FORM D

Notice of Exempt Offering of Securities

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C.

OMB APPROVAL OMB Number: 3235-0076 Expires: August 31, 2015 Estimated Average burden hours per response: 4.0

1. Issuer's Identity			
CIK (Filer ID Number)	Previous Name(s)	<b>▼</b> None	Entity Type
0000065770			Corporation
Name of Issuer			C Limited Partnership
MICROVISION INC			C Limited Liability Company
Jurisdiction of Incorporation/Organization			General Partnership
DELAWARE			O Business Trust
Year of Incorporation/Organiza	tion		C Other
Over Five Years Ago			L
• Within Last Five Years (Specify Year)			
• Yet to Be Formed			

# 2. Principal Place of Business and Contact Information

Name of Issuer			
MICROVISION INC			
Street Address 1		Street Address 2	
6222 185TH AVE NE			
City	State/Province/Country	y ZIP/Postal Code	Phone No. of Issuer
REDMOND	WASHINGTON	98052	425-936-6847

# 3. Related Persons

Last Name		First Name		Middle Name
TOKMAN		ALEXANDER		
Street Address 1			Street Address 2	
C/O MICROVISION IN	NC		6222 185TH AV	ENUE NE
City		State/Province/C	ountry	ZIP/Postal Code
REDMOND		WASHINGTO	N	98052
Relationship:	Z Execut	ive Officer	Director	Promoter
Last Name		First Name		Middle Name
O'SULLIVAN		JOE		
Street Address 1			Street Address 2	
C/O MICROVISION IN	NC		6222 185TH AV	ENUE NE
City		State/Province/C	ountry	ZIP/Postal Code
REDMOND		WASHINGTO	N	98052
Relationship:	Z Execut	ive Officer	Director	Promoter

					_
Last Name		First Name		Middle Name	
MADHAVEN		SRIDHAR			
Street Address 1			Street Address	2	
C/O MICROVISION	INC		6222 185TH	AVENUE NE	
City		State/Province/	Country	ZIP/Postal Code	
REDMOND		WASHINGT	ON	98052	
I			3		1
Relationship:	Execu	tive Officer	Director	Promoter	
Clarification of Response	e (if Necessar	y)			
					_
Last Name		First Name		Middle Name	
WALKER		THOMAS		M.	
Street Address 1			Street Address	2	
C/O MICROVISION	N INC		6222 185TH	AVENUE NE	
City		State/Province/	Country	ZIP/Postal Code	
REDMOND		WASHINGT	ON	98052	
Relationship:	(Marine)	tive Officer y)	Director	Promoter	
					_
Last Name		First Name		Middle Name	
WILSON					
		JEFF		T.	
Street Address 1		JEFF	Street Address		
<u> </u>	INC	] JEFF			
Street Address 1	N INC	State/Province/	6222 185TH	2 AVENUE NE ZIP/Postal Code	
Street Address 1	NINC		6222 185TH	2 AVENUE NE	
Street Address 1 C/O MICROVISION City		State/Province/	6222 185TH	2 AVENUE NE ZIP/Postal Code	
Street Address 1 C/O MICROVISION City REDMOND	Execu	State/Province/	Country DN	2 AVENUE NE ZIP/Postal Code 98052	
Street Address 1 C/O MICROVISION City REDMOND Relationship:	Execu	State/Province/	Country DN	2 AVENUE NE ZIP/Postal Code 98052	
Street Address 1 C/O MICROVISION City REDMOND Relationship:	Execu	State/Province/	Country ON	2 AVENUE NE ZIP/Postal Code 98052	
Street Address 1 C/O MICROVISION City REDMOND Relationship:	Execu	State/Province/	Country ON	2 AVENUE NE ZIP/Postal Code 98052	
Street Address 1 C/O MICROVISION City REDMOND Relationship:	Execu	State/Province/	Country ON	2 AVENUE NE ZIP/Postal Code 98052	
Street Address 1 C/O MICROVISION City REDMOND Clarification of Response	Execu	State/Province/ State/Province/ WASHINGTO tive Officer y)	Country ON	2 AVENUE NE ZIP/Postal Code 98052 Promoter	
Street Address 1 C/O MICROVISION City ReDMOND Clarification of Response Last Name	Execu	State/Province/ State/Province/ WASHINGTO tive Officer y)	Country ON	2 AVENUE NE ZIP/Postal Code 98052 Promoter Middle Name A.	
Street Address 1 C/O MICROVISION City ReDMOND Citiv Clarification of Response Last Name COWELL COWELL	e (if Necessar	State/Province/ State/Province/ WASHINGTO tive Officer y)	6222 185TH	2 AVENUE NE ZIP/Postal Code 98052 Promoter Middle Name A.	
Street Address 1 C/O MICROVISION City Rebay Street Address 1 Clarification of Response Last Name Cowell Street Address 1	e (if Necessar	State/Province/ State/Province/ WASHINGTO tive Officer y)	6222 185TH Country DN Director Street Address 6222 185TH	2 AVENUE NE ZIP/Postal Code 98052 Promoter Middle Name A. 2	
Street Address 1 C/O MICROVISION City Relationship: Clarification of Response Last Name COWELL Street Address 1 C/O MICROVISION	e (if Necessar	State/Province/ State/Province/ WASHINGTO tive Officer y) First Name RICHARD	6222 185TH Country DN Director Street Address 6222 185TH Country	2 AVENUE NE ZIP/Postal Code 98052 Promoter Middle Name A. 2 AVENUE NE	
Street Address 1 C/O MICROVISION City Relationship: Clarification of Response Clarification of R	e (if Necessar	State/Province/ State/Province/ WASHINGTO tive Officer y) First Name RICHARD State/Province/	6222 185TH Country DN Director Street Address 6222 185TH Country	2 AVENUE NE ZIP/Postal Code 98052 Promoter Middle Name A. 2 AVENUE NE ZIP/Postal Code	
Street Address 1 C/O MICROVISION City REDMOND Citation of Response Clarification of Response Cla	e (if Necessar	State/Province/ State/Province/ WASHINGTO tive Officer State/Province/ State/Province/ WASHINGTO	6222 185TH         Country         DN         Director         Street Address         6222 185TH         Country         ON	2 AVENUE NE ZIP/Postal Code 98052 Promoter Middle Name A. 2 AVENUE NE ZIP/Postal Code 98052	

Last Name	First Name	Middle Name
GORTON	SLADE	
Street Address 1	Street Address	2
C/O MICROVISION INC	6222 185TH	AVENUE NE
City	State/Province/Country	ZIP/Postal Code
REDMOND	WASHINGTON	98052
<u> </u>		
Relationship: Execut	ive Officer Director	Promoter
Clarification of Response (if Necessary	<i>i</i> )	
Last Name	First Name	Middle Name
HORAN	JEANETTE	
Street Address 1	Street Address	2
C/O MICROVISION INC	6222 185TH	AVENUE NE
City	State/Province/Country	ZIP/Postal Code
REDMOND	WASHINGTON	98052
Relationship: 🔲 Execut	ive Officer Director	Promoter
Clarification of Response (if Necessary		
	)	
<u></u>		
Last Name	First Name	Middle Name
Last Name	First Name	Middle Name
		M.
MULLIGAN	PERRY Street Address	M.
MULLIGAN Street Address 1 C/O MICROVISION INC	PERRY Street Address 6222 185TH	2 AVENUE NE
MULLIGAN Street Address 1 C/O MICROVISION INC City	Street Address 6222 185TH . State/Province/Country	2 AVENUE NE ZIP/Postal Code
MULLIGAN Street Address 1 C/O MICROVISION INC	PERRY Street Address 6222 185TH	2 AVENUE NE
MULLIGAN Street Address 1 C/O MICROVISION INC City REDMOND	PERRY         Street Address         6222 185TH /         State/Province/Country         WASHINGTON	M.       2       AVENUE NE       ZIP/Postal Code       98052
MULLIGAN Street Address 1 C/O MICROVISION INC City REDMOND	Street Address 6222 185TH . State/Province/Country	2 AVENUE NE ZIP/Postal Code
MULLIGAN Street Address 1 C/O MICROVISION INC City REDMOND	Street Address	M.       2       AVENUE NE       ZIP/Postal Code       98052
MULLIGAN Street Address 1 C/O MICROVISION INC City REDMOND Relationship: Execut	Street Address	M.       2       AVENUE NE       ZIP/Postal Code       98052
MULLIGAN Street Address 1 C/O MICROVISION INC City REDMOND Relationship: Execut	Street Address	M.       2       AVENUE NE       ZIP/Postal Code       98052
MULLIGAN         Street Address 1         C/O MICROVISION INC         City         REDMOND         Relationship:         Clarification of Response (if Necessary	PERRY         Street Address         6222 185TH /         State/Province/Country         WASHINGTON         ive Officer         Director         /)	M.         2         AVENUE NE         ZIP/Postal Code         98052         Promoter
MULLIGAN         Street Address 1         C/O MICROVISION INC         City         REDMOND         Relationship:         Clarification of Response (if Necessary         Last Name	PERRY         Street Address         6222 185TH         State/Province/Country         WASHINGTON         ive Officer         Director         ()	M.       2       AVENUE NE       ZIP/Postal Code       98052
MULLIGAN         Street Address 1         C/O MICROVISION INC         City         REDMOND         Relationship:         Clarification of Response (if Necessary	PERRY         Street Address         6222 185TH /         State/Province/Country         WASHINGTON         ive Officer         Director         /)	M.         2         AVENUE NE         ZIP/Postal Code         98052         Promoter
MULLIGAN         Street Address 1         C/O MICROVISION INC         City         REDMOND         Relationship:         Clarification of Response (if Necessary         Last Name	PERRY         Street Address         6222 185TH         State/Province/Country         WASHINGTON         ive Officer         Director         ()	M.         2         AVENUE NE         ZIP/Postal Code         98052         Promoter         Middle Name
MULLIGAN         Street Address 1         C/O MICROVISION INC         City         REDMOND         Relationship:         Clarification of Response (if Necessary         Last Name         TURNER	PERRY         Street Address         6222 185TH         State/Province/Country         WASHINGTON         ive Officer         Director         ')         First Name         BRIAN         Street Address	M.         2         AVENUE NE         ZIP/Postal Code         98052         Promoter         Middle Name
MULLIGAN         Street Address 1         C/O MICROVISION INC         City         REDMOND         Relationship:         Clarification of Response (if Necessary         Last Name         TURNER         Street Address 1	PERRY         Street Address         6222 185TH /         State/Province/Country         WASHINGTON         ive Officer         Director         ()         First Name         BRIAN         Street Address         6222 185TH /         Street Address         State/Province/Country	M.         2         AVENUE NE         ZIP/Postal Code         98052         Promoter         Middle Name         2
MULLIGAN         Street Address 1         C/O MICROVISION INC         City         ReDMOND         Relationship:         Clarification of Response (if Necessary         Last Name         TURNER         Street Address 1         C/O MICROVISION INC	PERRY         Street Address         6222 185TH         State/Province/Country         WASHINGTON         ive Officer         Director         /)         First Name         BRIAN         Street Address         [6222 185TH]	M.   2   AVENUE NE   ZIP/Postal Code   98052   Promoter Middle Name   2   AVENUE NE
MULLIGAN         Street Address 1         C/O MICROVISION INC         City         ReDMOND         Relationship:       Execut         Clarification of Response (if Necessary)         Last Name         TURNER         Street Address 1         C/O MICROVISION INC         City	PERRY         Street Address         6222 185TH /         State/Province/Country         WASHINGTON         ive Officer         Director         ()         First Name         BRIAN         Street Address         6222 185TH /         Street Address         State/Province/Country	M. 2 AVENUE NE ZIP/Postal Code 98052 Promoter Middle Name 2 AVENUE NE ZIP/Postal Code
MULLIGAN         Street Address 1         C/O MICROVISION INC         City         REDMOND         Relationship:         Clarification of Response (if Necessary         Last Name         TURNER         Street Address 1         C/O MICROVISION INC         City         REDMOND	PERRY         Street Address         6222 185TH /         State/Province/Country         WASHINGTON         ive Officer         Director         ()         First Name         BRIAN         Street Address         6222 185TH /         Street Address         State/Province/Country	M. 2 AVENUE NE ZIP/Postal Code 98052 Promoter Middle Name 2 AVENUE NE ZIP/Postal Code
MULLIGAN         Street Address 1         C/O MICROVISION INC         City         REDMOND         Relationship:         Clarification of Response (if Necessary         Last Name         TURNER         Street Address 1         C/O MICROVISION INC         City         REDMOND	PERRY   Street Address   6222 185TH /   State/Province/Country   WASHINGTON   ive Officer   /)   First Name   BRIAN   Street Address   6222 185TH /   State/Province/Country   State/Province/Country   WASHINGTON   ive Officer   Image: Control of the state of	M. 2 AVENUE NE ZIP/Postal Code 98052 Promoter Middle Name ZIP/Postal Code 98052
MULLIGAN         Street Address 1         C/O MICROVISION INC         City         REDMOND         Relationship: <ul> <li>Execut</li> <li>Clarification of Response (if Necessary</li> <li>Execut</li> </ul> Last Name         TURNER       Street Address 1         C/O MICROVISION INC         City         REDMOND         Relationship: <ul> <li>Execut</li> <li>Relationship:</li> <li>Execut</li> </ul>	PERRY   Street Address   6222 185TH /   State/Province/Country   WASHINGTON   ive Officer   /)   First Name   BRIAN   Street Address   6222 185TH /   State/Province/Country   State/Province/Country   WASHINGTON   ive Officer   Image: Control of the state of	M. 2 AVENUE NE ZIP/Postal Code 98052 Promoter Middle Name ZIP/Postal Code 98052

### 4. Industry Group

### C Agriculture

- **Banking & Financial Services**
- C Commercial Banking
- C Insurance
- C Investing
- C Investment Banking
- C Pooled Investment Fund
- Other Banking & Financial C Services

# C Business Services

#### Energy

- C Coal Mining C Electric Utilities
- C Energy Conservation
- C Environmental Services
- C Oil & Gas
- C Other Energy

### 5. Issuer Size

#### Revenue Range

- C No Revenues
- \$1 \$1,000,000 C
- C \$1,000,001 - \$5,000,000
- \$5,000,001 \$25,000,000 C
- C \$25,000,001 - \$100,000,000
- C Over \$100,000,000
- $\odot$ Decline to Disclose
- C Not Applicable

- Aggregate Net Asset Value Range
- 0 No Aggregate Net Asset Value
- C \$1 - \$5,000,000
  - \$5,000,001 \$25,000,000
- C \$25,000,001 - \$50,000,000
  - \$50,000,001 \$100,000,000
- 0 Over \$100,000,000
- C Decline to Disclose
- C Not Applicable

# 6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

Rule 504(b)(1) (not (i), (ii) or (iii))	□ Rule 505
Rule 504 (b)(1)(i)	Rule 506(b)
Rule 504 (b)(1)(ii)	Rule 506(c)
Rule 504 (b)(1)(iii)	Securities Act Section 4(a)(5)
	Investment Company Act Section 3(c)

2011-05-04

# 7. Type of Filing

New Notice Date of First Sale First Sale Yet to Occur

**A**mendment

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### 8. Duration of Offering

Does the Issuer intend this offering to last more than one year?

O Yes O No

## 9. Type(s) of Securities Offered (select all that apply)

Pooled Investment Fund Interests Equity

Tenant-in-Common Securities 🔲 Debt

- C Retailing

  - C Restaurants
- Hospitals & Physicians Technology
- Pharmaceuticals C Other Health Care

Health Care

C

C

C Manufacturing

Real Estate

C

C

C

C Commercial

Construction

Residential

C Other Real Estate

**REITS & Finance** 

C

C

C Biotechnology

C Health Insurance

- C Computers C Telecommunications
  - Other Technology

#### Travel

- O Airlines & Airports
- C Lodging & Conventions
- C Tourism & Travel Services
- C Other Travel

C Other

Exercise of Option, Warrant or Other (describe) Other Right to Acquire Security	e)
10. Business Combination Transa	ction
Is this offering being made in connection with a business of transaction, such as a merger, acquisition or exchange offered as a merger.	
Clarification of Response (if Necessary)	
11. Minimum Investment	
Minimum investment accepted from any outside \$	USD
12. Sales Compensation	
Recipient	Recipient CRD Number
REEDLAND CAPITAL PARTNERS, AN INSTITUTIONAL DIVISION OF FINANCIAL WEST GROUP	16668
(Associated) Broker or Dealer 🔽 None	(Associated) Broker or Dealer CRD Number
Street Address 1	Street Address 2
30 SUNNYSIDE AVENUE	
	e/Province/Country ZIP/Postal Code
MILL VALLEY	ALIFORNIA 94941
State(s) of Solicitation 🔲 All States 🔽 Fo	oreign/Non-US

Option, Warrant or Other Right to

Acquire Another Security

Mineral Property Securities

Security to be Acquired Upon

Exercise of Option, Warrant or Conter (describe)

# 13. Offering and Sales Amounts

Total Offering Amount	\$ 4000000	USD	Indefinite
Total Amount Sold	\$ 4000000	USD	
Total Remaining to be Sold	\$ 0	USD	□ Indefinite
Clarification of Respons	e (if Necessary)		
14. Investors			

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors,



 $\Box$ Number of such non-accredited investors who already have invested in the offering

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:



15. Sales Commissions & Finders' Fees Expenses

Provide separately the amounts of sales commissions and finders' fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions	\$ 400000	USD	Estim	iate
Finders' Fees	\$ 0	USD	Estim	iate
Clarification of Response (if Necessary	y)			
16. Use of Proceeds				
Provide the amount of the gross proce any of the persons required to be nam If the amount is unknown, provide an Clarification of Response (if Necessary	and as executive officers, d estimate and check the b \$ 0	lirectors or promot	ters in respon	
Signature and Submis	sion			
Please verify the information y before signing and clicking SU Terms of Submission			ms of Subn	nission below
In submitting this notice, each Issuer	r named above is:			
<ul> <li>Notifying the SEC and/or ea described and undertaking t offerees.</li> </ul>			0	
<ul> <li>Irrevocably appointing each legally designated officer of and any State in which this r these persons may accept ser agreeing that such service m</li> </ul>	the State in which the Issu notice is filed, as its agents rvice on its behalf, of any	uer maintains its p s for service of pro notice, process or p or certified mail, i	rincipal place cess, and agro pleading, and in any Federa	e of business eeing that l further ll or state

action, administrative proceeding, or arbitration brought against it in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.

• Certifying that, if the issuer is claiming a Regulation D exemption for the offering, the issuer is not disqualified from relying on Regulation D for one of the reasons stated in Rule 505(b)(2)(iii) or Rule 506(d).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
MICROVISION INC	THOMAS M. WALKER	THOMAS M. WALKER	VICE PRESIDENT, GENERAL COUNSEL AND SECRETARY	2011-05-23