

U.S. Securities and Exchange Commission  
Washington, D.C. 20549

Amendment No. 1  
FORM 10-QSB/A

- [ X ] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934  
For the quarterly period ended September 30, 1998
- [ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934  
For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number: 0-21221

MICROVISION, INC.

(Exact name of small business issuer as specified in its charter)

Washington 91-1600822  
(State or other jurisdiction (I.R.S. Employer  
of incorporation Identification No.)  
or organization)

2203 Airport Way S., Suite 100, Seattle, Washington 98134  
(Address of Principal Executive Offices)

Registrant's telephone number, including area code: (206) 623-7055

Check whether the issuer (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes [X] No [ ]

As of January 19, 1999, there were 6,086,763 shares outstanding of the Company's Common Stock, no par value per share.

Transitional Small Business Disclosure Format (check one): Yes [ ] No [X]

PART II  
OTHER INFORMATION  
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Item 4. Submission of Matters to a Vote of Security Holders

The annual meeting of the shareholders of the Company was held on October 15, 1998.

Richard F. Rutkowski, Stephen R. Willey, Richard A. Raisig, Jacob Brouwer, Robert A. Ratliffe, Richard A. Cowell, and Walter J. Lack were elected as directors for one year terms expiring at the next annual meeting of shareholders.

The amendment of the Company's 1996 Stock Option Plan to increase the number of shares of Common Stock reserved for issuance upon exercise of options granted under the Plan from 750,000 shares to 3,000,000 shares was approved.

The appointment of PricewaterhouseCoopers LLP as independent auditors of the Company for the year ending December 31, 1998 was approved.

Shareholders cast their votes as follows:

| Nominee/Proposal     | For       | Against | Abstain/Withhold | Broker Non-Votes |
|----------------------|-----------|---------|------------------|------------------|
| -----                | ---       | -----   | -----            | -----            |
| <S>                  | <C>       | <C>     | <C>              | <C>              |
| Richard F. Rutkowski | 5,099,712 |         | 18,716           |                  |
| Stephen R. Wiley     | 5,099,712 |         | 18,716           |                  |
| Richard A. Raisig    | 5,099,712 |         | 18,716           |                  |
| Walter J. Lack       | 5,099,712 |         | 18,716           |                  |
| Robert A. Ratliffe   | 5,099,712 |         | 18,716           |                  |
| Richard A. Cowell    | 5,099,712 |         | 18,716           |                  |

|  |           |         |        |           |
|--|-----------|---------|--------|-----------|
| Jacob Brouwer                                  | 5,099,612 |         | 18,816 |           |
| Amendment of Stock<br>Option Plan              | 1,865,521 | 445,790 | 25,267 | 2,781,850 |
| Appointment of Price-<br>waterhouseCoopers LLP | 5,099,115 | 7,455   | 11,858 |           |

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SIGNATURES

In accordance with the requirements of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

MICROVISION, INC.

Date: January 19, 1999

/s/ RICHARD F. RUTKOWSKI

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Richard F. Rutkowski  
President and Chief Executive Officer  
(Principal Executive Officer)

Date: January 19, 1999

/s/ RICHARD A. RAISIG

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Richard A. Raisig  
Vice President, Operations and  
Chief Financial Officer  
(Principal Financial and Accounting Officer)

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