

MICROVISION INC
Form S-3MEF
March 13, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-3
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.)

6244 185th Avenue NE, Suite 100

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Redmond, WA 98052

(425) 936-6847

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

David J. Westgor.

Vice President, General Counsel and Secretary

MicroVision, Inc.

6244 185th Avenue NE, Suite 100

Redmond, WA 98052

(425) 936-6847

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

Copies to:

Joel F. Freedman

Ropes & Gray LLP

Prudential Tower

800 Boylston Street

Boston, MA 02199

(617) 951-7000

Approximate date of commencement of proposed sale to the public:

As soon as practicable after the effective date of this registration statement

If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. "

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If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. "

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. x 333-184703

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box. "

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box. "

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 the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

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

CALCULATION OF REGISTRATION FEE

| Title of Each Class of Securities to be Registered | Amount to be Registered(1) | Proposed | Proposed | Amount of Registration Fee(2) |
|--|----------------------------|-------------------------------------|----------------------------------|-------------------------------|
| | | Maximum Offering Price Per Share(1) | Maximum Aggregate Offering Price | |
| Common Stock; Preferred Stock; Warrants | | | \$2,517,000 | \$325 |

(1) The Registrant previously registered such indeterminate number of shares of the Registrant's common stock

having an aggregate offering price not to exceed \$25,000,000 on a Registration Statement on Form S-3 (File No. 333-184703), which was declared effective on November 15, 2012. In accordance with Rule 462(b) promulgated under the Securities Act of 1933, as amended, an additional indeterminate number of shares of the Registrant's securities as shall have an aggregate offering price not to exceed \$2,517,000 are being registered hereunder. The proposed maximum offering price will be determined, from time to time, by the Registrant in connection with the issuance by the Registrant of the securities registered hereunder. In addition, pursuant to Rule 416(a) under the Securities Act of 1933, as amended, this Registration Statement shall also cover any additional shares of the Registrant's securities that become issuable by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration.

- (2) Calculated pursuant to Rule 457(o) under the Securities Act of 1933, as amended. Represents the registration fee only for the additional amount of shares of the Registrant's common stock being registered hereby. The Registrant previously registered shares of the Registrant's common stock pursuant to a Registration Statement on Form S-3 (File No. 333-184703), as amended, for which a fee of \$3,410 was paid.

This Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) of the Securities Act of 1933, as amended.

EXPLANATORY NOTE AND INCORPORATION BY REFERENCE

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This Registration Statement is being filed pursuant to Rule 462(b) of the Securities Act of 1933, as amended (Rule 462(b)), and General Instruction IV.A. to Form S-3 to register the Registrant s securities, with an aggregate initial offering price not to exceed \$2,517,000. In accordance with Rule 462(b), this Registration Statement incorporates by reference the contents of the Registrant s Registration Statement on Form S-3 (File No. 333-184703), filed with the Securities and Exchange Commission (the SEC) on November 1, 2012, and declared effective by the SEC on November 15, 2012, including all exhibits thereto and all information incorporated by reference therein, other than the exhibits included herein.

The required opinion and consents are listed on the Exhibit Index attached to and filed with this registration statement.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 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 March 13, 2014.

MicroVision, INC.

By: /s/ David J. Westgor
David J. Westgor

*Vice President, General Counsel &
Secretary*

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|---|---|----------------|
| /s/ Alexander Tokman Alexander Tokman | Chief Executive Officer and Director (<i>Principal Executive Officer</i>) | March 13, 2014 |
| /s/ Stephen P. Holt Stephen P. Holt | Chief Financial Officer (<i>Principal Financial Officer, Principal Accounting Officer</i>) | March 13, 2014 |
| /s/ * Richard A. Cowell | Director | March 13, 2014 |
| /s/ * Slade Gorton | Director | March 13, 2014 |
| /s/ * Jeanette Horan | Director | March 13, 2014 |
| /s/ * Perry Mulligan | Director | March 13, 2014 |

Brian Turner

/s/ Thomas M. Walker

Director

March 13, 2014

Thomas M. Walker

*By: /s/ David J. Westgor
David J. Westgor
Attorney-in-Fact

INDEX TO EXHIBITS

Exhibit

| Number | Description |
|---------------|---|
| 5.1 | Opinion of Ropes & Gray LLP. |
| 23.1 | Consent of Independent Registered Public Accounting Firm. |
| 23.2 | Consent of Ropes & Gray LLP is contained in Exhibit 5.1 to this Registration Statement. |
| 24.1 | Power of Attorney. |

Previously filed.