

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

| OMB APPROVAL | |
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| | | | |
|---|--|---|--|
| 1. Name and Address of Reporting Person * <u>CEMTREX INC</u> <hr/> (Last) (First) (Middle) <u>19 ENGINEERS LANE</u> <hr/> (Street) <u>FARMINGDALE NY 11735</u> <hr/> (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) <u>03/23/2018</u> | 3. Issuer Name and Ticker or Trading Symbol <u>VICON INDUSTRIES INC / NY / [VII]</u> | |
| | | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <u>See Explanation of Response</u> | 5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------------|---|--|---|
| <u>COMMON STOCK</u> ⁽¹⁾⁽²⁾ | <u>7,284,824</u> | <u>D</u> | |

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|-------------------|---|----------------------------|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| <u>WARRANT</u> ⁽¹⁾⁽²⁾ | <u>04/20/2017</u> | <u>04/20/2020</u> | <u>COMMON STOCK</u> | <u>1,500,000</u> | <u>0.4</u> | <u>D</u> | |

Explanation of Responses:

- The Reporting Person is a member of a Section 13(d) group that owns in the aggregate more than 10% of the Issuer's outstanding shares of Common Stock as disclosed in a Schedule 13D, filed on behalf of the Reporting Person and certain other stockholders of the Issuer on April 2, 2018, as amended. The securities reported herein do not include any securities held by any group member other than the Reporting Person, as such shares are being reported in a separate Form 3 filing.
- The Reporting Person disclaims beneficial ownership of the shares of Common Stock except to the extent of its pecuniary interest therein, and this report shall not be deemed to be an admission that the Reporting Person is the beneficial owner of such shares of Common Stock for purposes of Section 16 or for any other purpose.

Cemtrex, Inc.; By: /s/ Saagar Govil

04/02/2018

** Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.