

MICROVISION INC  
Form S-8  
November 01, 2012

As filed with the Securities and Exchange Commission on November 1, 2012

Registration No. 333-

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**FORM S-8**  
**REGISTRATION STATEMENT**  
*UNDER*  
*THE SECURITIES ACT OF 1933*

**MICROVISION, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**91-1600822**  
(I.R.S. Employer  
Identification No.)

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6222 185th Avenue NE

Redmond, WA 98052

(Address, including Zip Code, of Principal Executive Offices)

**MicroVision, Inc. 2006 Incentive Plan, as amended**

(Full title of the plan)

**Thomas M. Walker**

**Vice President, General Counsel and Secretary**

6222 185th Avenue NE

Redmond, WA 98052

(425) 936-6847

(Name, address, and telephone number, including area code, of agent for service)

*Please send copies of all communications to:*

**Joel F. Freedman**

**Ropes & Gray LLP**

**Prudential Tower**

**800 Boylston Street**

**Boston, Massachusetts 02199**

**(617) 951-7000**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

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Large accelerated filer  Accelerated filer   
 Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

<b>Title of Securities to Be Registered</b>	<b>Amount to be Registered</b>	<b>Proposed Maximum Offering Price Per Share (1)</b>	<b>Proposed Maximum Aggregate Offering Price</b>	<b>Amount of Registration Fee</b>
Common Stock, par value \$.001	700,000	\$2.33	\$1,631,000	\$223

- (1) Estimated pursuant to Rules 457(h) and 457(c) under the Securities Act of 1933, as amended, solely for the purpose of calculating the registration fee, based on the average of the high and low prices of the Common Stock as reported on the NASDAQ Global Market on October 25, 2012.

**EXPLANATORY NOTE**

This Registration Statement has been filed to register 700,000 additional shares of common stock to be offered pursuant to the MicroVision, Inc. 2006 Incentive Plan, as amended (the Incentive Plan ). Pursuant to Instruction E to Form S-8, the Registrant incorporates by reference into this Registration Statement the entire contents of the following Registration Statements on Form S-8 filed with the Securities and Exchange Commission: File Nos. 333-89176, 333-42276, 333-71373, 333-19011, 333-163929 and 333-173114.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 8. Exhibits.**

See the Exhibit Index following the signature page.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Redmond, State of Washington, on the 1st day of November, 2012.

**MICROVISION, INC.**

By: /s/ Thomas M. Walker  
Name: **Thomas M. Walker**  
Title: **Vice President, General Counsel & Secretary**

Pursuant to the requirement of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated below on the 1st day of November, 2012.

<b>Signature</b>	<b>Title</b>
/s/ Alexander Tokman	Chief Executive Officer and Director
<b>Alexander Tokman</b>	(Principal Executive Officer)
/s/ Jeff T. Wilson	Chief Financial Officer
<b>Jeff T. Wilson</b>	(Principal Financial Officer, Principal Accounting Officer)
/s/ *	Director
<b>Richard A. Cowell</b>	
/s/ *	Director
<b>Slade Gorton</b>	
/s/ *	Director
<b>Jeanette Horan</b>	
/s/ *	Director
<b>Perry Mulligan</b>	
/s/ *	Director
<b>Brian Turner</b>	

\*By: /s/ Thomas M. Walker

Attorney-in-Fact

**EXHIBIT INDEX**

<b>Number</b>	<b>Title of Exhibit</b>
4.1	Amended and Restated Certificate of Incorporation of MicroVision, Inc.(1)
4.2	Certificate of Amendment to the Amended and Restated Certificate of Incorporation of MicroVision, Inc.(2)
4.3	Bylaws of MicroVision, Inc.(3)
4.4	MicroVision, Inc. 2006 Incentive Plan, as amended.(4)
4.5	Form of specimen certificate for common stock. (3)
5.1	Opinion of Ropes & Gray LLP.
23.1	Consent of Independent Registered Public Accounting Firm.
23.2	Consent of Ropes & Gray LLP (included in Exhibit 5.1).
24.1	Powers of Attorney.

(1) Incorporated by reference to the Company's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2009.

(2) Incorporated by reference to the Company's Current Report on Form 8-K filed on February 17, 2012.

(3) Incorporated by reference to the Company's Post-Effective Amendment to Form S-3 Registration Statement, Registration No. 333-102244.

(4) Incorporated by reference to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2008.