

As filed with the Securities and Exchange Commission on October 31, 2003

Registration No. 333-

## 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)

**WASHINGTON**

(State or other jurisdiction of  
incorporation or organization)

**91-1600822**

(IRS Employer Identification No.)

**19910 North Creek Parkway  
Bothell, WA 98011-3008  
(425) 415-6847 (telephone)  
(425) 481-1625 (facsimile)**

(Address, including zip code, and telephone and facsimile numbers,  
including area code, of principal executive offices)

**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, including zip code, and telephone and facsimile numbers,  
including area code, of agent for service)

**Copy to:  
Joel F. Freedman  
Ropes & Gray LLP  
One International Place  
Boston, MA 02110  
(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. ☐

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. ☒ 333-102244

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 delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. ☐

#### CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities To Be Registered	Proposed Maximum Aggregate Offering Price (1)	Amount of Registration Fee
Common Stock, no par value	\$611,685	\$49.49

(1) Estimated solely for purposes of computing the amount of the registration fee pursuant to Rule 457(o) under the Securities Act of 1933.

Microvision, Inc. (the 'Company') hereby incorporates by reference into this Registration Statement on Form S-3 in its entirety the Registration Statement on Form S-3 (File No. 333-102244) declared effective on February 12, 2003 by the Securities and Exchange Commission (the "Commission"), including each of the documents filed by the Company with the Commission and incorporated or deemed to be incorporated by reference therein and all exhibits thereto.

## Exhibits

The following documents are filed as exhibits to this Registration Statement.

Exhibit Number	Description
5.1	Opinion of Ropes & Gray LLP
23.1	Consent of PricewaterhouseCoopers LLP
23.2	Consent of Ropes & Gray LLP (included in Exhibit 5.1)
25.1	Powers of Attorney (included on the signature page of this registration statement)

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## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 Bothell, state of Washington, on October 31, 2003.

MICROVISION, INC.

By: /s/ Richard F. Rutkowski

Name: Richard F. Rutkowski  
Title: Chief Executive Officer

Each person whose signature appears below constitutes and appoints Richard F. Rutkowski, Richard A. Raisig and Thomas M. Walker, and each of them, his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to execute any and all amendments, or any post-effective amendments and supplements to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

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

Signature	Title	Date
/s/ RICHARD F. RUTKOWSKI	Chief Executive Officer and Director (Principal Executive Officer)	October 31, 2003
Richard F. Rutkowski		
/s/ STEPHEN R. WILEY	President and Director	October 31, 2003
Stephen R. Wiley		
/s/ RICHARD A. RAISIG	Chief Financial Officer (Principal Financial Officer)	October 31, 2003
Richard A. Raisig		
/s/ JEFF WILSON	Vice President, Accounting (Principal Accounting Officer)	October 31, 2003
Jeff Wilson		
/s/ SLADE GORTON	Director	October 31, 2003
Slade Gorton		
/s/ RICHARD A. COWELL	Director	October 31, 2003
Richard A. Cowell		
/s/ WALTER J. LACK	Director	October 31, 2003
Walter J. Lack		
	Director	
William A. Owens		

/s/ ROBERT A. RATLIFFE

Director

October 31, 2003

Robert A. Ratliffe

/s/ DENNIS J. REIMER

Director

October 31, 2003

Dennis J. Reimer

Director

Jacqueline Brandwynne

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## EXHIBITS

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[SIGNATURES](#)

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ROPES & GRAY LLP  
ONE INTERNATIONAL PLACE  
BOSTON, MASSACHUSETTS 02110

October 31, 2003

Microvision, Inc.  
19910 North Creek Parkway  
Bothell, Washington 98011-3008

Ladies and Gentlemen::

We have acted as special counsel to Microvision, Inc. (the "**Company**") in connection with the Company's Registration Statement on Form S-3 (the "**Abbreviated Registration Statement**") filed with the Securities and Exchange Commission pursuant to the Securities Act of 1933, as amended, for the registration of 97,869 shares of the Company's common stock (the "Securities"), no par value. The Securities are to be offered for sale to the public together with the securities registered pursuant to a Registration Statement on Form S-3 (File No. 333-102244) of the Company that was declared effective on February 12, 2003 (the "**Initial Registration Statement**").

We have examined such documents and such matters of fact and law that we have deemed necessary for the purpose of rendering the opinion expressed herein. Based upon the foregoing, we are of the opinion that, when the price at which the Securities to be sold has been approved by or on behalf of the Board of Directors of the Company and when the Securities have been duly issued and delivered against payment therefor in accordance with the terms of the prospectus included in the Initial Registration Statement, which prospectus is incorporated by reference in the Abbreviated Registration Statement, the Securities will be validly issued, fully paid and non-assessable.

We hereby consent to the filing of this opinion as Exhibit 5.1 to the Abbreviated Registration Statement and to the reference to our name under the caption **Legal Matters** in the prospectus included in the Initial Registration Statement and incorporated by reference in the Abbreviated Registration Statement.

Very truly yours,

/s/ Ropes & Gray LLP

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Ropes & Gray LLP

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EXHIBIT 23.1

#### CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in this Registration Statement on Form S-3, of our report dated March 25, 2003 relating to the financial statements and financial statement schedule, which appears in Microvision Inc.'s Annual Report on Form 10-K for the year ended December 31, 2002. We also consent to the reference to us under the heading "Experts" in the prospectus included in the Registration Statement on Form S-3 (File No. 333-102244), all incorporated by reference in this Registration Statement.

PricewaterhouseCoopers LLP  
Seattle, Washington  
October 30, 2003

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