

MICROVISION INC  
Form 8-K  
November 19, 2009

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

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): November 19, 2009

**MICROVISION, INC.**

(Exact Name of registrant as specified in charter)

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

**0-21221**  
(Commission  
File Number)

**91-1600822**  
(IRS Employer  
Identification No.)

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6222 185th Avenue NE

Redmond, Washington 98052

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (425) 415-6847

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 1.01. Entry into a Material Definitive Agreement.**

On November 19, 2009, Microvision, Inc. (the Company) entered into an Underwriting Agreement (the Underwriting Agreement) with Oppenheimer & Co. Inc., as representative of the several underwriters named therein (collectively, the Underwriters). The Underwriting Agreement provides for the sale of [ ] shares of the Company's common stock, par value \$0.01 per share, to the Underwriters at \$[ ] per share. The price to the public is \$[ ] per share. In addition, the Company granted the Underwriters a 30-day option to purchase an additional [ ] shares of common stock solely to cover over-allotments. The transactions contemplated by the Underwriting Agreement are expected to close on November 24, 2009. The shares are being offered and sold pursuant to the Company's registration statements on Form S-3 (Registration Nos. 333-141454 and 333-156393).

**Item 7.01. Regulation FD Disclosure.**

On November 19, 2009, the Company issued the press release attached as Exhibit 99.1 to this Current Report on Form 8-K.

The information in this Item 7.01 and Exhibit 99.1 is being furnished pursuant to Item 7.01 and shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act), or incorporated by reference into those filings of the Company that provide for the incorporation of all reports and documents filed by the Company under the Exchange Act.

***Certain Forward-Looking Statements***

This Current Report on Form 8-K may contain certain statements contained in this release, including those relating to closing of the offering, as well as statements containing words like expected, and other similar expressions, are forward-looking statements that involve a number of risks and uncertainties. All such forward-looking statements are subject to certain risks and uncertainties that could cause actual results to differ materially from those in the forward-looking statements, including the risk that the transaction described above may not be completed. These risks and uncertainties include, but are not limited to those detailed from time to time in our Securities and Exchange Commission filings.

Readers are urged to consider these factors carefully in evaluating the forward-looking statements. The forward-looking statements included in this Current Report are made only as of the date of this Current Report and the company undertakes no obligation to publicly update these forward-looking statements to reflect subsequent events or circumstances.

**ITEM 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

- 1.1 Form of Underwriting Agreement by and between Microvision, Inc. and Oppenheimer & Co. Inc., as representative of the several underwriters named therein.
- 5.1 Opinion of Ropes & Gray LLP.
- 23.1 Consent of Ropes & Gray LLP (included as part of its opinion filed herewith).
- 99.1 Microvision, Inc. Press Release, dated November 19, 2009.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MICROVISION, INC.

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

Date: November 19, 2009