by a light weight object of the same or greater size, such as a cell phone or compact camera. Another problem associated with electromagnetic induction systems is related to the fact that electromagnetic systems are sensitive to electrically conductive objects, regardless of whether they are magnetic or non-magnetic. That is, electromagnetic systems tend to detect non-magnetic objects, such as pocket change, just as easily as magnetic objects, such as weapons. Consequently, electromagnetic systems tend to be prone to false alarms. In many circumstances, such false alarms need to be resolved by scanning the suspect with a hand-held detector in order to confirm or deny the presence of a dangerous weapon.

The software calculates the difference between the magnetic field strength with the object in the magnetic field inside the sensors' range and the normal magnetic field strength. Then the system displays the results in graph format on a video display unit. Since the ViewScan technology does not use transmitters to produce electromagnetic induction, it does not pose a problem for pacemakers.

Radiation measurement devices are difficult to incorporate with ordinary metal detectors. They generate magnetic gradients which would spin the nuclear radiation outside the sensing fields. The ViewScan can incorporate radiation sensors which can be of significant value in hospitals, research institutions and nuclear facilities.

The ViewScan portal uses an array of advanced magnetic sensors, each with internal digital signal processors. The sensors communicate with the control unit's software which spatially places identified magnetic anomalies and visually places the location of the potential threat object with a red dot that is superimposed over a real time snapshot image of the person walking through the portal. Along with the snapshot, a graph displays the sensor data which automatically scales the signal strength of the individual sensors and cross-references them to the video image. All of this information is brought together on a video screen that displays the image of the person, the location of the weapon(s) and the size of the weapon(s), depending on the intensity of the magnetic signature. The visual image allows the operator to determine what the object is without the need to conduct a personal search to locate the object and look at it.

The ViewScan system operates faster than ordinary metal detectors and can scan as high as 1,200 persons per hour.

The ViewScan self calibrates and does not need operator intervention or special calibration tools.

The ViewScan weapons detection system can be controlled via a central monitoring station using a Windows operating system and Pentium hardware. This can include additional closed-circuit television, two-way voice communication, door interlock, card-key and other biometric identification or access control components. The functionality of the ViewScan portal is increased by access control, database recording, video capture and archiving of images.

In 2004 we introduced the ViewScan product to the venue and stadium market. In February 2005 we tested the ViewScan at the pre-game venues of the Super Bowl football game in Jacksonville, Florida. During that installation, the portal scanned up to 3,000 to 4,000 people and at various times throughput ranged from approximately 600 to 1,200 persons per hour.

During 2005 we contracted with the University of Northern Florida to design new sensor boards for the ViewScan product which has allowed us to reduce the installed sensor cost by a factor of four. The new lower costs allow us to offer price points to the market which compete directly with traditional metal detectors. We sell these units for an average retail price of approximately $10,000 with a one year extended warranty. We feel the new reduced price points and enhanced interface abilities will allow us to be more competitive, along with the advantages of three to four times the throughput rate, non-contact imaging and permanent visual storage, and a log of all individuals scanned. We are making additional cost reductions through economies of scale and larger scale integration by taking advantage of ongoing computer component improvements.

In February 2006 we demonstrated a ViewScan product with a precision optical biometric fingerprint terminal. We had developed this product with Sagem Morpho, a multi-biometric solutions provider. In March 2006 the Georgia Courts placed a purchase order for three Secure Scan II units with fingerprint identification capabilities. As expected, the demand for biometric interfaces has increased significantly. In addition to verifying that an individual is not carrying guns, knives and sometimes cameras, the units can perform multi-modal double and triple identity checks, including: fingerprint, facial, iris, drivers license and employee identification card verification.

In spring of 2006 we entered into an additional CRADA (Cooperative Research and Development Agreement) with the Idaho National Laboratory (INL) to integrate nuclear radiation sensors into the ViewScan portal. We paid $50,000 (of a $200,000 total) as initial investment to license and deploy these sensors with the help of INL. We also hired an additional electrical engineer to reengineer the ViewScan to integrate this additional data with the magnetic and visual data processed by the firm/software. The entire processing system was rewritten into a Linux based Java operating system by another engineer hired for that purpose.

We intend to continue development to integrate explosive and other detections capabilities into the ViewScan.

2. Visual First Responder

In December 2003 View Systems obtained exclusive licensing and marketing rights for the HAZMAT CAM technology from the U.S. Department of Energy's INL.

Visual First Responder is a lightweight, wireless camera system housed in a tough, waterproof flashlight body. The camera system sends back real-time images to a computer or video monitor at the command post located outside the exclusion zone or containment area. Visual First Responder is able to transmit high quality video in the most difficult environments. It uses a patented triple-diversity antenna system that minimizes signal distortion in urban environments. Traditional wireless videos use one antenna and a single receiver. The problem with this configuration is that signals multi-path, which means they bounce off other structures, like buildings, file cabinets, etc., on the way to the receiver. This multi-pathing causes interference and seriously degrades the video images. The Visual First Responder receiver seeks the strongest signal from each of the three antennas and locks in that signal, resulting in a more reliable and clearer image.

The image is received from the Visual First Responder monitor or on the Visual First Responder color LCD monitor and can be easily recorded using a common camcorder or VCR with video input. The camera can be completely submerged for fast and easy decontamination. We also offer a unit with 360 degree coverage of a target area.

Visual First Responder also uses Extension Link which is a separate transmitter and receiving system that increases the operating range of the Visual First Responder. The Extension Link has field-selectable channels to avoid interference at longer distances. We have also incorporated a video encryption feature that allows first responders to transmit on-scene video to the command post without the data being intercepted by unwanted parties.

The complete Visual First Responder fully deployed by one person in a stand alone configuration in less than 10 minutes. The system is battery operated and can operate for eight continuous hours using one set of spare camera batteries. We sell this base product for approximately $18,000 retail, but the cost can be as high as $30,500 depending on additional special features such as the extension link and encryption capabilities.

In March 2006 we introduced the Visual First Responder M2. This new product allows "hands-free" operation of the unit because it allows the person to wear the unit as a helmet mounted monocle. In 2007 we introduced the Multi-Mission Mobil Video (MMV) and field deployed it for testing.

We have chosen to not continue with the VFR product and are finding the MMV superior and more in line with customer needs and desires both functionally and cost wise.

3. ViewMaxx Digital Video System

ViewMaxx is a high-resolution, digital video recording and real-time monitoring system. This system can be scaled to meet a specific customer's needs by using anywhere from one camera up to 16 surveillance cameras per each ViewMaxx unit. The system uses a video capture card recording which translates closed-circuit television analog video data (a format normally used by broadcasters for national television programs) to a computer readable digital format to be stored on direct access digital disk devices rather than the conventional television format of video tape.

ViewMaxx offers programmable recording features that can eliminate the unnecessary storage of non-critical image data. This ability allows the user to utilize the digital disk storage more efficiently. The ViewMaxx system can be programmed to satisfy each customer's special requirements, be it coverage which is continuous, or only when events are detected. For example, it can be programmed to begin recording when motion is detected in a surveillance area, or a smaller field of interest within the surveillance area, and can be programmed to notify the user with an alarm or message.

Viewing of the stored digital images can be performed locally on the computer's video display unit or remotely through the customer's existing telecom systems or data network. It also uses a multi-mode search tool to quickly play back files with simple point and click operations. The search mode parameters can be set according to a specific monitoring need, such as: certain times of day, selected areas of interest in the field of view or breaches of limit areas. These features and abilities avoid the need to review an entire, or many, VCR tapes for a critical event.

Our ViewMaxx products include the following features:

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Use any and all forms of telecommunications, such as standard telephone lines;

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Video can be monitored 24 hours a day by a security monitoring center;

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Local and remote recording, storage and playback for up to 28 days, with optional additional storage capability;

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The system may be set to automatically review an area in a desired camera sequence;

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Stores the video game image according to time or a criteria specified by the customer and retrieves the visual data selectively in a manner that the customer considers valuable or desirable;

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The system may trigger programmed responses to events detected in a surveillance area, such as break-ins or other unauthorized breaches of the secured area;

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Cameras can be concealed in ordinary home devices such as smoke detectors;

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The system monitors itself to insure system functionality with alert messages in the event of covert or natural interruption; and

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Modular expansion system configuration allows the user to purchase add-on components at a later date.

Depending on the features of a particular system the retail price can range from approximately $1,500 up to $6,500.

4. Additional Products

We also offer integration of other products with ViewScan or ViewMaxx. Biometric verification is a system for recognizing faces and comparing them to known individuals, such as employees or individuals wanted by law enforcement agencies. This product can be interfaced with ViewScan and/or ViewMaxx to limit individual access to an area. ViewScan and/or ViewMaxx can be coupled with magnetic door locks to restrict access to a particular area. We also offer a central monitoring or video command center for ViewScan or ViewMaxx products.

In addition, we offer support services for our products which include:

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On site consulting/planning with customer architect and engineers,

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Installation and technical support,

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Training and "Train the Trainer" programs, and

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Extended service agreements.

Our Market

Our family of products offers government and law enforcement agencies, commercial security professionals, private businesses and residential consumers an enhanced surveillance and detection capacity. Management has chosen to avoid the air passenger traffic and civilian airport market for metal detection because we believe that a larger market exists in venues such as sporting events, concerts, and race tracks, and schools, courthouses and municipal buildings, and law enforcement agencies.

Commercial business users represent the greatest potential users of our surveillance and weapons detection products. Commercial businesses have already realized the need for surveillance and use of access control devices for protection of employees, customers, and assets. Our products can curtail crime and prevent loss caused by employees and others. The market for surveillance technology includes many types of commercial buildings; including, hospitals, schools, museums, retail, manufacturing and warehousing facilities.

Our ViewScan products and technology can be used where there is a temporary requirement for real-time weapons detection devices in areas where a permanent installation is cost prohibitive or impractical. For example, our ViewScan portal could be set up for special events, concerts, and conventions. Our systems may reduce the need for a large guard force and can provide improved pedestrian traffic flow into an event because individuals can be scanned quickly and false alarms are reduced.

Schools have been very receptive and enthusiastic about the ViewScan portal and its integration with School Technology Management's Comprehensive Attendance/Security System, now named Access411. In early October 2003 we announced an alliance with School Technology Management, Inc. to integrate and market its products with ours. School Technology Management developed the comprehensive Attendance, Administration and Security System ("Comprehensive Attendance/Security System"), which is designed to use a magnetic card swipe system to monitor identification of students entering a school and to verify each student's attendance. School Technology Management combined our ViewScan portal with its card swipe system.

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With the combined technology a student enters the portal and is scanned for any threat objects and his or her identity is concurrently confirmed to school security officers. During the spring semester of 2004, a subcontractor of the National Institute of Justice conducted a study of the effectiveness of the ViewScan portal in a school environment and the results were positive. The combined technology has been tested in schools in New York and Philadelphia. Management estimates that there are over 120,000 schools in the United States that may have problems with violence, truancy and other safety considerations, which may be addressed by the combined technology.

In addition to school security, the gathering of video and data images and weapons detection is commonplace in law enforcement. Because our technology can be used for stakeouts and remote monitoring of areas, we believe there is a market potential with law enforcement agencies. A primary market for our ViewScan portal is federal and state government courthouses, county and municipal buildings, and correctional facilities. We have installed our ViewScan weapons detection products in a variety of court house situations.

The Visual First Responder product's market includes state National Guard units and first response agencies such as firemen, police, SWAT, and homeland security response teams.

The residential home security user may purchase our products from either commercial companies installing self-contained or centrally monitored systems, or directly from retail distribution centers. However, at this time we do not have retail agreements in place. Using our technology, individuals may run their own perimeter and interior surveillance systems from their own home computer. Real-time action at home can be monitored remotely through a modem and the Internet. There is also the capability to make real-time monitors wireless. An additional advantage of our technology is that it allows for the storage of information on the home computer and does not require a VCR. This capability may reduce the expense and time of the home installation and may make installation affordable for a majority of homeowners.

Manufacturing

We initially manufactured the ViewScan portal internally at our facilities in Baltimore, Maryland. During the second quarter of 2004 we set up a complete manufacturing line in the Baltimore, Maryland facility. In the summer of 2005, we contracted with Sports Field Specialties, LLC, a sheet metal manufacturer, to build the ViewScan product line. The Sports Field Specialties relationship did not work out due to quality and support issues. We settled our issues with a separation of the relationship and a payment plan for supplied components. We continue to entertain other manufacturing alternatives to insure the lowest possible cost while maintaining the highest possible quality.

Our third party manufacturers create several of the hardware components in our systems and assemble our systems by combining other commercially available hardware and software together with our proprietary software. We hold licenses for software components that are integrated into our proprietary software and installed in our systems. We believe that we can continue to obtain components for our systems at reasonable prices from a variety of sources. Although we have developed certain proprietary hardware components for use in our products and purchased some

components from single source suppliers, we believe similar components can be obtained from alternative suppliers without significant delay.

Sales and Distribution

We are in the process of building a United States domestic network of manufacturing representatives and dealers for the sale and distribution of our products. We have added a Distributor in the Texas region to manage our end user dealer relationships. The distributor has successfully placed several units and we are encouraged by the progress. We are seeking security consultants, specifiers and distributors of security and surveillance equipment that sell directly to schools, courthouses, and government and commercial buildings. We intend to develop a national sales channel model and a distributor development program.

We use mailings and telephone calls to contact potential representatives in a geographical area with the intent to arrange a demonstration of our products to these persons. We attend region specific trade shows such as sheriff's conventions, court administrators meetings, civil support team and state police shows. Then we demonstrate or give trial offers in the area until a sale is completed. Once we have completed a sale in a specific market area, then we expand that market by contacting correctional facilities, courthouses and other municipal buildings. We ship our products to the customer and each product has an unconditional 30 day warranty, during which time the product can be returned for a complete refund.

We have ongoing reseller arrangements with small- and medium-sized domestic and international resellers. Our reseller agreements grant a non-exclusive right to the reseller to purchase our products at a discount from the list price and then sell them to others. These agreements are generally for a term of one year and automatically renew for successive one-year terms unless terminated by notice or in the event of breach.

We also have experienced international interest from security related resellers and system integrators. Previously, we had chosen not to pursue international markets, but are now evaluating potential sales in the Middle East. We have unsuccessfully opened a distribution center in Bahrain and have decided that our business can be better served with agent relations and established distribution partners that have local presence and can distribute all our products more widely and efficiently.

Backlog

As of December 31, 2007, we had a backlog of $510,000. We measure backlog as orders for which a purchase order or contract has been signed or a verbal commitment for order or delivery has been made, but which has not yet been shipped and for which revenues have not been recognized. We typically ship our products months after receiving an order. However, we are attempting to shorten this lead time to several weeks.

Also, product shipments may require more lead-time and may be delayed for a variety of reasons beyond our control, including additional time necessary to conduct product inspections prior to shipping, design or specification changes by the customer, the customer's need to prepare the site, and delays caused by other contractors on the project.

Major Customers

At present we do not have any single customer that consistently accounts for more than 10% of our revenues.

Competition

The markets for our products are extremely competitive. Competitors include a broad range of companies that develop and market products for the identification and video surveillance markets. In the weapons detection market, we compete with Ranger Security Scanners, Inc. and Garrett Electronics, Inc. in the United States, and an Italian company, CEIA SpA, which has the most sophisticated electromagnetic induction product. In the video surveillance market we compete with numerous VCR suppliers and digital recording suppliers, including, Sensormatic Corporation and NICE Systems, Ltd. and Integral Systems.

Trademark, Licenses and Intellectual Property

Certain features of our products and documentation are proprietary and we rely on a combination of patent, contract, copyright, trademark and trade secret laws and other measures to protect our proprietary information. We limit access to, and distribution of, our software, documentation and other proprietary information. As part of our confidentiality procedures, we generally enter into confidentiality and invention assignment agreements with our employees and mutual non-disclosure agreements with our manufacturing representatives, dealers and systems integrators. Notwithstanding such actions, a court considering these provisions may determine not to enforce such provisions or only partially enforce such provisions.

The SecureScan concealed weapons detection technology involves sensing technology and data acquisition/analysis software subsystems that have patents pending or issued to the U. S. Department of Energy. We have not renewed our license, with the national labs, to commercialize, manufacture and market the concealed weapons detection technology. However, since we have improved the technology we will be filing for provisional patents in the near time frame, we call the new, improved technology ViewScan.

Governmental ownership of the patents is advantageous because the government has prosecution and stewardship responsibilities for the life of the patents. We enjoy the benefit of any continuations and improvements to the concealed weapons detection technology performed by the government under the ongoing contract between the Department of Energy and National Institute of Justice. Our exclusive marketing agreement allows us to have cutting edge technology without funding the research and development or patent applications. However, the costs have outweighed the benefits. We have not received improvements, the promised funding or support. We have, however, paid money and spent time to advance the technologies. The company is in a position to patent and further develop the technology for the benefit of the shareholders and society.

We have obtained software licensing agreements for software operating systems components, fingerprint identification to possibly integrate into our proprietary software, and integration of commercially available operating systems software into our proprietary software for installation into our products.

Because the software and firmware (software imbedded in hardware) are in a state of continuous development, we have not filed applications to register the copyrights for these items. However, under law, copyright vests upon creation of our software and firmware. Registration is not a prerequisite for the acquisition of copyright rights. We take steps to insure that notices are placed on these items to indicate that they are copyright protected. The copyright protection for our software extends for the 20-year statutory period from the date of first "publication," distribution of copies to the general public, or from the date of creation, whichever occurs first.

We provide software to end-users under non-exclusive "shrink-wrap" licenses, which are automatic licenses executed once the package is opened. This type of license has a perpetual term and is generally nontransferable. Although we do not generally make source code available to end-users, we may, from time to time, enter into source code escrow agreements with certain customers. We have also obtained licenses for certain software from third parties for incorporation into our products.

Research and Development

We have ceased our cooperative research arrangements with the Department of Energy to receive technical assistance and further enhancements of the concealed weapons detection technology, nuclear sensors and the Visual First Responder technology which were performed by the Department of Energy and the National Institute of Justice. We have tasked our own engineers and other third parties to develop or vary the design of our products, and we record these expenses as professional fees.

Regulatory Environment

We are not subject to government regulation in the manufacture of our products or the components in our products. However, our products are subject to certain government restrictions on sales to "unfriendly" countries and countries designated as adversarial, which may limit our sales to the international market. In addition, our resellers and end users may be subject to numerous regulations that stem from surveillance activities. We also benefit from the recent "made in America" trade laws where non-United States manufactures must secure waivers in order to sell security and surveillance products to United States domestic end-users.

Security and surveillance systems, including cameras, raise privacy issues and our products involve both video and audio, and added features for facial identification. The regulations regarding the recording and storage of this data are uncertain and evolving. For example, under the Federal wiretapping statute, the audio portion of our surveillance systems may not record people's conversations without their consent. Further, there are state and federal laws associated with recording video in non-public places.

Employees

As of the date of this annual report, the Company employed approximately 8 persons, including 2 sales executives, 1 engineer and 6 office personnel which include 3 customer service engineers. Two persons are part-time and we also contract with one independent contractor who devotes a majority of its work to a variety of our projects. Our employees are not presently covered by any collective bargaining agreement. Our relations with our employees are good, and we have not experienced any work stoppages.

ITEM 1A. RISK FACTORS.

Not Applicable.

ITEM 1B. UNRESOLVED STAFF COMMENTS.

Not Applicable.

ITEM 2. DESCRIPTION OF PROPERTY

Our principal executive office is located in Baltimore, Maryland, where we lease approximately 4,600 square feet for $3,047. We are on a month to month basis at this time.

We also lease a sales and engineering office at Office World Plaza in Lomita, California, near Los Angeles. Two of our employees work from this office. A written lease expired in February 2006, and we have continued to lease this office space for $950 per month on a month to month basis.

ITEM 3. LEGAL PROCEEDINGS.

As of the date of this report we are not a party to any material legal proceedings. During the year, we became a party and then resolved two material matters:

1. *View Systems, Inc. vs. State of Florida, Dept. of State, Div. of Corporations*

On February 5, 2008, we filed suit in the Florida 4 th Judicial Circuit in and for Duval County, Florida in a case styled *View Systems, Inc. vs. State of Florida, Dept. of State, Div. of Corporations*, Case No. 2008-CA-001565-XXXX-MA, seeking an order compelling Florida to change the date of filing of our Articles of Merger, which we filed in 2003. On May 5, 2008, the Circuit Court in the Florida 4 th Judicial Circuit in and for Duval County, Florida in a case styled *View Systems, Inc. vs. State of Florida, Dept. of State, Div. of Corporations*, Case No. 2008-CA-001565-XXXX-MA, entered summary judgment for declaratory relief in favor of the Company. The judgment is final.

We filed a civil action to compel the correction of the filing date. The Company s complaint alleged that during the third quarter of 2007, it came to our attention that there was a clerical communications error, which affected our efforts in 2003 to re-domicile our state of incorporation from Florida to Nevada. On July 31, 2003, we filed Articles of Merger in both Florida and Nevada to effect our re-domicile. However, on August 12, 2003 the Florida Secretary of State rejected our Articles of Merger. The Florida Secretary of State wanted original documents, not copies, which would be acceptable for computer imaging. The Company re-filed the Articles of Merger with the Florida Secretary of State as requested. However, Florida filed our Articles of Merger as of August 29, 2003 instead of July 31, 2003; an event that escaped our attention for more than four years.

2. *Sigma International Holdings, Inc. v. View Systems, Inc.*

We were served with a complaint filed in the circuit court in Montgomery County Maryland, case number 288395-V, in which the plaintiff sought payment of $250,000. We defaulted and a judgment was entered against us. We settled the judgment by paying the plaintiff $296,000 plus another $5,196.50 interest and costs for a total of $301,196.50. Of this amount, $100,000 was paid by the Company, and our director, Dr. Michael Bagnoli, provided the balance of $201,196.50.

In August 2006 we entered into a consulting agreement with The Riderwood Group, a Maryland limited liability investment banker, for the purpose of assisting in raising private equity financing and finding suitable acquisition targets. The Riderwood Group subsequently introduced the Company to Sigma International Holdings in 2007 which signed a non-binding merger and acquisition agreement and in addition loaned us $250,000. The proposed merger was cancelled approximately three weeks later.

Sigma soon thereafter demanded satisfaction of their note or a control block of the company. The BOD decided not to give Sigma control of View Systems. Sigma sued the company on the note and was awarded a judgment on May 11, 2008.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.

We have not submitted a matter to a vote of security holders through the solicitation of proxies, or otherwise, during the fourth quarter of 2008. We intend to solicit shareholder proxies to increase the authorized shares during 2009.

PART II

ITEM 5. MARKET FOR COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND SMALL BUSINESS ISSUER PURCHASERS OF EQUITY SECURITIES.

Market Information

Our common stock has been quoted on the OTC Bulletin Board under the symbol "VYST.OB" up to October 2008 and from October 17, 2008 under the symbol VSYM.OB . The following table sets forth the high and low bid information of the Company's common stock for the periods indicated. The source of the following information is www.finance.yahoo.com.

	OTC Bulletin Board (1)
	COMMON STOCK MARKET PRICE
	HIGH

	LOW
FISCAL YEAR ENDED DECEMBER 31, 2008:	
Fourth Quarter	$1.20
	$0.02
Third Quarter	$1.44
	$0.24
Second Quarter	$0.04
	$0.01
First Quarter	$0.04
	$0.02
FISCAL YEAR ENDED DECEMBER 31, 2007:	

Fourth Quarter		
	$0.08	
	$0.03	
Third Quarter		
	$0.09	
	$0.07	
Second Quarter		
	$0.10	
	$0.08	
First Quarter		
	$0.11	
	$0.08	

(1)

Over-the-counter market quotations reflect inter-dealer prices without retail mark-up, mark-down or commission, and may not represent actual transactions.

Shareholders of Record

As of December 31, 2008, there were approximately 328 holders of record of our common stock, not including holders who hold their shares in street name.

Dividends

We have never paid cash dividends on our common stock. We intend to keep future earnings, if any, to finance the expansion of our business, and we do not anticipate that any cash dividends will be paid in the foreseeable future. Our future payment of dividends will depend on our earnings, capital requirements, expansion plans, financial condition and other relevant factors. Our retained earnings deficit currently limits our ability to pay dividends.

Securities Authorized for Issuance Under Equity Compensation Plan

Equity Compensation Plan Information

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Equity compensation plans approved by security holders	2,000,000	-	2,000,000
Equity compensation plans not approved by security holders	-	-	- (1)

	Total
	2,000,000
	-
	2,000,000

(1)

Our 1999 Stock Option Plan and our 1999 Restricted Share Plan terminated automatically pursuant to the terms of their respective agreements on March 1, 2009. Our 2000 Restricted Share Plan will terminate automatically pursuant to the terms of its agreement on March 15, 2010.

Information Relating to Outstanding Shares

As of December 31, 2008, there were 17, 175,222 shares of our common stock issued and outstanding and 89,647 shares of our preferred stock issued and outstanding. We have not reserved any shares for issuance upon exercise of common stock purchase warrants, and no shares are issuable upon exercise of options to purchase shares of our common stock.

Of the issued and outstanding shares, approximately 1,250,222 shares of our common stock (69,926 of which are owned by our officers, directors and principal stockholders) have been held for in excess of one year and are available for public resale pursuant to Rule 144 promulgated under the Securities Act.

Unless covered by an effective registration statement, the resale of our shares of common stock owned by officers, directors and affiliates is subject to the volume limitations of Rule 144. In general, Rule 144 permits our shareholders who have beneficially-owned restricted shares of common stock for at least six months to sell without registration, within a three-month period, a number of shares not exceeding one percent of the then outstanding shares of common stock. Furthermore, if such shares are held for at six months by a person not affiliated with us (in general, a person who is not one of our executive officers, directors or principal shareholders during the three month period prior to resale), such restricted shares can be sold without any volume limitation.

Recent Sales of Unregistered Securities

We issued an aggregate of 15,925,000 shares of our unregistered common stock at purchase prices ranging from $0.02 to $0.064 per share to accredited investors during 2008, as follows:

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Martin Maassen on October 16, 2008, 5,000,000 shares of our common stock at $0.04 in exchange for conversion of $200,000 in notes payable.

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Starr Consulting on October 17, 2008, 500,000 shares of our common stock at $0.02 in exchange for conversion of $50,000 in notes payable and $50,000 in interest.

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Pertaining to the Starr Consulting Agreement, on October 17, 2008 we issued 500,000 shares of our common stock to each of the following entities: Power Network, BAF Consulting, New Age Sports, and Seville Consulting, all at $0.02 per share.

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Michael Bagnoli on October 17 and 21, 2008, a total of 5,000,000 shares of our common stock to at $0.04 in exchange for conversion of $200,000 in notes payable.

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Pertaining to the Starr Consulting Agreement, on December 2, 2008 we issued 500,000 shares of our common stock to each of the following entities: Power Network, BAF Consulting, New Age Sports, and Seville Consulting, all at $0.02 per share.

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Michael Prately on December 10, 2008, 500,000 shares of our common stock at $0.03 in exchange for consulting services.

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Michael Prately on December 10, 2008, 112,500 shares of our common stock at $0.03 in exchange for consulting services.

.

Marlene Maassen on December 10, 2008, 312,500 shares of our common stock at $0.064 per share.

All of such shares were offered and sold pursuant to an exemption from registration under Section 4(2) of the Securities Act of 1933, as amended.

During 2007, we issued our common stock in unregistered, exempt transactions as follows (presented on a post-reverse split basis):

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James and Patricia Hartman and Mary McGinn purchased 63 shares and 13 shares, respectively, at $6.64 per share on June 30, 2007.

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Anna and James Wolfe, Jay I. Levinson, and Isabel M. Bernfeld purchased 13,393 shares, 1,786 shares, and 714,286, respectively, at $5.60 per share on September 30, 2007.

All of such shares are designated at in post-reverse prices and quantities and were offered and sold pursuant to an exemption from registration under Section 4(2) of the Securities Act of 1933, as amended.

We issued in 2007 an aggregate of 99,450 shares of our unregistered common stock at purchase prices ranging from $3.20 to $11.20 per share to accredited investors who purchased during 2006, as follows(presented on a post-split basis):

.

On February 20, 2006 we issued 2,000 shares to Thomas Pierson for consulting services at $8.00 per share. We issued to Carolyn Harrison 750 shares and 1,500 shares, at $11.20 and $4.00 per share, respectively, of our common stock on April 28, 2006 and October 17, 2006 for consulting services. On June 16, 2006 we issued 2,500 shares each to Mark Mintz and Asghar Ali & Sons, Ltd. for consulting services at $8.00 per share.

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Employees David Johansen, Ruediger Klose, John Sarman, Matthew Tyson, Matthew Mahin, Charles Nelson and Faye Williams received stock as compensation at $9.60 per share on May 3, 10, or 12, 2006, in the following amounts: 1,500 shares, 2,250 shares, 750 shares, 750 shares, 750 shares, 1,313 shares, and 375 shares, respectively.

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Mike Luke, on February 20, 2006, bought 1,250 shares at $8.00 per share.

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John Voss, on May 10, 2006, bought 750 shares at $8.00 per share.

.

Will Stamp and Duane Anderson, on October 17, 2006, bought 6,250 and 750 shares, respectively, at $4.00 per share.

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The following individuals bought stock at $4.00 per share:

10/17/2006	
Will Stamp	
6,250	
10/17/2006	
Duane Anderson	
750	
10/17/2006	
Carolyn Harrison	
1,500	
11/2/2006	
Michael Burke	
6,250	
11/3/2006	
Michael Burke	
1,500	

10/31/2006

Abraham Sperling

3,750

11/3/2006

SIGMA

5,200

11/1/2006

LiMinLee

1,250

11/13/2006

Wayne Harrison

3,750

11/30/2006

Joshua Shein

1,875

12/4/2006

Harvey Fenster

1,250

12/5/2006

Mark Krauss

2,500

12/6/2006

Ruth Shein

2,500

12/13/2016

Bruce Gladstone

2,500

12/15/2006

Marilyn Seeley

5,000

12/18/2006

David R. Seeley

1,250

12/19/2006

Karen & Bernard Bellow

7,500

12/19/2006

Gregory Adams	2,500	12/27/2006
John McNulty	1,250	12/27/2006
Stephan J. Berwick	375	12/27/2006
H. & M Fenster	1,250	12/27/2006
Daniel Seeley	1,250	12/27/2006
Primus Solutions	375	12/27/2006

W & S Melcher

1,250

.

The following individuals bought stock at $3.20 per share:

12/1/2006

Will Stamp

4,688

12/1/2006

Joel Stamp

62,50

12/5/2006

RL Wactler

625

.

Jay and Associates bought 4,125 shares at $8.59 per share.

All of such shares were offered and sold pursuant to an exemption from registration under Section 4(2) of the Securities Act of 1933, as amended.

Use of Proceeds from Registered Securities

None.

Issuer Purchase of Securities

None.

ITEM 6. SELECTED FINANCIAL DATA.

Not Applicable.

ITEM 7. MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

The following analysis of our consolidated financial condition and results of operations for the years ended December 31, 2008 and 2007 should be read in conjunction with the Consolidated Financial Statements and other information presented elsewhere in this annual report.

Our product lines are related to visual surveillance, intrusion detection and physical security. Our principal products include:

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ViewScan Concealed Weapons Detection System a walk-through concealed weapons detector which uses passive magnetic sensing technology and location algorithms to suggest the location of certain kinds of threatobjects or other 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 stored and displayed for easy recognition and auditory warning. The network architecture allows for remote monitoring, networking and integration of biometrics and access control devices.

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Biometric analysis such as fingerprint verification or facial recognition can be and have been incorporated into ViewScan. The control unit can be programmed to automatically search against most wanted or outstanding warrant databases. Access control methods such as magnetic door locks can and have been incorporated.

.

Central monitoring or video command centers which have and can be combined with the ViewScan product.

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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 Digitial Video products a high-resolution, digital video recording and real-time monitoring system.

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Visual First Responder a lightweight, wireless camera system housed in a tough, waterproof flashlight body. 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 Visual First Responder is able to transmit high quality video in the most difficult environments. It uses a triple-diversity antenna system that minimizes signal distortion in difficult environments. A multitude of these systems have been deployed by the Department of Defense in combat areas. This product is being replaced by the new Multi-mission Mobile Video product release in the fall of 2007 and which is currently being field-tested.

Management believes that heightened attention to personal threats, potential large scale destruction and theft of property in the United States along with spending by the United States government on Homeland Security will continue to drive growth in the market for security products.

During 2004 we increased our product lines to include our Visual First Responder and during 2005 we had engineering design changes made to the sensor boards for the ViewScan product to allow lower costs and to accommodate the price points required by competitive pressures. Also, in 2005 we redesigned the Visual First Responder and ViewScan products.

During 2005 we continued to establish new partnerships, add active resellers and dealers and we hired four sales representatives to build a United States domestic network for the sale and distribution of our products within the 48 states. These developments have led to increased sales while at the same time decreasing the cost of products. We intend to develop these sales and distribution channels to a level that will result in increased revenues and continued profitability. We have completed sales in the correctional facility market, some Homeland Security departments and some sports venues.

During 2006 we previewed our Biometric ViewScan III which includes positive identification and biometric verification capabilities, expanded our dealers and resellers in the Mid-West and Southwest region of the United States, introduced two new products. The ViewScan III includes a fingerprint identification and verification system, state-issued identification scanning device for driver s licenses and passports, and a visitor badge printing system. The new products introduced in 2006 include a product offering marketed as the LAW, which is a handheld metal detector designed to improve police officer safety. We do not manufacture the LAW product but use it as an adjunct to the ViewScan and sell it separately. The wireless network detection system is currently a military product and we are intending to deploy it exclusively in the correctional facilities market. Response to and interest in this technology has been from high security situations.

We have also continued to develop international markets in China and the Mid-East and have established international relationships with distributors and dealers. We will be separating our international business from our domestic business to gain efficiency and financial backing.

In September 2008 we disseminated an information statement to shareholders to inform them of a forthcoming reverse-split of our common stock. The share split occurred in October 2008 and was effected in a 1:80 ratio. Following the recapitalization of our common stock structure, the next phase of our business plan will be to raise additional funds through common stock offerings to provide working capital to finance several acquisitions of new technologies and/or businesses. We also intend to strengthen our balance sheet by paying off debt with cash if possible or through the exchange of equity securities for the release of debt obligations.

We have been approached by certain entities that would make use of our public structure and/or our net tax loss carry-forward of approximately $19,782,661. However, it is our intention to continue to execute our current business plan until such time, if ever, that we conclude that an acquisition or merger will lead to greater value for our principals and shareholders. We have not entered into definite agreements or decisions about any business combination opportunities.

We are continuing to negotiate with potential merger and acquisition candidates.

We intend to hold an annual meeting as soon as practicable. However, no firm plan or date has been identified. Thus, we will issue notice of a meeting at an appropriate time.

For the next twelve months our primary challenge will be to continue to develop our sales and distribution network into additional regions and markets in the United States and abroad. We have been and plan to continue to increase sales by offering demonstrations of our products in specific geographical areas to potential customers or at region specific trade shows, such as sheriff s conventions, court administrators meetings, civil support team, state police shows and dealer shows. When a demonstration results in a sale of one of our products, then we attempt to expand

that market by contacting other potential customers in the area, such as, correctional facilities, courthouses and other municipal buildings. After several sales in a particular geographic area management will decide whether it is appropriate to open a sales and service office.

In the short term, management plans to raise funding through sales of our common stock for fulfillment (manufacturing, packaging and shipment), which will set the stage for future orders becoming self funding. Then the next phase of our business plan will be to raise additional funds through common stock offerings to provide working capital to finance several acquisitions and the integration of new technologies and businesses.

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.

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 years ended December 31, 2008, 2007 and 2006 and should be read in conjunction with the financial statements, and notes thereto, included with this report at Part II, Item 8, below.

SUMMARY COMPARISON OF OPERATING RESULTS

	Year ended December 31,		
	2008	2007(*)	2006(*)
Revenues, net	$ 1,148,314	$ 1,256,534	$ 1,250,188
Cost of sales	391,216	574,971	751,578
Gross profit (loss)	757,098	681,563	

			498,610
Total operating expenses			965,388
			1,675,604
			1,608,321
Loss from operations			(208,290)
			(994,041)
			(1,109,711)
Total other income (expense)			34,751
			(81,045)
			(30,741)
Net income (loss)			(173,539)
			(1,075,086)
			(1,140,452)
Net income (loss) per share			
	$		(0.04)
	$		(0.89)
	$		(0.97)

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 not increased sales of our SecureScan and Visual First Responder but have increased our gross margins through better efficiency of our employee s efforts and higher units per sale. Management anticipates that increases in revenues will resurge as we further develop our sales and marketing channels and establish local sales and service offices in geographic areas where we have already completed sales. The increased quantity per sales resulted in an increased gross profit for 2008 compared to 2007.

The following chart provides a breakdown of our sales in 2008, 2007 and 2006.

	Dec. 31, 2008	Dec. 31, 2007	Dec. 31, 2006
Totals per financial statements	1,148,314	1,256,535	1,250,188
Secure Scan	851,961	910,485	840,713
ViewMaxx	12,478	15,635	32,802
MMV, VFR & misc.			

				87,497
				224,997
				332,646
			Service, installation, training, etc	
				196,378
				105,417
				44,027
				1,148,314
				1,256,534
				1,250,188

Our backlog at December 31, 2008, was $310,000. 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.

Cost of sales include costs of products sold and shipping costs and were approximately 34% of net revenues for 2008, a decrease from 46% in 2007. The decrease from year to year is primarily the result of decreased costs due to engineering changes. Management anticipates that the relative margins of each product line will increase even more with an increase of number of units shipped. The quantities per average sale have been increasing steadily.

For 2008 total operating expense decreased $710,216, a decrease of 43%, as compared to 2007. Net Income (Loss) was ($173,539) in 2008, and ($1,075,086) in 2007, an improvement of $901,547.

Inflation has not been a significant factor in our either our price points nor in the cost of product sold. The sales cycles are long and cross budget and annual review boundaries. The approval for purchase process is affected by both federal funds being available and state decisions interacting with local needs and review of safety and homeland security committees comprised of sheriffs, police, fire and SWAT teams. We have not found elasticity in price affecting decision for purchase or approval.

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Liquidity and Capital Resources

We have incurred losses for the past two fiscal years and had a net loss of $173,539 at December 31, 2008. We had insufficient funds to deliver our backlog in the last half of 2008. Our revenues from several product sales have been increasing and some others decreasing but are not sufficient to cover our all of our operating expenses. Our auditors have expressed substantial doubt that we can continue as a going concern.

Historically, we have relied on revenues, debt financing and sales of our common stock to satisfy our cash requirements. For the year ended December 31, 2008 we received cash from revenues of $1,148,314, proceeds of $20,000 from sales of our common stock, and loans from shareholders of $93,496. Management anticipates that we will continue to issue shares for services in the short term.

For the year ended December 31, 2007 we issued 984,573 shares for investments. For the year ended December 31, 2005 we issued 2,907,000 shares, valued at $294,540, to officers and employees for services, and we issued 7,199,000 shares, valued at $1,562,376 to independent contractors and consultants for services.

For the year ended December 31, 2006, we received cash from revenues of $1,250,188, proceeds from debt financing of $526,425 (less principal payments on notes payable of $10,797), $312,800 from sales of our common stock (less costs of issuance of common stock of $23,526) and $49,175 from stockholder advances. For the year ended December 31, 2005 we received cash from revenues of $1,172,163, proceeds of $312,534 from sales of our common stock and relied on advances of $64,000 from Gunther Than, our CEO. We also continue to rely on the issuance of our common stock to pay for services and to convert debt when cash is unavailable.

Management believes we will need to take the necessary steps to file a registration of common stock to fund growth and acquisitions during 2009. The Company intends to hold a special meeting of shareholders during 2009 to consider, among, other things, an increase in the authorized common stock of the Company to 250,000,000 shares.

Management intends to finance our 2009 operations primarily with the revenue from product sales and any cash short falls will be addressed through equity 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 $500,000 during the next 12 months to satisfy our cash requirements of approximately $100,000 per month.

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 have leasing on a month to month basis.

Our total current liabilities decreased to $1,591,101 at December 31, 2008 compared to $2,165,418 at December 31, 2007. Our current total liabilities at December 31, 2008 included accounts payable of $499,409, accrued expenses of $28,650, accrued interest of 126,155, accrued royalties of 225,000, loans from shareholders of $152,794 and notes payable of $559,093.

Our total current liabilities at December 31, 2007 included accounts payable of $505,168, accrued expenses of $80,878, accrued interest of $171,078, accrued royalties of $150,000, loans from shareholder of $299,298 and notes payable of $958,996.

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.

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 and has chosen not to convert to equity. The holder of the second note of $116,000 has been receiving interest payments irregularly.

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,

.

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

.

We evaluate the cost of maintaining the license,

.

We consider the possible effects of obsolescence, and

.

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

Risk Factors

You should carefully consider the risks, uncertainties and other factors described 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 other information contained in or incorporated by reference to this Annual Report on Form 10-K, 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 $1,075,086 at December 31, 2007. In addition, at December 31, 2008 View Systems, Inc. had a retained earnings deficit of $20,764,422. 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 $173,539 for the fiscal year ended December 31, 2008 and net cash used in operations of $18,313 for the fiscal year ended December 31, 2008. 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 year ended December 31, 2008 was $173,539 and our net loss for the year ended December 31, 2007 was $1,075,086. Our retained deficit was $20,590,883 at December 31, 2007. 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 December 31, 2008. 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 59% 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 .01% 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:

.

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

.

Market visibility for our common stock may be limited; and

.

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 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

Not Applicable.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA.

VIEW SYSTEMS, INC.

CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2008 AND 2007

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Audit Committee of the Board of Directors and Stockholders

View Systems, Inc.

Baltimore, Maryland

We have audited the accompanying consolidated balance sheet of View Systems, Inc., and subsidiaries (the Company) as of December 31, 2008, and the related consolidated statements of operations, changes in stockholders equity and cash flows for the years ended December 31, 2008 and 2007. These consolidated financial statements are the responsibility of Company s management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the consolidated financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present, in all material respects, the financial position of View Systems, Inc. as of December 31, 2008, and the results of its operations and its cash flows for the years ended December 31, 2008 and 2007 in conformity with accounting principles generally accepted in the United States of America.

The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern. The Company has incurred ongoing operating losses and does not currently have financing commitments in place to meet expected cash requirements through 2008. In addition, certain notes payable have come due and the note holders have demanded payment. These conditions raise substantial doubt about the Company s ability to continue as a going concern. The financial statements do not include any adjustments to reflect the possible future effects on the recoverability and classification of assets or the amounts and classifications of liabilities that may result from the outcome of this uncertainty.

/s/ Davis, Sita & Company, P.A.

Davis, Sita & Company,

Greenbelt, Maryland

March 25, 2009

View Systems, Inc.
and Subsidiaries

Consolidated Balance Sheets

December 31, 2008

ASSETS

Current Assets	
Cash	$ 1,768
Accounts Receivable (Net of Allowance of $1,000)	

88,731

Inventory

46,599

Total Current Assets

137,098

Property &
Equipment (Net)

16,262

Other Assets

Licenses (Net)

997,104

Due from Affiliates

147,587

Deposits

7,528

Total Other Assets	
	1,152,219

Total Assets	
	$
	1,305,579
LIABILITIES AND STOCKHOLDERS' EQUITY	

Current Liabilities	
Accounts Payable	$ 499,409

Accrued Expenses

28,650

Accrued Interest

126,155

Accrued Royalties

225,000

Loans from Shareholders

152,794

Notes Payable

559,093

Total Current Liabilities	
	1,591,101

Stockholders' Equity

Preferred Stock, Authorized 10,000,000 Shares, $.01 Par Value,

Issued and outstanding 89,647

	896
Common Stock, Authorized 100,000,000 Shares, $.001 Par Value,	
Issued and Outstanding 17,175,222	
	17,175
Additional Paid in Capital	

20,460,829

Retained Earnings (Deficit)

(20,764,422)

Total Stockholders' Equity (Deficit)

(285,522)

Total Liabilities and Stockholders' Equity

$

1,305,579

The accompanying notes are an integral part of these consolidated financial statements.

View Systems, Inc.
and Subsidiaries

Consolidated
Statements of
Operations

For the Year Ended

December 31,

2008

2007

Revenues, Net

$	
1,148,314	
$	
1,256,534	

Cost of Sales	
391,216	
574,971	

Gross Profit (Loss)	
	757,098
	681,563
Operating Expenses	

General & Administrative	
	396,870
	753,079
Professional Fees	
	159,387
	201,068
Bad Debts	
	20,265
	97,879
Salaries & Benefits	
	388,866

623,578

Total Operating Expenses

965,388

1,675,604

Net Operating

Income (Loss)	
	(208,290)
	(994,041)
Other Income(Expense)	
Interest Expense	
	(163,249)

(81,045)

Total Other Income(Expense) from continuing operations

(371,539)

(81,045)

Extraordinary Item:

Expired debt and related accrued interest	198,000
	-

Net Income (Loss)	$ (173,539)
	$

(1,075,086)

	Net Income (Loss) Per Share
	$
	(0.04)
	$
	(0.87)

	Weighted Average Shares Outstanding

3,937,623

1,232,190

The accompanying notes are an integral part of these consolidated financial statements.

View Systems, Inc. and Subsidiaries

Consolidated Statements of Stockholders' Equity (Deficit)

Additional

Retained

Preferred

Common

Paid-in

Earnings

Shares

Amount

Shares

Amount

Capital

(Deficit)

Balance, December 31, 2006									
	89,647		$		896				
	1,233,040		$		1,233		$	19,830,890	$ (19,515,797)

April - June 2007 - shares issued for cash
-
-
1,250
1
4,999
-

July - September 2007 - shares issued for cash	
	-
	-
	75
	-
	500
	-

July - September 2007 - shares issued as payment of notes payable	-	

-

7,545

8

77,492

-

October - December 2007 - shares issued for cash

-

					-
					3,437
					3
					16,497
					-
Net loss for the year ended December 31, 2007					-

-

-

-

-

(1,075,086)

Balance, December 31, 2007

89,647

896

1,245,347

1,245

19,930,378

(20,590,883)

April - June 2008 - shares issued in payment

of accounts payable	
	-
	-
	4,875
	5
	8,001
	-

October - December 2008 - shares issued for cash	-
	-
	312,500
	313
	19,687
	-

October - December 2008 - shares issued as payment

of notes payable, including accrued

interest	
	-
	-
	15,000,000
	15,000
	485,000
	-
October - December	

2008 - shares issued for services	
	-
	-
	612,500
	612
	17,763
	-

Net loss for the year ended December 31, 2008
-
-
-
-
-
(173,539)

	Balance, December 31, 2008
	89,647
$	896
	17,175,222
$	17,175
	20,460,829
$	(20,764,422)

The accompanying notes are an integral part of these consolidated financial statements

View Systems, Inc. and Subsidiaries

Consolidated Statements of Cash Flows

For the Year Ended

	December 31,
	2008
	2007
Cash Flows from Operating Activities:	
Net Income (Loss)	

	$	
	(173,539)	
	$	
	(1,075,086)	
Adjustments to Reconcile Net Loss to Net Cash		
Provided by Operations:		
Depreciation & Amortization		
	113,560	
	113,474	
Bad Debts		

	20,265
	97,879
Interest Expense Paid with Stock	
	65,097
	-
Expired Debt and Accrued Interest	
	(198,000)
	-
Stock Issued for Services	
	18,375
	-
Change in Operating	

Assets and Liabilities:	
(Increase) Decrease in:	
Accounts Receivable	23,248
	76,124
Inventories	
	39,585
	(62,319)
Other Assets	

-

(200)

Increase (Decrease) in:

Accounts Payable

2,247

(6,739)

Accrued Expenses

70,849

190,644

Net Cash Used in Operating Activities	(18,313)
	(666,223)
Cash Flows from Investing Activities:	
Additions to Fixed Assets	(536)

	(2,100)
Advances (to)/ receipt from Related Party	
	(80)
	(25,031)
Net Cash Used in Investing Activities	
	(616)
	(27,131)

Cash Flows from Financing Activities:	
Funds Advanced from Stockholders	93,496
	379,622
Proceeds from Debt Financing	
	-
	255,000
Proceeds from Stock Issuance	

	20,000
	22,000
Principal Payments on Notes Payable	
	(100,000)
	(4,300)
Net Cash Provided by Financing Activities	
	13,496
	652,322

Increase (Decrease) in Cash	(5,433)
	(41,032)
Cash and Cash Equivalents at Beginning of Period	

	7,201
	48,233
Cash and Cash Equivalents at End of Period	$ 1,768
	$ 7,201

The accompanying notes are an integral part of these consolidated financial statements.

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View Systems, Inc. and Subsidiaries

Consolidated Statements of Cash Flows (Continued)

For the Year Ended

December 31,

2008

2007

Cash Paid For:	
Interest	
	$
	-
	$
	9,677

Income Taxes	$ -
	$ -

Non-Cash Investing and Financing Activities:

Common

stock issued in payment of accounts payable	$ 8,006	$ -	
Common stock issued in payment of notes payable and accrued interest	$ 500,000	$ 77,500	

	Accrued cost of raising capital
	$
	-
	$
	58,856

The accompanying notes are an integral part of these consolidated financial statements.

VIEW SYSTEMS, INC.

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2008 AND 2007

1.

NATURE OF OPERATIONS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Nature of Operations

View Systems, Inc. (the Company) designs and develops computer software and hardware used in conjunction with surveillance capabilities. The technology utilizes the compression and decompression of digital inputs. In March 2002, the Company acquired Milestone Technology, Inc., which has developed a concealed weapons detection portal.

Basis of Consolidation

The consolidated financial statements include the accounts of the Company and its wholly owned subsidiary, Milestone Technology, Inc. All significant intercompany accounts and transactions have been eliminated in consolidation.

Cash and Cash Equivalents

The Company considers all highly liquid investments with maturities of three months or less to be cash equivalents.

Use of Estimates

Management uses estimates and assumptions in preparing financial statements in accordance with accounting principles generally accepted in the United States of America. Those estimates and assumptions affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities, and the reported revenues and expenses. Actual results could differ from the estimates that were used.

Accounts Receivable

Accounts receivable consists of amounts due from customers. Management periodically reviews the open accounts and makes a determination as to the ultimate collectibility of each account. Once it is determined that collection is in doubt the account is written off as a bad debt. In order to provide for accounts that may become uncollectible in the future, the Company has established an allowance for doubtful accounts. The balance of the allowance for doubtful accounts is based on management s judgment and the Company s prior experience with managing accounts receivable.

VIEW SYSTEMS, INC.

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2008 AND 2007

1.

NATURE OF OPERATIONS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Revenue Recognition

The Company has three main products, namely the concealed weapons detection system, the visual first responder system and the Viewmaxx digital video system. In all cases 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. The customer can engage us for installation and training, which 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. However, the customer can also self install or can engage another firm to provide installation and training. Each product has an unconditional 30 day warranty, during which time the product can be returned for a complete refund. Prior to the issuance of financial statements management reviews any returns subsequent to the end of the accounting period which are from sales recognized during the accounting period, and makes appropriate adjustments as necessary. Product prices are fixed or determinable and products are only shipped when collectibility is reasonably assured.

Inventories

Inventories are stated at the lower of cost or market. Cost is determined by the last-in-first-out method (LIFO). All inventory as of December 31, 2008 consisted of finished goods.

Property and Equipment

Property and equipment is recorded at cost and depreciated over their useful lives, using the straight-line and accelerated depreciation methods. Upon sale or retirement, the cost and related accumulated depreciation are eliminated from the respective accounts, and the resulting gain or loss is included in the results of operations. The useful lives of property and equipment for purposes of computing depreciation are as follows:

Equipment	
5-7 years	
Software tools	
3 years	

Repairs and maintenance charges which do not increase the useful lives of assets are charged to operations as incurred. Depreciation expense for the years ended December 31, 2008 and 2007 amounted to $ 8,600 and $8,516, respectively.

VIEW SYSTEMS, INC.

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2008 AND 2007

1.

NATURE OF OPERATIONS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Licenses

In connection with the acquisition on Milestone, the Company received various licenses to products developed by INEEL (Idaho National Engineering and Environmental Laboratory). Milestone transferred the licenses to View Systems, Inc., and in November 2003, two separate licenses were signed in the name of View Systems with Bechtel BWXT Idaho, LLC (BBWI).

BBWI is the management and operating contractor of the INEEL under its Contract No. DE-AC07-99ID13727 (M&O Contract) and has the authorization, right and ability to grant the license of the Agreement. The licenses allow View Systems to commercially develop, manufacture, use, sell and distribute processes and products embodying the U.S. Patent No. 6.150.810 Method for Detecting the Presence of a Ferromagnetic Object Using Maximum and Minimum Magnetic Field Data , and U.S. Patent Application S/N 10/623,372, Communication Systems, Camera Devices, and Communication Methods .

The valuation of these licenses consist of the cost of acquiring Milestone, that is, the difference of the cost paid for the entity vs. the value of the underlying assets and liabilities which was determined to be $1,626,854. The cost of the licenses is being amortized on a straight line basis over the remaining useful lives of the underlying patents, which at the date of the purchase was 15.5 years. Amortization expense for the years ended December 31, 2008 and 2007 was $104,958 and $104,958, respectively. Consistent with SFAS No. 142, the license was also analyzed to determine if any impairment existed at December 31, 2008. It was determined to not be impaired. The Company has fundamentally advanced the technology under which these licenses operate and it is in the process of filing for its own provisional patents.

Income Taxes

Deferred income taxes are recorded under the assets and liability method whereby deferred tax assets and liabilities are recognized for the future tax consequences, measured by enacted tax rates, attributable to differences between the

financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss carryforwards. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period the rate change becomes effective. Valuation allowances are recorded for deferred tax assets when it is more likely than not that such deferred tax assets will not be realized.

Research and Development

Research and development costs are expensed as incurred. Equipment and facilities acquired for research and development activities that have alternative future uses are capitalized and charged to expense over the estimated useful lives.

VIEW SYSTEMS, INC.

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2008 AND 2007

1.

NATURE OF OPERATIONS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Advertising

Advertising costs are charged to operations as incurred. Advertising costs for the years ended December 31, 2008 and 2007 were $17,888 and $23,857.

Nonmonetary Transactions

Nonmonetary transactions are accounted for in accordance with Accounting Principles Board Opinion No. 29, Accounting for Nonmonetary Transactions which requires the transfer or distribution of a nonmonetary asset or liability to be based generally, on the fair value of the asset or liability that is received or surrendered, whichever is more clearly evident.

Financial Instruments

For most financial instruments, including cash, accounts receivable, accounts payable and accruals, management believes that the carrying amount approximates fair value, as the majority of these instruments are short-term in nature.

Reverse Stock Split

During 2008 the Board of Directors approved a 1 for 80 reverse stock split of the issued and outstanding common and preferred stocks. The reverse split did not change the authorized shares or the par value for either class of stock.

Net Loss Per Common Share

Basic net loss per common share is computed by dividing net loss available to common stockholder by the weighted average number of common shares outstanding. Diluted net loss per common share is computed by dividing net loss available to common stockholders by the weighted average number of common shares and dilutive potential common share equivalents then outstanding. Potential common shares consist of shares issuable upon the exercise of stock options and warrants in addition to shares that may be issued in the event that convertible debt is exchanged for shares of common stock. The calculation of the net loss per share available to common stockholders for the years ended December 31, 2008 and 2007 does not include potential shares of common stock equivalents, as their impact would be antidilutive. The following reconciles amounts reported in the financial statements:

VIEW SYSTEMS, INC.

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2008 AND 2007

1.

NATURE OF OPERATIONS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

	Income	Shares	Per-share
	(Numerator)	(Denominator)	Amount
Year ended December 31, 2008			

Income (loss) from continuing operations

which is the amount that is

available to common stockholders		
	$	
	(371,539)	
	3,937,623	
	$	
	(0.09)	
Income from extraordinary item		

	which is the amount that is	
	available to common shareholders	
	198,000	
	3,937,623	
	0.05	
	Basic earnings per share	

(173,539)

3,937,623

(0.04)

Year ended December 31, 2007

	Income (loss) from continuing operations	which is the amount that is	available to common stockholders
			$
			(1,075,086)
			1,232,190
			$

(0.87)

2.

GOING CONCERN

The Company has incurred and continues to incur, losses from operations. For the years ended December 31, 2008 and 2007, the Company incurred net losses of $ 173,539 and $1,075,086, respectively. In addition, certain notes payable have come due and the note holders are demanding payment. As noted in the auditors report, these conditions are such that the continuation of the Company as a going concern is in doubt.

Management is very actively working to cure these situations. It has implemented major plans to for the future growth and development of the Company. Management is in the process of renegotiating more favorable repayment terms on the notes payable and the Company anticipates that these negotiations will result in extended payment plans. In addition, during 2008 and 2007, the Company implemented marketing and information strategies to increase public awareness of its products and thereby sales. It has established new international markets which it believes will be the source for sales growth in the very near future. Subsequent to the issuance of this report the Company has closed on the largest individual sale in the Company s history. It also was able to reduce the per unit cost of manufacturing its products. Additionally, the Company has increased the efficiency of its processes and focused its development efforts on products wh greater sales potential.

VIEW SYSTEMS, INC.

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2008 AND 2007

2.

GOING CONCERN

Historically, the Company has financed its operations primarily through private financing however increases in sales revenue during 2008 and 2007 and decreases in expenses during 2008 made a significant contribution to working capital. It is management s intention to finance operations during 2009 primarily through increased sales although there will still be a need for additional equity financing. In addition, management is actively seeking out mergers and acquisitions which would be beneficial to the future growth of the Company. There can be no assurance, however, that this financing will be successful and the Company may be required to further reduce expenses and scale back operations.

3.

NEW ACCOUNTING PRONOUNCEMENTS

The Financial Accounting Standards Board (FASB) periodically issues new accounting standards in a continuing effort to improve standards of financial accounting and reporting. The Company has reviewed the recently issued pronouncements and concluded that the following new accounting standards are applicable to the Company.

FASB Interpretation No. 48 Accounting for Uncertainty in Income Taxes (FIN 48) was issued in June 2007. It clarifies recognition and derecognition criteria for tax positions taken in a return that may be subject to challenge upon audit. If it is more likely than not that the tax position will be sustained upon examination, the benefit is to be recognized in the financial statements. Conversely, if the position is less likely than not to be sustained, the benefit should not be recognized. The recognition/derecognition decision should be reflected in the first interim period when the statues change and not deferred to a future settlement upon audit. General tax reserves to cover aggressive positions taken in filed returns are no longer allowable. Each issue must be judged on its own merits and a recognition/derecognition decision recorded in the financial statements. FIN 48 is effective for fiscal years beginning after December 15, 2007. Because the Company knowingly takes no aggressive positions in its tax returns and accordingly, carries no income tax reserves on its books, this interpretation is not expected to have a material effect on the Company s financial position or results of operations in future periods.

In September 2007, the FASB issued SFAS No. 157 Fair Value Measurements which amends and puts in one place guidance on the use of fair value measurements which had been spread through four APB Opinions and 37 FASB standards. No extensions of the use of fair value measurements are contained in this new pronouncement and with some special industry exceptions (such as broker-dealers), no significant changes in practice should ensue. The standard is to be applied to financial statements beginning after November 15, 2008. The adoption of SFAS No. 157 is not expected to have a material impact on the Company s financial position or results of operations.

VIEW SYSTEMS, INC.

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2008 AND 2007

3.

NEW ACCOUNTING PRONOUNCEMENTS

In September 2007, the FASB issued SFAS No. 158 Employers Accounting for Defined Pension Plans and Other Postretirement Plans an amendment of FASB Statements No. 87, 88, 106 and 132 . This standard requires recognition in the balance sheet of the funded status of pension plans, rather than a footnote disclosure which has been the current practice. Publicly traded companies are to reflect the new standard in financial statements ending after December 15, 2007, and non-public companies are to apply it in statements endings after June 15, 2008. Because View Systems, Inc. does not maintain a defined benefit pension plan and has no intentions to do so, this standard should not have any impact on the Company s financial position or results of operations.

In February 2008, the FASB issued SFAS No. 159 Fair Value Option for Financial Assets and Financial Liabilities including an amendment of FASB Statement No. 115 . This standard permits the use of fair value measurement of financial assets and liabilities in the balance sheet with the net change in fair value recognized in periodic net income. The Standard is in effect for fiscal years beginning after November 15, 2008. The adoption of this standard is not expected to have a material effect on the Company s financial position or results of operations because the majority of its debts are short term or due on demand so that fair value approximates recorded value.

In December 2007, the FASB issued SFAS No. 141, Business Combinations (SFAS 141 (R)), replacing SFAS NO. 141, Business Combinations (SFAS 141), and SFAS 141 (R) retains the fundamental requirements of SFAS 141, and broadens its scope by applying the acquisition method to all transactions and other events in which one entity obtains control over one or more other businesses, and requires, among other things, that assets acquired and liabilities assumed at be measured at fair value as of the acquisition date, that liabilities related to contingent consideration be recognized at the acquisition date and remeasured at fair value in each subsequent reporting period, that acquisition-related costs be expensed as incurred, and that income be recognized if the fair value of the net assets acquired exceeds the fair value of the consideration transferred. SFAS 160 establishes accounting and reporting standards for noncontrolling interests (i.e., minority interests) in a subsidiary, including changes in a parent s ownership interest in a subsidiary and requires, among other things, that noncontrolling interests in subsidiaries be classified as a separate component of equity. Except for the presentation and disclosure requirements of SFAS 160, which are to be applied retrospectively for all periods presented, SFAS 141 (R) and SFAS 160 are to be applied prospectively in financial statements issued for fiscal years beginning after December 15, 2008. Management is assessing the impact SFAS 160 will have on the Company s consolidated financial statements.

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VIEW SYSTEMS, INC.

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2008 AND 2007

4.

BUSINESS COMBINATION

The Company purchased 100% of the common stock of Milestone Technology, Inc., effective March 25, 2002. The purchase was accomplished in two transactions. The Company acquired 6% of Milestone in December 2001 in exchange for 500,000 shares of the Company s common stock. In March 2002, the Company acquired the remaining 94% of Milestone for 3,300,000 share of the Company s common stock. Based on the market value of the Company s common stock ($0.55 per share in December and $0.31 per share in March) the total cost of the acquisition was $1,298,000.

Milestone Technology, Inc., is a developer of concealed weapons detections systems. Its primary product is a walk-through detector that uses advanced magnetic technology to accurately pinpoint the location, size, and numbers of concealed weapons.

5.

DUE FROM AFFILIATED ENTITIES

The Company has advanced non-interest bearing funds of $147,587 as of December 31, 2008 and $147,407 as of December 31, 2007 to a related corporation, The Fight Zone, Inc., (formerly Geoscopix, Inc.), which is controlled by the Chief Executive Officer of the Company. There are no formal repayment terms associated with this advance. The two companies enter into various transactions throughout the year to provide working capital to one another when necessary. Management has determined that the advance is totally collectible.

6.

NOTES PAYABLE

Notes payable as of December 31, 2008 consists of the following, which total $ 559,093:

Investor/stockholder Group $343,093

During 2007 the Company negotiated a loan arrangement with a group of investors to loan a specific amount to the Company which, once the total amounts loaned reached a certain amount, the loans would be converted into shares of common stock. Since the threshold was never achieved, the conversion option 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.

Stockholder $116,000

An unsecured loan from a stockholder which is payable on demand with interest at 12%.

Stockholder $100,000

An unsecured loan from a stockholder which was due in full on November 1, 2007 with interest at 15%. The note is convertible into shares of common stock at the option of lender at the rate of $6.00 per share of common stock. If converted in full this amounts to 16,667 shares. The lender has made a formal demand for payment of the loan and accrued interest.

VIEW SYSTEMS, INC.

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2008 AND 2007

7.

INCOME TAXES

For income tax purposes the Company has net operating loss carryforwards of $19,782,661 that may be used to offset future taxable income. In the instance of future corporate acquisitions, the net operating losses may be used to offset the future taxable income of a qualifying subsidiary corporation which meets IRS regulations governing such situations. The losses have accumulated since 1998 and they will start to expire in 2018.

The components of the net deferred tax asset as of December 31, 2008 are as follows:

Effect of net operating loss carryforward	$ 8,301,528
Less evaluation allowance	(8,301,528)

Net deferred tax asset	$ -

The components of income tax expense (benefit) are as follows:

	Year ended December 31
	2008
	2007
Net loss per financial statements which approximates	
net loss per income tax returns	

	$	
	(173,539)	
	$	
	(1,075,086)	
Income tax expense (benefit) applying prevailing		
Federal and state income tax rates		
	(65,945)	
	(408,533)	
Less valuation allowance		
	65,945	
	408,533	

	Net income tax expense (benefit)
	$ -
	$ -

Net income tax benefit is not recognized at this time because there is no reasonable expectation that the benefit will be realized in the future.

8

PREFERRED STOCK

In July 2005 the Company issued 7,171,725 shares of Series A Preferred Stock in payment of services. The issuance had been previously authorized by the Board of Directors. Each share of Series A Preferred Stock has a liquidation preference, in the event of liquidation of the corporation, of $0.01 per share before any payment or distribution is made to the holders of common stock. The Series A Preferred has no conversion rights into common stock. Each share is entitled to fifteen votes and shall be entitled to vote on any matters brought to a vote on the common stock shareholder.

During 2008 the Board of Directors approved a reverse split of the stock in which one new share of preferred stock was issued in exchange for each 80 shares of stock outstanding. Accordingly, the total issued of preferred stock was adjusted from 7,171,725 shares to 89,647 shares. The par value and the total authorized shares did not change.

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VIEW SYSTEMS, INC.

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2008 AND 2007

9.

OPERATING LEASE

The Company leases office and warehouse space in Baltimore, MD under a three-year noncancellable operating lease which expired in October 2008 and which was subsequently extended to May 2009. The base rent is $3,047 per month with an annual rent escalator of 3%. Rent expense was $65,766 and $158,259 for the years ended December 31, 2008 and 2007, respectively.

Future minimum lease payments required under the lease on the Baltimore offices, which expires in 2009, are $15,235.

10.

STOCK BASED COMPENSATION

During the year ended December 31, 2008 the Company granted restricted stock to independent contractors and consultants.

Restricted Stock Grants

The Company s Board of Directors and stockholders have approved a restricted share plan under which shares of the Company s common stock will be granted to employees, officers and directors at the discretion of the Board of Directors. During 2008 and 2007, the Company issued the following shares under this Plan and additional shares at the discretion of the Board of Directors:

	2008		2007	
	Number of Shares	Expense Recognized	Number of Shares	Expense Recognized
Officers and employees	-	$ -	-	$ -
Independent contractors and consultants	612,500	18,375	-	-

	Total
	612,500
	$ 18,375
	-
	$ -

Independent contractors and consultants expense was based on the estimated value of services rendered.

Stock Options and Warrants

The Company adopted the 1999 Stock Option Plan during the year ended December 31, 1999. The Plan reserves 4,500,000 shares of the Company s unissued common stock for options. Options, which may be tax qualified and non-qualified, are exercisable for a period of up to ten years at prices at or above market price as established on the date of the grant.

VIEW SYSTEMS, INC.

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2008 AND 2007

A summary of the Company s common stock option activity and related information for the years ended December 31, 2008 and 2007 is as follows:

2008

Weighted

Common

Average

Range of

Stock

	Exercise Price	Exercise Price
	Options	
Outstanding at beginning of year	1,346	$ 130.41	$ .80 - 165.60

Granted

-

-

-

Exercised

-

-

-

Expired/Cancelled

-

-

-

Outstanding at end of year

1,346

$

130.41

$

.80 -165.60

2007

Weighted

Common

Average

Range of

	Stock Options	Exercise Price	Exercise Price
Outstanding at beginning of year	1,346	$	

| | | |

		1,346	
		$	
		130.41	
		$	
		.80	-165.60

The Company has adopted the disclosure-only provisions of Statement of Financial Accounting Standards No. 123, Accounting for Stock-Based Compensation (SFAS No. 123), but applies Accounting Principle Board Opinion No. 25 and related interpretations. There were no stock options granted during the years ended December 31, 2008 and 2007.

11.

RELATED PARTY TRANSACTIONS

During the year certain shareholders made cash advances to the Company to help with short-term working capital needs. The total additions to loans from shareholders with unstructured payment plans amounted to $253,496 during 2008. These additions include a $201,197 increase as the result of one shareholder making a direct payment to pay off a promissory note and the related accrued interest which was payable by the Company an in default. These total loans from shareholders are unsecured and they have no stated interest rates. During 2008 the two shareholders converted $400,000 of the loans into 10,000,000 shares of common stock. The total balance due on unstructured loans from shareholders amount to $152,794 at December 31, 2008. Loans from stockholders made with repayment terms are described in Note 6 above.

VIEW SYSTEMS, INC.

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2008 AND 2007

12.

EXTRAORDINARY ITEM

For the last nine years the Company has reflected on its financial statements a note payable in the amount of $110,000 which originated in 1999 as the result of an acquisition. In addition, $88,000 of interest expense on this debt had accrued and was also reflected on the financial statements. During 2008 the Company was advised by legal counsel that for various reasons, such as the inability to locate the note holders and the expiration of the minimum holding period as defined by the statute of limitation, that this debt was no longer legally binding. Accordingly, the Company has adjusted this debt and the accrued interest to zero and has reflected the total expired liability of $198,000 as an extraordinary income item on the accompanying financial statements.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE.

There have been no changes to or disagreements with our accountants that are required to be disclosed.

ITEM 9A. CONTROLS AND PROCEDURES.

Evaluation of Disclosure Controls and Procedures

We have carried out an evaluation, under the supervision and with the participation of our management, including our Chief Executive Officer/Principal Financial Officer, of the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the Exchange Act)) as of December 31, 2008. Based on such evaluation, we have concluded that, as of such date, our disclosure controls and procedures were effective to ensure that information required to be disclosed by us in our Exchange Act reports is recorded, processed, summarized and reported within the time periods specified in applicable SEC rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer/Principal Financial Officer, as appropriate, to allow timely discussions regarding required disclosure.

Management s Report on Internal Control over Financial Reporting

View Systems, Inc. s management is responsible for establishing and maintaining internal control over financial reporting for the Company. View Systems, Inc. s internal control system was designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. Internal control over financial reporting of the Company includes those policies and procedures that:

(1)

pertain to the maintenance of records that in reasonable detail accurately and fairy reflect the transactions of the company.

(2)

provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorization of management and directors of the Company; and

(3)

(3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company s assets that could have a material effect on the Company s financial statements.

All internal control systems, no matter how well designed, have inherent limitations, including the possibility of human error or circumvention through collusion of improper overriding of controls. Therefore, even those internal control systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation. Further, because of changes in conditions, the effectiveness of internal control may vary over time.

The management of View Systems, Inc. assessed the effectiveness of the Company s internal control over financial reporting as of December 31, 2008. In making its assessment of internal control over financial reporting, management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSD) in *Internal-Control-Integrated Framework* and implemented a process to monitor and assess both the design and operating effectiveness of the Company s internal controls. Based on this assessment, management believes that as of December 31, 2008, the Company s internal control over financial reporting was effective.

This annual report does not include an attestation report of the Company s registered public accounting firm regarding internal control over financial reporting. Management s report was not subject to attestation by the Company s registered public accounting firm pursuant to temporary rules of the Securities and Exchange Commission that permit the Company to provide only Management s report in this annual report .

Changes in Internal Control Over Financial Reporting

Management of the Company has evaluated, with the participation of the Company s Chief Executive Officer/Chief Financial Officer, changes in the Company s internal controls over financial reporting (as defined in Rule 13a-15(f) of the Exchange Act) during the fourth quarter of 2008. In connection with such evaluation, there have been no changes to the Company s internal control over financial reporting that occurred since the beginning of the Company s fourth quarter of 2008 that have materially affected, or are reasonably likely to materially affect the Company s internal control over financial reporting.

ITEM 9A(T). CONTROLS AND PROCEDURES.

Not Applicable.

ITEM 9B. OTHER INFORMATION.

There are no further disclosures. All information that was required to be disclosed in a Form 8-K during the fourth quarter 2008 has been disclosed.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE.

Directors and Executive Officers

The following table includes the names, positions held, and ages of our executive officers and directors as of December 31, 2008:

NAME	AGE	POSITION	DIRECTOR SINCE
Gunther Than	61	Chief Executive Officer,	1998

	Treasurer and Director
Michael L. Bagnoli	
53	
	Corp. Secretary and Director
1999	

Martin Maassen	66	Director

1999

Gunther Than, Director, Treasurer and Chief Executive Officer. Gunther Than was appointed Treasurer in July 2003 and has served as our Chief Executive Officer since September 1998. He served as our President from September 1998 to May 2003 and had served intermittently as Chairman of the Board from September 1998 to September 2003. Mr. Than was the founder, President and CEO of Real View Systems, Inc., a company that developed compression technology and computer equipment. Real View Systems was acquired by View Systems in 1998. Mr. Than is the founder, President and CEO of View Technologies, Inc., a software development company, and he continues in those positions. Mr. Than is a graduate of the University of Wisconsin, with a dual Bachelors degree in engineering physics and applied mathematics.

Michael L. Bagnoli, Secretary and Director. Mr. Bagnoli became a Director in May 1999 and was appointed Secretary in June 2004. He holds degrees as a medical doctor and a dental specialist. Since 1988 he has practiced dentistry in the specialty area of oral and masiofacial surgery for a physician group in Lafayette, Indiana. In his practice he introduced arthroscopy surgery along with the full scope of arthroplastic and total joint reconstruction. Mr. Bagnoli was founder, CEO and president of a successful medical products company, Biotek, Inc., which was sold in 1994.

Martin Maassen, Director. Mr. Maassen became a Director in May 1999, he formerly served as our Chairman of the Board from April 2000 to September 2002. From September 1995 to the present he is a staff physician at Lafayette Emergency Care, P.C. located in Lafayette, Indiana. He is board-certified in internal medicine and emergency medicine and has served as a staff physician in the emergency departments of Jackson County, Deaconess, Union and St. Elizabeth hospitals located in Indiana. In addition to practicing medicine, he maintains an expertise in computer technologies and their medical applications.

There are no family relationships, or other arrangements or understandings between or among any of the directors, executive officers or other person pursuant to which such person was selected to serve as a director or officer.

Involvement in Certain Legal Proceedings

None of our directors, executive officers or control persons have not been involved in any of the legal proceedings required to be disclosed in Item 401 of Regulation S-K, during the past five years.

Corporate Governance Matters

Audit Committee. The board of directors has established an audit committee, and the functions of the audit committee are currently performed by our Corporate Secretary, with assistance by expert independent accounting personnel and oversight by the entire board of directors. We are not currently subject to any law, rule or regulation requiring that we establish or maintain an audit committee.

Board of Directors Independence. Our board of directors currently consists of three members. We are not currently subject to any law, rule or regulation requiring that all or any portion of our board of directors include "independent" directors.

Audit Committee Financial Expert. Our board of directors has determined that we have one audit committee financial expert serving on our audit committee within the meaning of Item 407(d)(5) of Regulation S-K. In general, an "audit committee financial expert" is an individual member of the audit committee who (a) understands generally accepted

accounting principles and financial statements, (b) is able to assess the general application of such principles in connection with accounting for estimates, accruals and reserves, (c) has experience preparing, auditing, analyzing or evaluating financial statements comparable to the breadth and complexity to the Company's financial statements, (d) understands internal controls over financial reporting and (e) understands audit committee functions.

Ms. Susan Mrzlack serves on our audit committee and is a certified public accountant and, pursuant to NASD Rule 4200(a)(15), we believe Ms. Mrzlack is independent.

Code of Ethics

We have not adopted a code of ethics for our executive officers, directors and employees. However, our management intends to promote honest and ethical conduct, full and fair disclosure in our reports to the SEC, and compliance with applicable governmental laws and regulations.

Nominating Committee

We have not yet established a nominating committee. Our board of directors, sitting as a board, performs the role of a nominating committee. We are not currently subject to any law, rule or regulation requiring that we establish a nominating committee.

Compensation Committee

We have established a nominating committee. We are not currently subject to any law, rule or regulation requiring that we establish a compensation committee.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Securities Exchange Act of 1934 requires officers and directors, and persons who own more than ten percent of a registered class of our equity securities, to file reports of ownership and changes in ownership with the Commission. Officers, directors and greater than ten percent beneficial owners are required by Commission regulations to furnish us with copies of all forms they file pursuant to Section 16(a). Based solely on our review of the copies of such forms received and written representations from reporting persons required to file reports under Section 16(a), all of the Section 16(a) filing requirements applicable to such persons, with respect to fiscal 2008, appear not to have been complied with to the best of our knowledge. Forms 4 were filed late for directors Drs. Martin Maassen and Michael Bagnoli.

ITEM 11. EXECUTIVE COMPENSATION.

The Company paid compensation to each of the directors and executive officers in the following amounts during fiscal year 2008:

Name

Salary

Position

Gunther Than

$

0

As Chairman of the Board, Director

$

132,000

As Chief Executive Officer and Treasurer

Martin Maassen

$

0

As Director

Michael Bagnoli

$

0

As Director

$

0

As Secretary

Michael Woodford*

$

0

As Director

William D. Smith*	$	
	0	
	As Director	

Mr. Than also receives the use of a Company car and fuel expense while on Company business.

* Resigned in October 2008

SUMMARY COMPENSATION TABLE

		Annual Compensation			Long-Term Compensation	
Name and Principal Position	Fiscal Year	Salary ($)	Bonus ($)	Stock Awards ($)	Option Awards ($)	All Other ($)

								Total
								($)
								Awards
								($)
								Payouts
								($)
Gunther Than								
(Chief Executive Officer								
								2008
								120,000
								12,000
								132,000

	President and Director)		
		2007	
			120,000
			24,000
			144,000
	Michael Bagnoli		
		2008	

0

0

(Secretary and Director)

2007

0

0

Martin Maassen

2008

0

0

(Director)

2007

0

0

Michael
Woodford*

2008

0

0

(Director)

2007

0

0

William D. Smith*

2008

0

0

(Director)

2007

0

0

Mr. Than also receives the use of a Company car and fuel expense while on Company business.

* Resigned in October 2008

Employment Contracts and Termination of Employment and Change-In-Control Arrangements

Mr. Than entered into an employment agreement with us and agreed to serve as our Chief Executive Officer, effective January 1, 2003. The written agreement specifies that Mr. Than's employment is "at will", and we may terminate him with or without cause with a 30-day written notice, or we may terminate him immediately and provide Mr. Than with severance pay in an amount equal to thirty (30) days of salary as of the date of termination. Mr. Than is currently entitled to receive an annual salary of $120,000 and 50,000 shares of common stock for each month of service. Mr. Than has agreed to maintain the confidentiality of our trade secrets and not to compete with the Company or to solicit any employee or client of the company during his employment and for a period of one year after any termination of his employment. Mr. Than s salary is accrued and paid when cash is available. He has accrued his entitlement to partial compensation in common stock.

Outstanding Equity Awards

No officer of the Company had any outstanding equity awards granted at December 31, 2008.

Directors Compensation

No director of the Company received compensation for services rendered in any capacity to the Company during the

fiscal year ended December 31, 2008.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS.

The following tables set forth information as of December 31, 2008 regarding the beneficial ownership of our common stock, (a) each stockholder who is known by the Company to own beneficially in excess of 5% of our outstanding common stock; (b) each director known to hold common stock; (c) the Company's chief executive officer; and (d) the executive officers and directors as a group. Except as otherwise indicated, all persons listed below have (i) sole voting power and investment power with respect to their shares of common stock, except to the extent that authority is shared by spouses under applicable law, and (ii) record and beneficial ownership with respect to their shares of stock. The percentage of beneficial ownership is based upon 17,175,222 shares of common stock outstanding as of December 31, 2008.

NAME AND ADDRESS OF BENEFICIAL OWNER	TITLE OF CLASS	NUMBER OF SHARES BENEFICIALLY OWNED	PERCENT OF SHARES BENEFICIALLY OWNED
Michael L. Bagnoli			

	Common	5,009,000 (1)	30.8%	40 Redwood Court Lafayette, Indiana 47905
Martin Maassen	Common	5,390,624 (2)	30.9%	1340 Fawn Ridge Drive West Lafayette, Indiana 47906

Gunther Than

Common

32,302

.002%

1550 Caton Center Drive,

Preferred

89,647

100%

Baltimore, Maryland
21227

All Directors and officers

Common

10,431,926

60.7%

as a group

Preferred

89,647

100%

(1) Represents 5,007,625 common shares held by Mr. Bagnoli, 500 common shares held by his spouse and 875 common shares held by a trust.

(2) Represents 5,021,249 common shares held by Mr. Maassen and his spouse and 9,375 common shares held by his spouse.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE.

In order for the Company to meet its financial obligations, the Company s President, Gunther Than, loans the Company funds on occasion and is repaid when funds are available. During 2006 and 2005 Mr. Than advanced to the Company a total of $0 and $64,000, respectively. The Company did not repay these advances during 2006 or 2005 so the balance due to Mr. Than remains at $64,000.

A shareholder advanced cash on August 9, 2006 to the Company to help with short-term working capital needs in the aggregate amount of $50,000 and was paid monthly interest payments of $2,500 until February 28, 2007, at which point payments were halted after conversations with the lending shareholder.

A shareholder made an unsecured loan in the principal amount of $100,000 which was due in full on November 1, 2007 with interest at 15%. The note is convertible into shares of common stock at the option of lender at the rate of $0.075 per share of common stock. If converted in full, this amounts to 16,667 shares. At the present time, the shareholder has requested payment in cash.

In October 2007, a shareholder made an unsecured loan of $116,000 with interest at 12% per year.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES.

The following table shows the fees paid or accrued for the audit and other services provided by our principal accountant, Davis, Sita & Company, P.A.

	2008	2007
Audit fees	$ 16,700	$ 29,465

Audit-related fees	
6,000	
0	
Tax fees	
5,564	
6,000	
All other fees	
0	
0	

Audit Fees

Audit fees represent the professional services rendered for the audit of our annual financial statements and the review of our financial statements included in quarterly reports, along with services normally provided by the accountant in connection with statutory and regulatory filings or engagements.

Audit Related Fees

Audit-related fees represent professional services rendered for assurance and related services by the principal accountant that are reasonably related to the performance of the audit or review of our financial statements that are not reported under audit fees.

Tax Fees

Tax fees represent professional services rendered by the principal accountant for tax compliance, tax advice, and tax planning.

All Other Fees

All other fees represent fees billed for products and services provided by the principal accountant, other than the services reported for the other categories.

PRE-APPROVAL POLICIES

Our audit committee makes recommendations to our board of directors regarding the engagement of an auditor. Before the auditor renders audit and non-audit services our board of directors approves the engagement. Our audit committee does not rely on pre-approval policies and procedures.

ITEM 15. EXHIBITS.

The following exhibits are filed as part of this Form 10-K/A:

4.2

Subscription Agreement between View Systems, Inc. and Starr Consulting, Inc., Active Stealth, LLC, and KCS Referral Service LLC, dated December 23, 2005 (Incorporated by reference to exhibit 4.1 of Form 8-K, filed January 6, 2006)

10.1

View Systems, Inc. 1999 Stock Option Plan (Incorporated by reference to exhibit 10.16 to Form SB-2 filed January 11, 2000)

10.2

Employment agreement between View Systems and Gunther Than, dated January 1, 2003 (Incorporated by reference to exhibit 10.3 for Form 10-KSB, filed April 14, 2004)

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 *

*Filed herewith

SIGNATURES

In accordance with Section 13 or 15(d) of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized on June 29, 2009.

View Systems, Inc.

By: */s/ Gunther Than*

Gunther Than

Chief Executive Officer

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

Each person whose signature appears below appoints Gunther Than as his or her attorney-in-fact, with full power of substitution and re-substitution, to sign any and all amendments to this report on Form 10-K of View Systems, Inc., and to file them, with all their exhibits and other related documents, with the Securities and Exchange Commission, ratifying and confirming all that their attorney-in-fact and agent or his or her substitute or substitutes may lawfully do or cause to be done by virtue of this appointment. In accordance with the Exchange Act, this report has been signed below by the following persons on behalf of the Issuer and in the capacities and on the dates indicated:

Name	**Title**	**Date**
/s/ Gunther Than	Director, Chief	

	Executive Officer and Treasurer	
	June 29, 2009	
	Gunther Than	
/s/ Michael L. Bagnoli	Director and Secretary	
	June 29, 2009	
	Michael L. Bagnoli	
*/s/ Martin J. Maass*en	Director	
	June 29, 2009	
	Martin J. Maassen	

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