

MICROVISION INC  
Form 8-A12B  
September 08, 2008

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**  
**PURSUANT TO SECTION 12(b) OR (g) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**Microvision, Inc.**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**  
(State or Other Jurisdiction of

Incorporation or Organization)

**6222 185th Avenue NE, Redmond, WA**  
(Address of Principal Executive Offices)

**91-1600822**  
(I.R.S. Employer

Identification Number)

**98052**  
(Zip Code)

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Securities to be registered pursuant to Section 12(b) of the Act:

<b>Title of Each Class</b>	<b>Name of Each Exchange on Which</b>
<b>to be so Registered</b> <b>Warrants, exercisable for Common Stock, \$.001 par</b> <b>value, of Microvision, Inc.</b>	<b>Each Class is to be Registered</b> <b>NASDAQ Global Market</b>

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box.

Securities Act registration statement file number to which the form relates: **333-141454**

Securities to be registered pursuant to Section 12(g) of the Act:

**N/A**

**(Title of class)**

**Item 1. Description of Registrant's Securities to be Registered.**

The securities to be registered hereby are the warrants of Microvision, Inc. (the Company). The description of the warrants, contained in the section entitled Description of Warrants in the Prospectus included in the Company's Registration Statement on Form S-3 (File No. 333-141454), filed with the Securities and Exchange Commission on March 20, 2007, as amended and supplemented (the Registration Statement), is hereby incorporated by reference herein.

**Item 2. Exhibits.**

<b>Exhibit Number</b>	<b>Description</b>
4.1	Form of Warrant Agreement by and between Microvision, Inc. and American Stock Transfer & Trust Company (incorporated by reference to the Company's Current Report on Form 8-K filed on July 18, 2008).

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

MICROVISION, INC.

Date: September 8, 2008

By: /s/ Thomas M. Walker  
Thomas M. Walker  
Vice President, General Counsel and Secretary