

**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**AMENDMENT NO. 1 to  
SCHEDULE TO  
(Rule 13e-4)**

**TENDER OFFER STATEMENT  
Under Section 14(d)(1) or 13(e)(1) of the  
Securities Exchange Act of 1934**

**MICROVISION, INC.**

(Name of Subject Company (Issuer) and Filing Person (Offeror))

**Certain Options to Purchase Common Stock, No Par Value,  
Having an Exercise Price of Greater than \$10.00 or Expiring on or before May 30, 2003**  
(Title of Class of Securities)

N/A\*  
(CUSIP Number of Class of Securities)

Thomas Walker  
Vice President, General Counsel  
Microvision, Inc.  
19910 North Creek Parkway  
Bothell, WA 98011-3008  
(425) 415-6847 (telephone)  
(425) 481-1625 (facsimile)

(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications  
on Behalf of the Filing Person)

*Copy to:*  
Christopher J. Voss  
Stoel Rives LLP  
One Union Square, 36<sup>th</sup> Floor, Seattle, WA 98101-3197  
(206) 624-0900 (telephone)  
(206) 386-7500 (facsimile)

**CALCULATION OF FILING FEE**

<b>Transaction Valuation:</b>	<b>Amount of Filing Fee:</b>
\$4,426,691**	\$885.34

\* There is no trading market or CUSIP Number for the options. The CUSIP Number for the underlying common stock is 594960106.

\*\* Calculated solely for purposes of determining the filing fee. This amount assumes that options to purchase 3,854,519 shares of common stock of Microvision, Inc. having an aggregate value of \$4,426,691 as of October 28, 2002 will be exchanged pursuant to this offer. The aggregate value of such options was calculated based on the Black-Scholes option pricing model. The amount of the filing fee, calculated in accordance with Rule 0-11(b) of the Securities Exchange Act of 1934, as amended, equals 1/50<sup>th</sup> of one percent of the value of the transaction.

Check box if any part of the fee is offset as provided by Rule 0-11a2 and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$885.34

Form or Registration No.: Schedule TO (File No. 005-50198)

applicable.

Filing Party: Microvision, Inc.

Date Filed: November 1, 2002

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

Third-party tender offer subject to Rule 14d-1.

Issuer tender offer subject to Rule 13e-4.

Going-private transaction subject to Rule 13e-3.

Amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

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**Item 1. Summary Term Sheet.**

The information set forth under "Summary Term Sheet" in the Offer to Exchange, dated November 1, 2002 (the "Offer to Exchange"), previously filed as Exhibit (a)(1), is incorporated herein by reference.

**Item 2. Subject Company Information.**

(a) The name of the issuer is Microvision, Inc., a Washington corporation ("Microvision" or the "Company"). The address of its principal executive office is 19910 North Creek Parkway, Bothell, Washington 98011-3008 and the telephone number is (425) 415-6847. The information set forth in the Offer to Exchange under Section 9 ("Information Concerning Microvision") is incorporated herein by reference.

(b) This Tender Offer Statement on Schedule TO relates to an offer by the Company to exchange certain options currently outstanding under the Company's 1993 Stock Option Plan (the "1993 Plan") and 1996 Stock Option Plan (the "1996 Plan" and, collectively with the 1993 Plan, the "Plans"), and certain options granted outside the Plans (the "Non-Plan Grants"), to purchase an aggregate of 3,854,519 shares of the Company's common stock, no par value, granted to employees of the Company or its subsidiary Lumera Corporation ("Lumera") that (i) have exercise prices of greater than \$10.00 per share, but excluding options granted as part of the Company's special ongoing option grant made on October 24, 2001 with an exercise price of \$15.00 per share, or (ii) were granted under a prior options policy with expiring terms less than eight years and expiring on or before May 30, 2003 (collectively, the "Eligible Options"), for new options that will be granted under the 1996 Plan, except that the Non-Plan Grants may be exchanged for options granted outside the 1996 Plan (collectively, the "New Options"). Holders of Eligible Options who received option grants on or after May 1, 2002, must exchange those options in full to participate in this offer. The offer is made on the terms and subject to the conditions set forth under "The Offer" and "Summary Term Sheet" in the Offer to Exchange and in the related Option Exchange Election Form. Employees are eligible to participate in the offer if they are employees of the Company or Lumera as of November 1, 2002 and remain employees through the date on which the New Options are granted.

(c) The information set forth in the Offer to Exchange under Section 7 ("Price Range of Common Stock Underlying the Options") is incorporated herein by reference.

**Item 3. Identity and Background of Filing Person.**

(a) The filing person is the issuer. The information set forth under Item 2(a) above and in the Offer to Exchange under Section 10 ("Interests of Directors and Officers; Transactions and Arrangements Concerning the Options") is incorporated herein by reference.

**Item 4. Terms of the Transaction.**

(a) The information set forth in the Offer to Exchange under "Summary Term Sheet," "Introduction," Section 1 ("Number of Options; Expiration Date"), Section 3 ("Procedures for Electing to Exchange Options"), Section 4 ("Withdrawal Rights"), Section 5 ("Acceptance of Options for Exchange and Issuance of New Options"), Section 6 ("Conditions of the Offer"), Section 8 ("Source and Amount of Consideration; Terms of New Options"), Section 11 ("Status of Options Acquired by us in the Offer; Accounting Consequences of the Offer"), Section 12 ("Legal Matters; Regulatory Approvals"), Section 13 ("Material Federal Income Tax Consequences") and Section 14 ("Extension of Offer; Termination; Amendment") is incorporated herein by reference.

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(b) The information set forth in the Offer to Exchange under Section 10 ("Interests of Directors and Officers; Transactions and Arrangements Concerning the Options") is incorporated herein by reference.

**Item 5. Past Contacts, Transactions, Negotiations and Arrangements.**

(e) The information set forth in the Offer to Exchange under Section 10 ("Interests of Directors and Officers; Transactions and Arrangements Concerning the Options") is incorporated herein by reference. The 1993 Plan previously filed as Exhibit (d)(1), the form of option agreement under the 1993 Plan previously filed as Exhibit (d)(2), the 1996 Plan previously filed as Exhibit (d)(3), the form of non-qualified option agreement under the 1996 Plan previously filed as Exhibit (d)(4), the form of incentive stock option agreement under the 1996 Plan previously filed as Exhibit (d)(5) and the form of option agreement for options granted outside the Plans previously filed as Exhibit (d)(6) contain information regarding the subject securities and are incorporated herein by reference.

**Item 6. Purposes of the Transaction and Plans or Proposals.**

(a) The information set forth in the Offer to Exchange under Section 2 ("Purpose of the Offer") is incorporated herein by reference.

(b) The information set forth in the Offer to Exchange under Section 5 ("Acceptance of Options for Exchange and Issuance of New Options") and Section 11 ("Status of Options Acquired by Us in the Offer; Accounting Consequences of the Offer") is incorporated herein by reference.

(c) The information set forth in the Offer to Exchange under Section 2 ("Purpose of the Offer") is incorporated herein by reference.

**Item 7. Source and Amount of Funds or Other Consideration.**

(a) The information set forth in the Offer to Exchange under Section 8 ("Source and Amount of Consideration; Terms of New Options") and Section 15 ("Fees and Expenses") is incorporated herein by reference.

(b) The information set forth in the Offer to Exchange under Section 6 ("Conditions of the Offer") is incorporated herein by reference.

(d) Not applicable.

**Item 8. Interest in Securities of the Subject Company.**

(a) The information set forth in the Offer to Exchange under Section 10 ("Interests of Directors and Officers; Transactions and Arrangements Concerning the Options") is incorporated herein by reference.

(b) The information set forth in the Offer to Exchange under Section 10 ("Interests of Directors and Officers; Transactions and Arrangements Concerning the Options") is incorporated herein by reference.

**Item 9. Person/Assets, Retained, Employed, Compensated**

(a) Not applicable.

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**Item 10. Financial Statements.**

(a) The information set forth in the Offer to Exchange under Section 9 ("Information Concerning Microvision") and Section 16 ("Additional Information"), and in the Company's (i) Annual Report on Form 10-K for the year ended December 31, 2001, filed with the Securities and Exchange Commission on April 1, 2002; (ii) Quarterly Report on Form 10-Q for the quarter ended March 31, 2002, filed with the Securities and Exchange Commission on May 13, 2002 and amended on May 13, 2002; and (iii) Quarterly Report on Form 10-Q for the quarter ended June 30, 2002, filed with the Securities and Exchange Commission on August 14, 2002, which contain the Company's financial statements, are incorporated herein by reference. A copy of the Annual Report on Form 10-K and the Quarterly Reports on Form 10-Q can be accessed electronically on the Securities and Exchange Commission's web site at [www.sec.gov](http://www.sec.gov).

(b) Not applicable.

**Item 11. Additional Information.**

(a) The information set forth in the Offer to Exchange under Section 10 ("Interests of Directors and Officers; Transactions and Arrangements Concerning the Options") and Section 12 ("Legal Matters; Regulatory Approvals") is incorporated herein by reference.

(b) Not applicable.

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**Item 12. Exhibits.**

Exhibit Number	Description
(a)(1)	Offer to Exchange, dated November 1, 2002.*
(a)(2)	Form of Option Exchange Election Form.*
(a)(3)	The Company's annual report on Form 10-K for the year ended December 31, 2001, filed with the Securities and Exchange Commission on April 1, 2002 and incorporated herein by reference.
(a)(4)	The Company's quarterly report on Form 10-Q for the quarter ended June 30, 2002, filed with the Securities and Exchange Commission on August 14, 2002 and incorporated herein by reference.
(a)(5)	The Company's quarterly report on Form 10-Q for the quarter ended March 31, 2002, filed with the Securities and Exchange Commission on May 13, 2002 and amended on May 13, 2002 and incorporated herein by reference.
(a)(6)	Press Release dated November 1, 2002.
(a)(7)	Form of Letter to Eligible Option Holders.
(b)	Not applicable.
(d)(1)	Microvision, Inc. 1993 Stock Option Plan, as amended, previously filed as an exhibit to the Company's Registration Statement on Form SB-2, Registration No. 333-5276-LA and incorporated herein by reference.
(d)(2)	Form of Option Agreement issued pursuant to the Microvision, Inc. 1993 Stock Option Plan.*
(d)(3)	Microvision, Inc. 1996 Stock Option Plan, as amended, previously filed as an exhibit to the Company's quarterly report on Form 10-Q for the quarter ended June 30, 2000 and incorporated herein by reference.
(d)(4)	Form of Non-Qualified Option Agreement issued pursuant to the Microvision, Inc. 1996 Stock Option Plan.*
(d)(5)	Form of Incentive Stock Option Agreement issued pursuant to the Microvision, Inc. 1996 Stock Option Plan.*

- (d)(6) Form of Option Agreement for options granted outside of the Plans.\*
- (g) Not applicable.
- (h) Not applicable.

\* Filed previously.

**Item 13. Information Required by Schedule 13E-3.**

- (a) Not applicable.

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**SIGNATURE**

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: November 4, 2002

MICROVISION, INC.

By /s/ RICHARD F. RUTKOWSKI

Richard F. Rutkowski  
Chief Executive Officer

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**EXHIBIT INDEX**

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(d)(4)	Form of Non-Qualified Option Agreement issued pursuant to the Microvision, Inc. 1996 Stock Option Plan.*
(d)(5)	Form of Incentive Stock Option Agreement issued pursuant to the Microvision, Inc. 1996 Stock Option Plan.*
(d)(6)	Form of Option Agreement for options granted outside of the Plans.*

\* Filed previously.

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[Item 2. Subject Company Information.](#)  
[Item 3. Identity and Background of Filing Person.](#)  
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[SIGNATURE](#)  
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**MICROVISION**

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(425) 415-6657

**FOR IMMEDIATE RELEASE**

## **Microvision commences stock option exchange program for employees**

BOTHELL, WA—November 1, 2002—Microvision, Inc. (NASDAQ: *MVIS*), a leader in light scanning technologies, today announced that it had commenced a voluntary stock option exchange program for its employees.

Under the program:

- Employees holding stock options with exercise prices in excess of \$10 per share, with certain exceptions, have the opportunity, if they so choose, to cancel those options in exchange for new options to be granted not sooner than June 11, 2003.
- The exercise price of the new options will be the higher of the closing price of the Company's common stock on the date of the new grant or \$7.00 per share.
- The number of new options granted to participating employees will be determined by a tiered exchange rate schedule that is based on the exercise price of the options canceled.
- Executive management is eligible to participate in the exchange, but generally will be subject to lower exchange rates than other employees.
- Non-employee members of the Board of Directors are ineligible to participate.
- Employees who elect to participate in the exchange will be ineligible to receive any additional option grants for six months after the exchange offer terminates.
- The new options will generally vest over a longer period than the options exchanged.

The company estimates that if all currently eligible stock options were exchanged, the overall number of options outstanding would be reduced by nearly one million shares.

"We have assembled a strong team of employees at Microvision which is vital to our ongoing success," said Walter J. Lack, Chairman of the Board of Directors. "Given the extraordinary market conditions and the importance of stock options as a key component of compensation for employees, we felt it prudent to take this action. We feel the terms of this exchange program balance both the interests of our employees and other shareholders. Our commitment to succeed is as strong as it has ever been and we will continue to work hard to build long-term value for all of our shareholders."

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The company has filed a tender offer statement on a Schedule TO with the Securities and Exchange Commission that describes the terms and conditions of the exchange offer.

### ***About Microvision***

Headquartered in Bothell, Wash., Microvision, Inc. is the developer of the proprietary Retinal Scanning Display technology and a world leader in micro miniature optical scanning technology for display and imaging applications. The company's technology has applications in a broad range of military, medical, industrial, professional and consumer information products. Additional information can be found at the company's Web site at <http://www.microvision.com>.

### ***Forward Looking Statement***

Certain statements contained in this release, including those concerning product applications, as well as statements containing words like "believe," "anticipate," "estimate," "intend," "expect," and other similar expressions, are forward-looking statements that involve a number of risks and uncertainties. Factors that could cause actual results to differ materially from those projected in our forward-looking statements include the following: market acceptance of our technologies and products; our financial and technical resources relative to those of our competitors; our ability to obtain financing; our ability to keep up with rapid technological change; government regulation of our technologies; our ability to enforce our intellectual property rights and protect our proprietary technologies; the ability to obtain additional contract awards and to develop partnership opportunities; the timing of commercial product launches; the ability to achieve key technical milestones in key products; and other risk factors identified from time to time in our SEC reports, including in our Annual Report on 10-K for the year ended December 31, 2001 and our Quarterly Reports on Form 10-Q.

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[Microvision commences stock option exchange program for employees](#)

November 1, 2002

All Employees:

I am pleased to announce that the Board of Directors has approved a measure that offers our employees the ability to exchange existing stock options, generally those granted with exercise prices above \$10.00, for new options. Because of the significant disparity between the exercise price of these existing options and the current market value of our common stock, the Board believes this exchange is important to acknowledge the important contribution you are making to build Microvision and to encourage you to continue your efforts in the best interests of all Microvision shareholders.

A lengthy document entitled "Offer to Exchange," is attached to this email. In order to assist you in fully understanding the exchange offer and to answer any questions you may have, there will be a number of information sessions held over the next week. *These sessions are designed for informational purposes only and are specifically not to advise you whether to participate or, in what manner or degree.* At these sessions you will receive a hard copy of the Offer to Exchange and a report of your current stock options.

A few basic points about this offer:

- This option exchange offer is entirely voluntary—you are not required to participate.
- Some employees may not be able to exchange all of their options.
- There is a waiting period of at least six months and one day from the day the offer closes and your options are canceled to the day on which you will be granted new options. You will be eligible to receive a new option only if you are an employee of the company on the grant date for the new options.
- The exchange ratio is based upon the current exercise price(s) of your options. In most cases you will receive new options exercisable for fewer shares than those that you cancelled.
- With few exceptions, the exercise term of the new options will be ten years without regard to the remaining term on cancelled options.
- Vesting will change on the options.

Other important terms and conditions of the offer, including the risks of participating, are described in the Offer to Exchange. You should review this document carefully.

This is an important time for our company as we rollout two commercial products and establish important relationships for other applications of our technology. We are facing challenging market conditions for launching new products and raising capital. Instrumental to our current and future success will be your continuing commitment to our four building blocks of quality:

- Delivering quality and value to our customers;
- Developing businesses and products that provide opportunities for continued growth and future profitability;
- Providing an environment where people gain satisfaction from their work, are recognized for their accomplishments and share our success; and
- Fostering initiative and creativity.

I encourage you to review the attached material prior to the information sessions. If you have any questions after the information sessions, please contact Tom Walker. Please note that if you would like to participate, your response is due to the Options Desk by 5:00 pm Pacific Time, December 9, 2002.

Rick

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QuickLinks

[Exhibit 99\(a\)\(7\)](#)