

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

FORM 10-K

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 for the fiscal year ended December 31, 2011

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 Registrant as Specified in its Charter)

Delaware

(State or Other Jurisdiction of Incorporation or Organization)

91-1600822

(I.R.S. Employer Identification Number)

6222 185th Ave NE

Redmond, Washington 98052

(Address of Principal Executive Offices including Zip Code)

(425) 936-6847

(Registrant's Telephone Number, Including Area Code)

Securities registered pursuant to Section 12(b) of the Exchange Act:

<u>Title of each class</u>	<u>Name of each exchange on which registered</u>
Common Stock, \$.001 par value	NASDAQ Global Market

Securities registered pursuant to Section 12(g) of the Exchange Act:

None

Indicate by check mark if the registrant is a well-known seasoned issuer as defined in Rule 405 of the Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 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 No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files. Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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 definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

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

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes No

The aggregate market value of the common stock held by non-affiliates of the registrant as of June 30, 2011 was approximately \$131.8 million (based on the closing price for the registrant's Common Stock on the NASDAQ Global Market of \$9.76 per share, as adjusted for the reverse stock split discussed herein).

The number of shares of the registrant's common stock outstanding as of March 1, 2012 was 17,019,000.

MicroVision, Inc.
2011 ANNUAL REPORT ON FORM 10-K

TABLE OF CONTENTS

Part I.	Page
Item 1. Description of Business	2
Item 1A. Risk Factors	8
Item 1B. Unresolved Staff Comments	14
Item 2. Properties	14
Item 3. Legal Proceedings	14
Item 4. Mine Safety Disclosures	14
Item 4A. Executive Officers of the Registrant	14
Part II.	
Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities	15
Item 6. Selected Financial Data	16
Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations	17
Item 7A. Quantitative and Qualitative Disclosures About Market Risks	28
Item 8. Financial Statements and Supplementary Data	28
Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure	54
Item 9A. Controls and Procedures	54
Item 9B. Other Information	54
Part III.	
Item 10. Directors and Executive Officers and Corporate Governance	54
Item 11. Executive Compensation	54
Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters	55
Item 13. Certain Relationships and Related Transactions, and Director Independence	55
Item 14. Principal Accounting Fees and Services	55
Part IV.	
Item 15. Exhibits, Financial Statement Schedules	56
Signatures	58

PART I

Preliminary Note Regarding Forward-Looking Statements

This report contains forward-looking statements, within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Securities Act") and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and is subject to the safe harbor created by those sections. Such statements may include, but are not limited to, projections of revenues, income or loss, capital expenditures, plans for product development and cooperative arrangements, technology development by third parties, future operations, financing needs or plans of MicroVision, as well as assumptions relating to the foregoing. The words "anticipate," "could," "believe," "estimate," "expect," "goal," "may," "plan," "project," "will," and similar expressions identify forward-looking statements. Factors that could cause actual results to differ materially from those projected in our forward-looking statements include the following: our ability to obtain financing; market acceptance of our technologies and products; our financial and technical resources relative to those of our competitors; 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 below in Item 1A.

ITEM 1. BUSINESS

Overview

We are developing high-resolution miniature laser display and imaging engines based upon our proprietary PicoP[®] display engine technology. Our PicoP technology utilizes our widely patented expertise in two dimensional Micro-Electrical Mechanical Systems (MEMS), lasers, optics, and electronics to create a high quality video or still image from a small form factor device with lower power needs than conventional display technologies. Our strategy is to develop and supply PicoP display engines directly or through licensing arrangements to original equipment manufacturers (OEMs) that would embed them into a variety of consumer, automotive, enterprise and industrial products.

The primary objective for consumer applications is to provide users of mobile consumer devices such as smartphones, media players, tablet PCs and other consumer electronics

products with a large screen viewing experience produced by a small embedded projector. These potential products would allow users to watch movies and videos, play video games, and display images and other data onto a variety of surfaces, freeing users from the limitations of a small, palm-sized screen. The PicoP could be further modified to be embedded into a pair of glasses to provide the mobile user with a see-through or occluded personal display to view movies, play games or access other content.

The PicoP with some modification could be embedded into a vehicle or integrated into a portable standalone aftermarket device to create a high-resolution head-up display (HUD) that could project point-by-point navigation, critical operational, safety and other information important to the vehicle operator.

The enterprise products employing our technology would allow users in field-based professions such as service repair or sales to view and share information such as schematics for equipment repair and sales data and orders within CRM applications on a larger, more user-friendly interface. We also see potential for embedding the PicoP laser display engine in industrial products where our displays could be used for 3D measuring and digital signage, enhancing the overall user experience of these applications.

We currently market and sell our SHOWWX™ line of accessory pico projectors that use our PicoP display engine through a network of global distributors. We continue to enter into a limited number of development agreements with commercial and U.S. government customers to develop advanced prototypes and demonstration units based on our light scanning technologies.

We develop and procure intellectual property rights relating to our technologies as a key aspect of our business strategy. We generate intellectual property from our ongoing performance on development contracts and our internal research and development activities. We also have acquired exclusive rights to various technologies under licensing and acquisition agreements.

Technology

Our patented PicoP display engine technology includes a single-mirror MEMS scanner, laser light sources, electronics, and optics combined using our proprietary system control expertise, gained through years of internal research and development. Our bi-directional MEMS scanning mirror is a key component of our technology platform and is one of our core competencies. Our MEMS design is a silicon device with a tiny mirror at the center. This mirror is connected to small flexures which allow it to oscillate vertically and horizontally to capture (imaging) or reproduce (display) an image pixel-by-pixel. Our PicoP display engines create a brilliant, full color, high contrast, uniform display over the entire field of view, from a small and thin package. We believe that our proprietary PicoP display engine technology offers significant advantages over traditional display and imaging systems. Depending on the specific product application, these advantages may include:

- Small and thin package size
- High brightness and contrast with 100% brightness uniformity
- Rich, saturated color reproduction
- Higher resolution
- Clear text readability
- Reduced power requirements
- Simple optical design that does not require complex focusing lenses
- Lower price at volume

Our PicoP display engine currently uses red and blue laser diodes and a frequency-doubled "synthetic" green laser to create a full color image. Synthetic green lasers are infrared lasers that are manipulated to reduce their wavelength to produce a green light. This conversion process creates a complex system of multiple components held to tight tolerances making manufacturing more challenging. Historically, availability of synthetic green lasers has been constrained due to their complexity and the existence of only one or two manufacturers.

During 2011, we simplified our operations to significantly reduce our 2011 cash requirements through a combination of measures as part of our strategy to focus our efforts on development of the next-generation of our PicoP technology based on direct green lasers. Direct green lasers are capable of producing green light natively, greatly simplifying laser design and manufacturing. Direct green lasers are expected to be manufactured in a manner similar to red and blue laser diodes available today, facilitating lower cost and rapid scalability to commercial quantities and are expected to be introduced by at least one manufacturer by mid-2012. At least five companies worldwide have announced they are developing direct green lasers for commercial introduction.

We have begun to provide samples of the new PicoP engine to OEMs for evaluation and plan to introduce our next-generation PicoP display engine using direct green lasers during 2012 to enable our prospective OEM partners to launch their product using the PicoP technology. The combination of smaller size, lower power, and lower cost make direct green lasers an attractive alternative to synthetic green lasers for use in our PicoP display engine. We have integrated direct green laser samples from three laser manufacturers into prototypes of our next-generation PicoP display engine.

Business Strategy

Our business strategy is to promote our technology in the form of integrated and embedded components to leading OEMs for widespread use in display and imaging product applications. Presently, we are focused on the following steps to implement our business strategy:

- Market and sell accessory projectors and planned future products, through multiple sales channels including distributors and OEMs.
- Continue rapid advancement of our technology platform and value-add applications.
- Partner with original design manufacturers (ODMs) and Tier 1 suppliers to produce advanced prototypes and demonstration units using our PicoP display engines, to market the benefits of our technology by us or our partners to OEM customers while minimizing our own development costs.
- Target leading OEMs to integrate our PicoP technology into their products.

We have entered into a non-binding Memorandum of Understanding (MOU) with Pioneer Corporation. The MOU establishes the framework for a manufacturing and commercial distribution agreement with Pioneer for display engine subsystems to be used in consumer, after-market and embedded automotive products. We have collaborated with Pioneer to develop a laser light source module using direct red, blue, and green laser diodes and a separate display engine subsystem which is based on our PicoP technology. Pioneer has announced that it intends to introduce a commercial in-vehicle head-up display product using the module into the consumer market in 2012.

Marketing Focus:

Pico Projector Displays

The use of mobile devices worldwide has grown significantly in the last decade and consumers' awareness and willingness to use mobile devices for data services has increased dramatically over the last few years. Applications such as email, web-browsing, downloading and playing of videos, social networking and mobile gaming are driving the demand for more capable smartphones and other mobile devices such as tablets. Typically, these devices have small screens which limit the utility and enjoyment of the content, especially in small group settings. We believe that pico projectors can free mobile device users from the limitations of a palm-sized or tablet-sized screen and provide a large screen viewing experience to increase the usefulness and enjoyment of watching movies and videos, mobile gaming, and displaying images and many other applications.

We are working with OEMs and others to produce and distribute PicoP-based products. We currently market and sell our SHOWWX™ line of accessory pico projectors, which use our PicoP display engine. The SHOWWX products are battery operated plug-and-play projectors that can project a full color, WVGA (848 X 480 pixels), DVD-quality image with vivid colors and exceptional contrast that is always in focus. The SHOWWX+ is a "Made for iPod, iPhone, and iPad" product. We also sell our PicoP display engine to OEM customers to embed into their products. Our accessory projector products and PicoP display engines are manufactured by a high volume contract manufacturer.

Vehicle Displays

We believe an automotive head-up display (HUD) improves driver safety by eliminating the driver's need to look away from the road to read information such as GPS mapping images, audio controls and other automobile instrumentation. Working independently and with Tier 1 suppliers, we have produced prototypes that demonstrate our PicoP's ability to project high-resolution images onto the windshield of an automobile, providing the driver with a variety of information related to the car's operation. We believe that an automotive HUD based on our PicoP technology offers three distinct advantages over competing head-up displays:

- **Size** - Our prototype display is less than half the size of current competitive offerings. This smaller form factor can accommodate a wider variety of vehicle configurations.
- **Contrast Ratio** - Our prototype has a contrast ratio an order of magnitude higher than current competitive offerings. The high contrast ratio allows the driver to see the display clearly day or night, in any ambient lighting conditions.
- **Installation Cost** - Our prototype can be electronically customized to match the unique curvature of a particular automobile's windshield, thereby reducing installation time and cost. The current competitive offerings must be manually adjusted to match the curvature of a windshield.

Working independently and with various ODMs and Tier 1 automotive suppliers, we have developed PicoP-enabled HUD prototypes and are working to market them to OEM customers. We expect that our PicoP display engine subsystem could be integrated by a Tier 1 supplier into their HUD product package for sale to automobile manufacturers or by a product integrator into an aftermarket product for direct sale to their customers for use in automobiles, specialty vehicles, trucks, buses and motor coaches.

During 2011, we worked with Pioneer Corporation to develop a light source module based on direct red, blue, and green laser diodes and display engine subsystems which would serve as the basis for an in-vehicle HUD product targeted for commercial introduction by Pioneer in 2012.

Wearable Displays

We believe our PicoP technology can be integrated with a light-weight optical design to create a full color near-eye wearable display platform. This wearable display platform could be in the form of ruggedized helmet mounted display systems or lightweight fashionable eyewear. Wearable displays could be used to provide personal viewing of information from a mobile device through a wired or wireless connection. We believe that PicoP based wearable displays could provide the following advantages over competing wearable display technologies:

- See-through performance - See-through eyewear displays enable interaction with the real world and one's personal mobile services at the same time. Unlike competing wearable displays, a see-through display does not obstruct the wearer's vision or reduce awareness of what is happening around them.
- Daylight readability - The high-brightness capability of color eyewear based on the PicoP display engine enables images to be clearly visible in brightly lit ambient environments, including direct sunlight. Current LCD-based head worn displays are difficult to see in bright light environments.
- Fashion and ergonomics - We are developing thin and lightweight optics that can be integrated with the PicoP display engine so that our OEM partners can design wearable displays that match conventional eyewear frames in size and weight and provide significantly improved ergonomics compared to competing wearable displays.

We have worked with the U.S. military and commercial customers to further develop the optical design and integration of the PicoP display engine for military applications such as helmet mounted displays and full color see-through eyewear. We plan to work with OEMs and system integrators to incorporate the PicoP display engine into integrated solutions for potential military and commercial customers.

Bar Code Scanners

We currently sell our ROV hand held bar code scanners, which use our proprietary MEMS technology, and bar code scanner enabled enterprise solutions. In the second half of 2009, we reduced our sales and marketing efforts on the bar code product and we do not expect to increase our investment in the bar code product in the future.

Go-To-Market Strategy

We are evaluating opportunities to widely market our technology using a variety of distribution channels such as establishing partnerships with OEMs and distributors. Products using our technology may carry the MicroVision brand or be branded and distributed by our OEM or distribution partners.

Certain potential applications using the PicoP display engines, such as an automotive HUD or pico projection for tablet PCs and mobile phones, require integration of our engine into other technologies. In markets requiring high volume production of the PicoP display engine components or subsystems that are to be integrated with other components, we plan to provide designs for components, subsystems and systems to OEMs under licensing agreements.

We expect that some customers will require unique designs for their products. We expect that such relationships will generally involve a period of co-development during which our customer's engineering, manufacturing and marketing teams would work with our technical staff to modify the PicoP display engine for their targeted market and application. We may charge fees to our customers to fund the costs of the engineering effort incurred on such development projects. The nature of these relationships may vary from partner to partner depending on the proposed specifications for the PicoP display engine, the product to be developed, and the customers' design, manufacturing and distribution capabilities. We believe that by limiting our own direct manufacturing investment for products, we will reduce our capital requirements and risks inherent in taking the PicoP display engine to the consumer market.

To date, the majority of our revenue from pico projection products has been generated primarily through sales of our accessory projectors through distributors and OEM customers, and to a lesser extent directly to end users through our online store. In the future, we expect a larger percentage of our revenue to come from embedded engines sold to OEMs, ODMs and other product integrators, as well as from royalties associated with licensing reference designs for components, subsystems, and systems under licensing agreements.

Human Factors, Ergonomics and Safety

We conduct ongoing research on safety factors that must be addressed by products incorporating our technology, including such issues as the maximum permissible laser exposure limits established by International Electrotechnical Commission (IEC) and others. Independent experts have concluded that laser exposure to the eye resulting from use of the light scanning displays under normal operating conditions would be below the calculated maximum permissible exposure level set by IEC. Our accessory pico projectors products are currently Class 2 laser products, which are products safe for use by consumers.

In addition, we work with and commission third party independent experts in the field of laser safety to assist in meeting safety specifications as requested by our customers.

Competitive Conditions

The information display industry is highly competitive. Our potential display products will compete with established manufacturers of mature display technologies such as miniaturized cathode ray tube and flat panel display devices, as well as companies developing new display technologies. Our competitors include companies such as Texas Instruments Incorporated, 3M, and Light Blue Optics Ltd. in the pico projection display segment and Nippon Seiki, Yazaki Corporation and Johnson Controls Incorporated in the vehicle displays segment, most of which have much greater financial, technical and other resources than we do. Many of our competitors are developing alternative miniature display technologies. Our competitors may succeed in developing information display technologies and products that could render our technology or our proposed products commercially infeasible or technologically obsolete.

Pico projectors are an emerging class of miniature projectors that are generally handheld, battery operated, mobile projectors. Most of the competing projectors currently on the market use either liquid crystal on silicon (LCOS) panel solutions or Texas Instruments' DLP™ display technology, using primarily light emitting diode light sources. Each of these solutions can create images from a small form factor of varying resolution, brightness, image quality, battery life, and ease of use.

The information display industry has been characterized by rapid and significant technological advances. Our technology and potential products may not remain competitive with such advances, and we may not have sufficient funds to invest in new technologies, products or processes. Although we believe our technology platform and proposed display products could deliver images of a substantially better quality and resolution from a smaller form factor device than those of commercially available miniaturized liquid crystal displays and cathode ray tube based display products, manufacturers of liquid crystal displays and cathode ray tubes may develop further improvements of screen display technology that could reduce or eliminate the anticipated advantages of our proposed products.

We compete with other companies in the display industry and other technologies for government funding. In general, our government customers plan to integrate our technology into larger systems. Ongoing contracts are awarded based on our past performance on government contracts, the customer's progress in integrating our technology into the customer's overall program objectives, and the status of the customer's overall program.

Intellectual Property and Proprietary Rights

We generate intellectual property from our ongoing performance on development contracts, our internal research and development activities and technology acquisitions. The inventions covered by our patent applications generally relate to component miniaturization, specific implementation of various system components and design elements to facilitate mass production. Protecting these key enabling technologies and components is a fundamental aspect of our strategy to penetrate diverse markets with unique products. As such, we intend to continue to develop our portfolio of proprietary and patented technologies at the system, component and process levels.

We believe our extensive and highly-rated patent portfolio is the largest, broadest and earliest filed laser pico projection and display portfolio and includes applications such as automotive head-up display, range finding, portable media devices, image capture and laptop applications. MicroVision's total patent count exceeds 500 issued patents, pending patents and licensed patents worldwide.

Since our inception in 1993, we have acquired under license agreements exclusive rights to various technologies, including, among others, rights related to the ability to superimpose images on the user's field of view and with a retinal display, and rights related to the design and fabrication of micro miniature devices using semiconductor fabrication techniques. In some cases, the licensors have retained limited, non-commercial rights with respect to the technology, including the right to use the technology for non-commercial research and for instructional purposes.

Our ability to compete effectively in the display and image capture market will depend, in part, on our ability to maintain the proprietary nature of these technologies.

We also rely on unpatented proprietary technology. To protect our rights in these areas, we require all employees and, where appropriate, contractors, consultants, advisors and collaborators, to enter into confidentiality and non-compete agreements. There can be no assurance, however, that these agreements will provide meaningful protection for our trade secrets, know-how or other proprietary information in the event of any unauthorized use, misappropriation or disclosure of such trade secrets, know-how or other proprietary information.

Among the marks we have registered are "PicoP," "MicroHud" and the "tri-curve" logo with the United States Patent and Trademark Office. We have filed for registration of various other marks with the United States Patent and Trademark Office.

Additional Information

We perform research and development to design and develop our technology platform and modifications to the PicoP display engine that will be required for specific applications. Research and development expense for the fiscal years ended December 31, 2011, 2010, and 2009 was \$15.3 million, \$21.6 million, and \$24.6 million, respectively. In 2011, 77% of our revenue was generated from product sales, and 6% and 17% of revenue was derived from performance on development contracts with the U.S. government and commercial customers, respectively. One commercial customer accounted for 11% of our revenue in 2011. In 2010, 81% of our revenue was generated from product sales, 4% and 15% of revenue was derived from performance on development contracts with the U.S. government and commercial customers, respectively. One commercial customer accounted for 26% of total revenue in 2010. Prior to 2010, most of our revenue was generated from development contracts to develop our technology to meet customer specifications for both the U.S. government and commercial enterprises. In 2009, 43% and 31% of revenue was derived from performance on development contracts with the U.S. government and commercial customers, respectively, and the remainder from sales of bar code scanner and SHOWWX units. Two government customers accounted for 24% and 17%, respectively, of total revenue in 2009. Our contracts with the U.S. government can be terminated for convenience by the U.S. government at any time. See Management's Discussion and Analysis of Financial Condition and Results of Operations.

We had a backlog of \$2.1 million at December 31, 2011 compared to a backlog of \$13.7 million at December 31, 2010. The backlog at December 31, 2011 is composed of \$624,000 in development contracts and orders for prototype units and evaluation kits, and \$1.4 million in orders for PicoP display engines, accessory pico projectors, and ROV units. We plan to complete all of the backlog contracts within one year.

Employees

As of March 1, 2012, we had approximately 103 employees.

Further Information

MicroVision was founded in 1993 as a Washington corporation and reincorporated in 2003 under the laws of the State of Delaware. Our principal office is located at 6222 185th Avenue NE, Redmond WA 98052 and our telephone number is 425-936-6847.

Our Internet address is www.microvision.com. We make available free of charge our annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities and Exchange Act of 1934 as soon as reasonably practicable after we electronically file such material with, or furnish it to, the SEC. Investors can access this material by visiting our website, clicking on "Investors" and then on "SEC Filings."

ITEM 1A. RISK FACTORS

Risk Factors Relating to the MicroVision Business

We have a history of operating losses and expect to incur significant losses in the future.

We have had substantial losses since our inception. We cannot assure you that we will ever become or remain profitable.

- As of December 31, 2011, we had an accumulated deficit of \$414.8 million.
- We incurred consolidated net losses of \$292.0 million from inception through 2008, \$39.5 million in 2009, \$47.5 million in 2010, and \$35.8 million in 2011.

The likelihood of our success must be considered in light of the expenses, difficulties and delays frequently encountered by companies formed to develop and market new technologies. In particular, our operations to date have focused primarily on research and development of our technology platform and development of demonstration units. We are unable to accurately estimate future revenues and operating expenses based upon historical performance.

We cannot be certain that we will succeed in obtaining additional development contracts or that we will be able to obtain substantial customer orders for our products. In light of these factors, we expect to continue to incur substantial losses and negative cash flow at least through 2012 and likely thereafter. We cannot be certain that we will achieve positive cash flow at any time in the future.

We will require additional capital to fund our operations and to implement our business plan. If we do not obtain additional capital, we may be required to curtail our operations substantially. Raising additional capital may dilute the value of current shareholders' shares.

Based on our current operating plan, we anticipate that we have sufficient cash and cash equivalents to fund our operations through June 2012. We will require additional cash to fund our operating plan past that time. We are introducing new products into an emerging market which creates significant uncertainty about our ability to accurately project revenue, costs and cash flows. If the level of sales anticipated by our financial plan is not achieved or our working capital requirements are higher than planned, we will need to raise additional cash sooner or take actions to reduce operating expenses. We plan to obtain additional cash through the issuance of equity or debt securities.

Our capital requirements will depend on many factors, including, but not limited to, payment terms with suppliers and the rate at which we can, directly or through arrangements with original equipment manufacturers, introduce products incorporating the PicoP display engine and image capture technologies and the market acceptance and competitive position of such products. If revenues are less than we anticipate, if the mix of revenues varies from anticipated amounts or if expenses exceed the amounts budgeted, we may require additional capital earlier than expected to fund our operations. In addition, our operating plan provides for the development of strategic relationships with systems and equipment manufacturers that may require additional investments by us.

Additional capital may not be available to us, or if available, on terms acceptable to us or on a timely basis. Raising additional capital may involve issuing securities with rights and preferences that are senior to our common stock and may dilute the value of current shareholders' shares. If adequate funds are not available on a timely basis we intend to consider limiting our operations substantially to extend out funds as we pursue other financing opportunities and business relationships. This limitation of operations could include reducing our planned investment in working capital to fund growth and delaying development projects resulting in reductions in staff and operating costs as well as reductions in capital expenditures and investment in research and development.

If we cannot manufacture products at competitive prices, our financial results will be adversely affected.

We are currently negotiating component pricing with suppliers for our current and future products. The cost per unit for PicoP-based accessory projectors currently exceeds the level at which we could expect to profitably sell these products. If we cannot lower our cost of production, we may face increased demands on our financial resources, possibly requiring additional equity and/or debt financing to sustain our business operations.

We are dependent on third parties in order to develop, manufacture, sell and market our products.

Our strategy for commercializing our technology and products incorporating the PicoP display engine includes entering into cooperative development, manufacturing, sales and marketing arrangements with corporate partners, original equipment manufacturers and other third parties. We cannot be certain that we will be able to negotiate arrangements on acceptable terms, if at all, or that these arrangements will be successful in yielding commercially viable products. If we cannot establish these arrangements, we would require additional capital to undertake such activities on our own and would require extensive manufacturing, sales and marketing expertise that we do not currently possess and that may be difficult to obtain. In addition, we could encounter significant delays in introducing the PicoP display engine or find that the development, manufacture or sale of products incorporating the PicoP display engine would not be feasible. To the extent that we enter into cooperative development, sales and marketing or other joint venture arrangements, our revenues will depend upon the performance of third parties. We cannot be certain that any such arrangements will be successful.

We cannot be certain that our technology platform or products incorporating our PicoP display engine will achieve market acceptance. If products incorporating the PicoP display engine do not achieve market acceptance, our revenues may not grow.

Our success will depend in part on customer acceptance of the PicoP display engine. The PicoP display engine may not be accepted by manufacturers who use display technologies in their products, by systems integrators who incorporate our products into their products or by end users of these products. To be accepted, the PicoP display engine must meet the expectations of our potential customers in the consumer, defense, industrial, and medical markets. If our technology fails to achieve market acceptance, we may not be able to continue to develop our technology platform.

Our planned future products are dependent on advances in technology by other companies.

We rely on and will continue to rely on technologies, such as light sources, MEMS and optical components that are developed and produced by other companies. The commercial success of certain of our planned future products will depend in part on advances in these and other technologies by other companies. We may, from time to time, contract with and support companies developing key technologies in order to accelerate the development of them for our specific uses. There are no guarantees that such activities will result in useful technologies or components for us.

We are dependent on a small number of customers for our revenue. Our quarterly performance may vary substantially and this variance, as well as general market conditions, may cause our stock price to fluctuate greatly and potentially expose us to litigation.

Since 2010, most of our revenues have been generated from product sales to a limited number of customers and distribution partners. Our quarterly operating results may vary significantly based on:

- commercial acceptance of our PicoP-based products;
- the rate at which our distributors can achieve sell through of our products;
- changes in evaluations and recommendations by any securities analysts following our stock or our industry generally;
- announcements by other companies in our industry;
- changes in business or regulatory conditions;
- announcements or implementation by our competitors of technological innovations or new products;
- the status of particular development programs and the timing of performance under specific development agreements;
- economic and stock market conditions; or
- other factors unrelated to our company or industry.

In one or more future quarters, our results of operations may fall below the expectations of securities analysts and investors and the trading price of our common stock may decline as a consequence. In addition, following periods of volatility in the market price of a company's securities, shareholders often have instituted securities class action litigation against that company. If we become involved in a class action suit, it could divert the attention of management, and, if adversely determined, could require us to pay substantial damages.

We or our customers may fail to perform under open orders, which could adversely affect our operating results and cash flows.

Our backlog of open orders totaled \$2.1 million as of December 31, 2011. We may be unable to meet the performance requirements, including performance specifications or delivery dates, required by such purchase orders. Further, our customers may be unable or unwilling to perform their obligations there under on a timely basis or at all if, among other reasons, our products and technologies do not achieve market acceptance, our customers' products and technologies do not achieve market acceptance or our customers otherwise fail to achieve their operating goals. To the extent we are unable to perform under such purchase orders or to the extent customers are unable or unwilling to perform, our operating results and cash flows could be adversely affected.

It may become more difficult to sell our stock in the public market.

Our common stock is listed for quotation on The NASDAQ Global Market. To keep our listing on this market, we must meet NASDAQ's listing maintenance standards. If we are unable to continue to meet NASDAQ's listing maintenance standards, our common stock could be delisted from The NASDAQ Global Market. If our common stock were delisted, we likely would seek to list the common stock on the NASDAQ Capital Market, the American Stock Exchange or on a regional stock exchange. Listing on such other market or exchange could reduce the liquidity of our common stock. If our common stock were not listed on the NASDAQ Capital Market or an exchange, trading of our common stock would be conducted in the over-the-counter market on an electronic bulletin board established for unlisted securities or directly through market makers in our common stock. If our common stock were to trade in the over-the-counter market, an investor would find it more difficult to dispose of, or to obtain accurate quotations for the price of, the common stock. A delisting from The NASDAQ Global Market and failure to obtain listing on such other market or exchange would subject our securities to so-called penny stock rules that impose additional sales practice and market-making requirements on broker-dealers who sell or make a market in such securities. Consequently, removal from The NASDAQ Global Market and failure to obtain listing on another market or exchange could affect the ability or willingness of broker-dealers to sell or make a market in our common stock and the ability of purchasers of our common stock to sell their securities in the secondary market. In addition, when the market price of our common stock is less than \$5.00 per share, we become subject to penny stock rules even if our common stock is still listed on The NASDAQ Global Market. While the penny stock rules should not affect the quotation of our common stock on The NASDAQ Global Market, these rules may further limit the market liquidity of our common stock and the ability of investors to sell our common stock in the secondary market. The market price of our stock has mostly traded below \$5.00 per share during 2011, 2010, and 2009. On March 1, 2012, the closing price of our stock was \$3.02.

Our lack of financial and technical resources relative to our competitors may limit our revenues, potential profits, overall market share or value.

Our current products and potential future products will compete with established manufacturers of existing products and companies developing new technologies. Many of our competitors have substantially greater financial, technical and other resources than we have. Because of their greater resources, our competitors may develop products or technologies that are superior to our own. The introduction of superior competing products or technologies could result in reduced revenues, lower margins or loss of market share, any of which could reduce the value of our business.

We may not be able to keep up with rapid technological change and our financial results may suffer.

The information display industry has been characterized by rapidly changing technology, accelerated product obsolescence and continuously evolving industry standards. Our success will depend upon our ability to further develop our technology platform and to cost effectively introduce new products and features in a timely manner to meet evolving customer requirements and compete with competitors' product advances.

We may not succeed in these efforts because of:

- delays in product development;
- lack of market acceptance for our products; or
- lack of funds to invest in product development and marketing.

The occurrence of any of the above factors could result in decreased revenues, market share and value.

We could face lawsuits related to our use of the PicoP display engine or other technologies. Defending these suits would be costly and time consuming. An adverse outcome in any such matter could limit our ability to commercialize our technology and products, reduce our revenues and increase our operating expenses.

We are aware of several patents held by third parties that relate to certain aspects of light scanning displays and image capture products. These patents could be used as a basis to challenge the validity, limit the scope or limit our ability to obtain additional or broader patent rights of our patents or patents we have licensed. A successful challenge to the validity of our patents or patents we have licensed could limit our ability to commercialize our technology and the PicoP display engine and, consequently, materially reduce our revenues. Moreover, we cannot be certain that patent holders or other third parties will not claim infringement by us with respect to current and future technology. Because U.S. patent applications are held and examined in secrecy, it is also possible that presently pending U.S. applications will eventually be issued with claims that will be infringed by our products or our technology. The defense and prosecution of a patent suit would be costly and time consuming, even if the outcome were ultimately favorable to us. An adverse outcome in the defense of a patent suit could subject us to significant costs, to require others and us to cease selling products that incorporate the PicoP display engine, to cease licensing our technology or to require disputed rights to be licensed from third parties. Such licenses, if available, would increase our operating expenses. Moreover, if claims of infringement are asserted against our future co-development partners or customers, those partners or customers may seek indemnification from us for damages or expenses they incur.

If we fail to manage expansion effectively, our revenue and expenses could be adversely affected.

Our ability to successfully offer products and implement our business plan in a rapidly evolving market requires an effective planning and management process. The growth in business and relationships with customers and other third parties has placed, and will continue to place, a significant strain on our management systems and resources. We will need to continue to improve our financial and managerial controls, reporting systems and procedures and will need to continue to train and manage our work force.

Our products may be subject to future health and safety regulations that could increase our development and production costs.

Products incorporating the PicoP display engine could become subject to new health and safety regulations that would reduce our ability to commercialize the PicoP display engine. Compliance with any such new regulations would likely increase our cost to develop and produce products using the PicoP display engine and adversely affect our financial results.

Our dependence on sales to distributors increases the risks of managing our supply chain and may result in excess inventory or inventory shortages.

We expect the majority of our distributor relationships for our accessory pico projector and its accessories to involve the distributor taking inventory positions and reselling to multiple customers. With these distributor relationships, we would not recognize revenue until the distributors sell the product through to their end user customers. Our distributor relationships may reduce our ability to forecast sales and increases risks to our business. Since our distributors would act as intermediaries between us and the end user customers, we would be required to rely on our distributors to accurately report inventory levels and production forecasts. This may require us to manage a more complex supply chain and monitor the financial condition and credit worthiness of our distributors and the end user customers. Our failure to manage one or more of these risks could result in excess inventory or shortages that could adversely impact our operating results and financial condition.

Our future growth will suffer if we do not achieve sufficient market acceptance of our products to compete effectively.

Our success depends, in part, on our ability to gain acceptance of our current and future products by a large number of customers. Achieving market acceptance for our products will require marketing efforts and the expenditure of financial and other resources to create product awareness and demand by potential customers. We may be unable to offer products consistently, or at all, that compete effectively with products of others on the basis of price or performance. Failure to achieve broad acceptance of our products by potential customers and to effectively compete would have a material adverse effect on our operating results.

Our operating results may be adversely impacted by worldwide political and economic uncertainties and specific conditions in the markets we address.

In the recent past, general worldwide economic conditions have experienced a downturn due to slower economic activity, concerns about inflation, increased energy costs, decreased consumer confidence, reduced corporate profits and capital spending, and adverse business conditions. Any continuation or worsening of the current global economic and financial conditions could materially adversely affect (i) our ability to raise, or the cost of, needed capital, (ii) demand for our current and future products and (iii) our ability to commercialize products. We cannot predict the timing, strength, or duration of any economic slowdown or subsequent economic recovery, worldwide, or in the display industry.

Because we plan to continue using foreign contract manufacturers, our operating results could be harmed by economic, political, regulatory and other factors in foreign countries.

We currently use a contract manufacturer in Asia to manufacture our accessory pico projector product, and we plan to use foreign manufacturers to manufacture future products, where appropriate. These international operations are subject to inherent risks, which may adversely affect us, including:

- political and economic instability;
- high levels of inflation, historically the case in a number of countries in Asia;
- burdens and costs of compliance with a variety of foreign laws;
- foreign taxes;
- changes in tariff rates or other trade and monetary policies; and
- changes or volatility in currency exchange rates.

If we have to qualify a new contract manufacturer or foundry for our products, we may experience delays that result in lost revenues and damaged customer relationships.

We rely on single suppliers to manufacture our PicoP display engine, our SHOWWX products and our MEMS chips in wafer form. The lead time required to establish a relationship with a new contract manufacturer or foundry is long, and it takes time to adapt a product's design to a particular manufacturer's processes. Accordingly, there is no readily available alternative source of supply for these products and components in high volumes. This could cause significant delays in shipping products if we have to change our source of supply and manufacture quickly, which may result in lost revenues and damaged customer relationships.

If we experience delays or failures in developing commercially viable products, we may have lower revenues.

We have begun sales of units incorporating the PicoP display engine. However, we must undertake additional research, development and testing before we are able to develop additional products for commercial sale. Product development delays by us or our potential product development partners, or the inability to enter into relationships with these partners, may delay or prevent us from introducing products for commercial sale. We intend to rely on third-party developments or to contract with other companies to continue development of green laser devices we will need for our products.

Our success will depend, in part, on our ability to secure significant third-party manufacturing resources.

We are developing our capability to manufacture products in commercial quantities. Our success depends, in part, on our ability to provide our components and future products in commercial quantities at competitive prices. Accordingly, we will be required to obtain access, through business partners or contract manufacturers, to manufacturing capacity and processes for the commercial production of our expected future products. We cannot be certain that we will successfully obtain access to sufficient manufacturing resources. Future manufacturing limitations of our suppliers could result in a limitation on the number of products incorporating our technology that we are able to produce.

If our licensors and we are unable to obtain effective intellectual property protection for our products and technology, we may be unable to compete with other companies.

Intellectual property protection for our products is important and uncertain. If we do not obtain effective intellectual property protection for our products, processes and technology, we may be subject to increased competition. Our commercial success will depend in part on our ability and the ability of our licensors to maintain the proprietary nature of the PicoP display and other key technologies by securing valid and enforceable patents and effectively maintaining unpatented technology as trade secrets. We try to protect our proprietary technology by seeking to obtain United States and foreign patents in our name, or licenses to third-party patents,

related to proprietary technology, inventions, and improvements that may be important to the development of our business. However, our patent position and the patent position of our licensors involve complex legal and factual questions. The standards that the United States Patent and Trademark Office and its foreign counterparts use to grant patents are not always applied predictably or uniformly and can change. Additionally, the scope of patents are subject to interpretation by courts and their validity can be subject to challenges and defenses, including challenges and defenses based on the existence of prior art. Consequently, we cannot be certain as to the extent to which we will be able to obtain patents for our new products and technology or the extent to which the patents that we already own or license from others protect our products and technology. Reduction in scope of protection or invalidation of our licensed or owned patents, or our inability to obtain new patents, may enable other companies to develop products that compete with ours on the basis of the same or similar technology.

We also rely on the law of trade secrets to protect unpatented know-how and technology to maintain our competitive position. We try to protect this know-how and technology by limiting access to the trade secrets to those of our employees, contractors and partners with a need to know such information and by entering into confidentiality agreements with parties that have access to it, such as our employees, consultants and business partners. Any of these parties could breach the agreements and disclose our trade secrets or confidential information, or our competitors might learn of the information in some other way. If any trade secret not protected by a patent were to be disclosed to or independently developed by a competitor, our competitive position could be materially harmed.

We could be exposed to significant product liability claims that could be time-consuming and costly, divert management attention and adversely affect our ability to obtain and maintain insurance coverage.

We may be subject to product liability claims if any of our product applications are alleged to be defective or cause harmful effects. For example, because some of our PicoP displays are designed to scan a low power beam of colored light into the user's eye, the testing, manufacture, marketing and sale of these products involve an inherent risk that product liability claims will be asserted against us. Product liability claims or other claims related to our products, regardless of their outcome, could require us to spend significant time and money in litigation, divert management time and attention, require us to pay significant damages, harm our reputation or hinder acceptance of our products. Any successful product liability claim may prevent us from obtaining adequate product liability insurance in the future on commercially desirable or reasonable terms. An inability to obtain sufficient insurance coverage at an acceptable cost or otherwise to protect against potential product liability claims could prevent or inhibit the commercialization of our products.

Our development agreements have long sales cycles, which make it difficult to plan our expenses and forecast our revenues.

Our development agreements have lengthy sales cycles that involve numerous steps including determination of a product application, exploring the technical feasibility of a proposed product, evaluating the costs of manufacturing a product and manufacturing or contracting out the manufacturing of the product. Our long sales cycle, which can last several years, makes it difficult to predict the quarter in which contract signing and revenue recognition will occur. Delays in entering into development agreements could cause significant variability in our revenues and operating results for any particular quarterly period.

Our development contracts may not lead to products that will be profitable.

Our development contracts, including without limitation those discussed in this document, are exploratory in nature and are intended to develop new types of products for new applications. These efforts may prove unsuccessful and these relationships may not result in the development of products that will be profitable.

If we lose our rights under our third-party technology licenses, our operations could be adversely affected.

Our business depends in part on technology rights licensed from third parties. We could lose our exclusivity or other rights to use the technology under our licenses if we fail to comply with the terms and performance requirements of the licenses. In addition, certain licensors may terminate a license upon our breach and have the right to consent to sublicense arrangements. If we were to lose our rights under any of these licenses, or if we were unable to obtain required consents to future sublicenses, we could lose a competitive advantage in the market, and may even lose the ability to commercialize certain products completely. Either of these results could substantially decrease our revenues.

Loss of any of our key personnel could have a negative effect on the operation of our business.

Our success depends on our executive officers and other key personnel and on the ability to attract and retain qualified new personnel. Achievement of our business objectives will require substantial additional expertise in the areas of sales and marketing, research and product development and manufacturing. Competition for qualified personnel in these fields is intense, and the inability to attract and retain additional highly skilled personnel, or the loss of key personnel, could reduce our revenues and adversely affect our business.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None

ITEM 2. PROPERTIES

We currently lease approximately 67,000 square feet of combined use office, laboratory and manufacturing space at our headquarters facility in Redmond, Washington. The 90 month lease expires in 2013.

ITEM 3. LEGAL PROCEEDINGS

We are subject to various claims and pending or threatened lawsuits in the normal course of business. We are not currently party to any other legal proceedings that we believe are reasonably possible to have a material adverse effect on our financial position, results of operations or cash flows.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

ITEM 4A. EXECUTIVE OFFICERS OF THE REGISTRANT

Executive officers are appointed by our Board of Directors and hold office until their successors are elected and duly qualified. Mr. Tokman also serves as a director of MicroVision. The following persons serve as executive officers of MicroVision:

Alexander Tokman, age 50, has served as President, Chief Executive Officer and a director of MicroVision since January 2006. Mr. Tokman served as MicroVision's President and Chief Operating Officer from July 2005 to January 2006. Mr. Tokman, a former GE executive, joined MicroVision after a 10-year tenure at GE Healthcare, a subsidiary of General Electric, where he led several global businesses, most recently as General Manager of its Global Molecular Imaging and Radiopharmacy multi-technology business unit from 2003 to 2005. Prior to that, between 1995 and 2003, Mr. Tokman served in various cross-functional and cross-business leadership roles at GE where he led the definition and commercialization of several medical modalities product segments including PET/CT, which added over \$500 million of revenue growth to the company within the first three years of its commercial introduction. Mr. Tokman is a certified Six Sigma and Design for Six Sigma (DFSS) Black Belt and Master Black Belt and as one of GE's Six Sigma pioneers, he drove the quality culture change across GE Healthcare in the late 1990s. From November 1989 to March 1995 Mr. Tokman served as new technologies programs lead and a head of I&RD office at Tracor Applied Sciences a subsidiary of then Tracor, Inc. Mr. Tokman has both an M.S. and B.S. in Electrical Engineering from the University of Massachusetts, Dartmouth.

Paul Patterson, age 49, joined MicroVision in August 2011 as Vice President of Business Development, Strategic Marketing and Sales. Prior to joining MicroVision, he was Managing Director of Kohritsu USA, an organization globally supporting and managing market adoption of technology innovation for multi-national corporations. He was previously the General Manager for Epson, Japan, responsible for bringing emerging technologies to market. Mr. Patterson also serves as an advisor to several startup companies including Phoenix Venture Partners, TRED Displays, BitAnimate, Jyrate, Electromaterials and Inpria. Mr. Patterson brings to MicroVision considerable experience in emerging technology business development, with a particular emphasis on display technology, semiconductors, biotech, nanotech, optical data communications and RFID. His experience includes management, strategic alliances, business development, research and development, operations and project management. Mr. Patterson is a frequent speaker at global emerging technology and business conferences and author of "Beyond The Beaker: How to Achieve Market Adoption for Emerging Technologies" (2009). He earned his B.S. in Mechanical Engineering from Oregon State University, completed the Stanford-Singapore University Executive Program in International Business Management and London Stock Exchange Program in Corporate Valuations (Mergers and Acquisitions).

Thomas M. Walker, age 47, joined MicroVision in May 2002 and serves as Vice President, General Counsel and Secretary. Prior to joining MicroVision, Mr. Walker served as Senior Vice President, General Counsel and Secretary of Advanced Radio Telecom Corp., a publicly held technology and services company where he managed domestic and international legal affairs from April 1996 to April 2002. Prior to that, Mr. Walker advised publicly and privately held businesses while practicing in the Los Angeles offices of the law firms of Pillsbury Winthrop and Buchalter, Nemer Fields and Younger. Mr. Walker holds a B.A. from Claremont McKenna College and a J.D. from the University of Oregon.

Jeff T. Wilson, age 51, has served as Chief Financial Officer since April 2006, Principal Financial Officer since January 2006 and Principal Accounting Officer of MicroVision since August 1999. Mr. Wilson served as Vice President, Accounting of MicroVision from April 2002 to April 2006 and as Director of Accounting of MicroVision from August 1999 to March 2002. Prior to joining MicroVision, from 1991 to 1999, Mr. Wilson served in various accounting positions for Siemens Medical Systems, Inc., a developer and manufacturer of medical imaging equipment. Prior to 1991, Mr. Wilson served as a manager with the accounting firm PricewaterhouseCoopers LLP. Mr. Wilson is a Certified Public Accountant. Mr. Wilson holds a B.S. in Accounting from Oklahoma State University.

PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Our common stock began trading publicly on August 27, 1996. Our common stock trades on The NASDAQ Global Market under the symbol "MVIS." We have never declared or paid cash dividends on our common stock. We currently anticipate that we will retain all future earnings to fund the operations of our business and do not anticipate paying dividends on the common stock in the foreseeable future.

A 1:8 reverse stock split became effective on February 17, 2012. All of the per share prices shown in the table below have been adjusted to reflect the effect of this reverse split.

As of March 1, 2012, there were approximately 344 holders of record of 17,019,000 shares of common stock outstanding.

The high and low sales prices of our common stock for each full quarterly period in the last two fiscal years and the year to date as reported by The NASDAQ Global Market, as adjusted for the reverse stock split, are as follows:

Quarter Ended	Common Stock	
	HIGH	LOW
2010		
March 31, 2010	\$ 29.04	\$ 15.36
June 30, 2010	29.52	19.36
September 30, 2010	24.88	16.64
December 31, 2010	18.00	10.24
2011		
March 31, 2011	\$ 19.36	\$ 9.68
June 30, 2011	13.76	8.16
September 30, 2011	11.04	5.28
December 31, 2011	6.80	2.72
2012		
January 1, 2012 to March 1, 2012	\$ 5.36	\$ 2.49

ITEM 6. SELECTED FINANCIAL DATA

A summary of selected financial data as of and for the five years ended December 31, 2011 is set forth below. It should be read in conjunction with our consolidated financial statements and related notes appearing elsewhere in this Form 10-K. A 1:8 reverse stock split of MicroVision's common stock became effective on February 17, 2012. All of the share and per share amounts discussed and shown in the statements and tables below have been adjusted to reflect the effect of this reverse split.

	YEARS ENDED DECEMBER 31,				
	2011	2010	2009	2008	2007
	<i>(in thousands, except per share data)</i>				
Statement of Operations Data:					
Revenue	\$ 5,617	\$ 4,740	\$ 3,833	\$ 6,611	\$ 10,484
Net loss available for common shareholders	(35,808)	(47,460)	(39,529)	(32,620)	(19,787)
Basic and diluted net loss per share	(2.57)	(4.17)	(4.29)	(4.23)	(3.17)
Weighted average shares outstanding basic and diluted	13,919	11,379	9,220	7,705	6,245
Balance Sheet Data:					
Cash and cash equivalents	\$ 13,075	\$ 19,413	\$ 43,025	\$ 25,533	\$ 13,399
Investments available-for-sale	8	13	2,710	2,705	22,411
Working capital	5,913	15,618	38,221	24,347	30,043
Total assets	23,870	35,233	53,536	36,964	45,298
Long-term liabilities	326	1,394	1,471	1,776	2,201
Total shareholders' equity (deficit)	10,802	21,833	41,891	27,651	33,061

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Overview

We are developing high-resolution miniature laser display and imaging engines based upon our proprietary PicoP[®] display engine technology. Our PicoP technology utilizes our widely patented expertise in two dimensional Micro-Electrical Mechanical Systems (MEMS), lasers, optics and electronics to create a high quality video or still image from a small form factor device with lower power needs than conventional display technologies. Our strategy is to develop and supply PicoP display engines to original equipment manufacturers (OEMs) that would embed them into a variety of consumer, automotive, enterprise and industrial products. In markets requiring high volume production of the PicoP display engine components or subsystems that are to be integrated with other components, we plan to provide designs for components, subsystems and systems to OEMs under licensing agreements.

The primary objective for consumer applications is to provide users of mobile consumer devices such as smartphones, media players, tablet PCs and other consumer electronics products with a large screen viewing experience produced by a small embedded projector. These potential products would allow users to watch movies and videos, play video games, and display images and other data onto a variety of surfaces, freeing users from the limitations of a small, palm-sized screen. The PicoP could be further modified to be embedded into a pair of glasses to provide the mobile user with a see-through or occluded personal display to view movies, play games or access other content.

The PicoP with some modification could be embedded into a vehicle or integrated into a portable standalone aftermarket device to create a high-resolution head-up display (HUD) that could project point-by-point navigation, critical operational, safety and other information important to the vehicle operator.

The enterprise products employing our technology would allow users in field-based professions such as service repair or sales to view and share information such as schematics for equipment repair and sales data and orders within CRM applications on a larger, more user-friendly interface. We also see potential for embedding the PicoP laser display engine in industrial products where our displays could be used for 3D measuring and digital signage, enhancing the overall user experience of these applications.

We currently market and sell our SHOWWX[™] line of accessory pico projectors, which use our PicoP display engine through a network of global distributors. We continue to enter into a limited number of development agreements with commercial and U.S. government customers to develop advanced prototypes and demonstration units based on our light scanning technologies.

We have incurred substantial losses since inception and expect to incur a substantial loss during the fiscal year ending December 31, 2012.

Key Accounting Policies and Estimates

Our discussion and analysis of our financial condition and results of operations are based upon our consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent liabilities. We evaluate our estimates on an on-going basis. We base our estimates on historical experience, terms of existing contracts, our evaluation of trends in the display and image capture industries, information provided by our current and prospective customers and strategic partners, information available from other outside sources, and on various other assumptions we believe to be reasonable under the circumstances. The results form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

We believe the following key accounting policies require more significant judgments and estimates used in the preparation of our consolidated financial statements:

Revenue Recognition. Our product sales generally include acceptance provisions. We recognize product revenue upon acceptance of the product by the customer or expiration of the contractual acceptance period, after which there are no rights of return. We have entered into agreements with resellers and distributors, as well as selling directly to the public. Sales made to resellers and distributors are recognized using either the sell-through method or upon expiration of the contractually agreed-upon acceptance period, depending on our ability to reasonably estimate returns. Some of the agreements with resellers and distributors contain price-protection clauses, and revenue is recognized net of these

amounts. Sales made directly to the public are recognized either upon expiration of the contractual acceptance period after which there are no rights of return, or net of estimated returns and allowances. Provisions are made for warranties at the time revenue is recorded. Our quarterly revenue may vary substantially due to the timing of product orders from customers, production constraints and availability of components and raw materials.

We recognize contract revenue as work progresses on long-term, cost plus fixed fee, and fixed price contracts using the percentage-of-completion method, which relies on estimates of total expected contract revenue and costs. We have developed processes that allow us to make reasonable estimates of the cost to complete a contract. When we begin work on the contract and at the end of each accounting period, we estimate the labor, material and other costs required to complete the contract using information provided by our technical team, project managers, vendors, outside consultants and others and compare these to costs incurred to date. Since our contracts generally require some level of technology development to complete, the actual cost required to complete a contract can vary from our estimates. Recognized revenues are subject to revisions as actual cost becomes certain. Revisions in revenue estimates are reflected in the period in which the facts that give rise to the revision become known. Historically, we have made only immaterial revisions in the estimates to complete the contract at each reporting period. In the future, revisions in these estimates could significantly impact recognized revenue in any one reporting period. If the U.S. government cancels a contract, we would receive payment for work performed and costs committed to prior to the cancellation. We recognize contract revenue on the sale of prototype units and evaluation kits upon acceptance of the deliverables by the customer or expiration of the contractual acceptance period, after which there are no rights of return.

Cost of Revenue. Cost of revenue includes both the direct and allocated indirect costs of performing on development contracts and producing prototype units, evaluation kits, SHOWWX and ROV units. Direct costs include labor, materials and other costs incurred directly in performing on a contract or producing prototype units, evaluation kits, and accessory pico projector products. Indirect costs include labor and other costs associated with operating our research and development department and building our manufacturing and technical capabilities and capacity. Our overhead, which includes the costs of procuring, inspecting and storing material, and facility and depreciation costs, is allocated to inventory, cost of product revenue, cost of contract revenue, and research and development expense based on the proportion of direct material purchased for the respective activity.

Losses on Uncompleted Contracts. We establish an allowance for estimated losses if the estimated cost to complete a contract exceeds the remaining contract value. The entire estimated loss is recorded in the period in which the loss is first determined. We determine the estimated cost to complete a contract through a detailed review of the work to be completed, the resources available to complete the work and the technical difficulty of the remaining work. If the revised estimated cost to complete the contract is higher than the total contract revenue, the entire contract loss is recognized. The actual cost to complete a contract can vary significantly from the estimated cost, due to a variety of factors including availability of technical staff, availability of materials and technical difficulties that arise during a project. Most of our development contracts are cost plus fixed fee type contracts. Under these types of contracts, we are not required to spend more than the contract value to complete the contracted work.

Allowance for uncollectible receivables. We maintain allowances for uncollectible receivables, including accounts receivable, cost and estimated earnings in excess of billings on uncompleted contracts and receivables from related parties. We review several factors in determining the allowances including the customer's and related party's past payment history and financial condition. If the financial condition of our customers or the related parties with whom we have receivables were to deteriorate, resulting in an impairment of their ability to make payments, additional allowances could be required.

Intangible Assets. Our intangible assets consist entirely of purchased patents. The patents are amortized using the straight- line method over their estimated period of benefit, ranging from one to 17 years. We evaluate the recoverability of intangible assets periodically by taking into account events or circumstances that may warrant revised estimates of useful lives or that indicate the asset may be impaired.

Inventory. We value inventory at the lower of cost or market with cost determined on a net-realizable value basis. We make significant judgments and estimates to value our inventory and make adjustments to its carrying value. We review several factors in determining the market value of our inventory including evaluating the replacement cost of the raw materials, the net realizable value of the finished goods, and the likelihood of obsolescence. If we do not achieve our targeted sales prices, if market conditions for our components or products were to decline or if we do not achieve our sales forecast, additional reductions in the carrying value of the inventory would be required.

Employee Share-Based Compensation. We issue share-based compensation to employees in the form of options exercisable into our common stock and restricted or unrestricted shares of our common stock. We account for equity instruments issued to employees using the straight-line attribution method of allocating the fair value of share-based compensation expense over the requisite service period of the related award. The value of restricted or unrestricted shares is determined using the fair value method, which is based on the number of shares granted and the closing price of our common stock on the NASDAQ Global Market on the date of grant. The value of options is determined using the Black-Scholes option pricing model with estimates of option lives, stock price volatilities and interest rates, then expensed over the periods of service allowing for pre-vest forfeitures. This widely accepted method results in reasonable option values and interperiod expense allocation, and comparability across companies. Changes in the estimated inputs or using other option valuation methods could result in materially different option values and share-based compensation expense.

The key accounting policies described above are not intended to be a comprehensive list of all of our accounting policies. In many cases, the accounting treatment of a particular transaction is specifically dictated by generally accepted accounting principles, with no need for us to apply judgment or make estimates. There are also areas in which our judgment in selecting any available alternative would not produce a materially different result to our consolidated financial statements. Additional information about our accounting policies, and other disclosures required by generally accepted accounting principles, are set forth in the notes to our consolidated financial statements.

Inflation has not had a material impact on our revenues, or income from continuing operations over the three most recent fiscal years.

Results of Operations

YEAR ENDED DECEMBER 31, 2011 COMPARED TO YEAR ENDED DECEMBER 31, 2010

Product Revenue.

	<u>2011</u>	<u>% of product revenue</u>	<u>2010</u>	<u>% of product revenue</u>	<u>\$ change</u>	<u>% change</u>
(in thousands)						
Pico projector revenue	\$ 4,098	94.5	\$ 3,469	90.1	\$ 629	18.1
Bar code revenue	240	5.5	381	9.9	(141)	(37.0)
Total product revenue	<u>\$ 4,338</u>		<u>\$ 3,850</u>		<u>\$ 488</u>	12.7

Pico projector revenue includes the sales of our SHOWWX™ line of accessory pico projectors and related accessories, and PicoP engines. Pico projector revenue was higher for the year ended December 31, 2011 than the same period in 2010, as a result of increased sales of our PicoP engines compared to the prior year and a one-time sale of our pico projectors to one customer.

Bar code revenue was lower for the year ended December 31, 2011 compared to the same period in 2010, due to our decision to stop marketing our bar code product during 2009 and focus on commercializing the PicoP technology. We do not expect to increase our investment in the bar code product in the future.

Our quarterly revenue may vary substantially due to the timing of product orders from customers, production constraints and availability of components and raw materials.

The backlog of product orders at December 31, 2011 was approximately \$1.4 million, compared to \$12.7 million at December 31, 2010. Product backlog is scheduled for delivery within one year. In September 2011, we received orders of \$3.5 million from ESPlus for embedded display engines, the majority of which were scheduled for delivery in the fourth quarter of 2011. During the fourth quarter of 2011, ESPlus determined that it needed additional time to mature the commercial readiness of its media player product and elected to defer PicoP engine shipments into 2012. As a result, we have removed orders of \$2.8 million from this customer from our product backlog as of December 31, 2011. We are working with ESPlus to determine a new delivery schedule.

Contract Revenue.

	<u>2011</u>	<u>% of contract revenue</u>	<u>2010</u>	<u>% of contract revenue</u>	<u>\$ change</u>	<u>% change</u>
(in thousands)						
Government revenue	\$ 345	27.0	\$ 201	22.6	\$ 144	71.6
Commercial revenue	934	73.0	689	77.4	245	35.6
Total contract revenue	<u>\$ 1,279</u>		<u>\$ 890</u>		<u>\$ 389</u>	43.7

Contract revenue from government and commercial contracts was higher during 2011 than in 2010 due to increased activity on new and existing government and commercial contracts compared to the previous year.

Our backlog of development contracts, including orders for prototype units and evaluation kits, at December 31, 2011 was \$622,000 in government contracts and \$2,000 in commercial contracts compared to \$868,000 in government contracts and \$81,000 in commercial contracts at December 31, 2010. We plan to complete the entire contract backlog within one year.

Cost of Product Revenue.

	<u>2011</u>	<u>% of product revenue</u>	<u>2010</u>	<u>% of product revenue</u>	<u>\$ change</u>	<u>% change</u>
(in thousands)						
Cost of product revenue	\$ 11,640	268.3	\$ 15,779	409.8	\$ (4,139)	(26.2)

Our costs to produce accessory pico projector units during 2011 were substantially higher than product revenue. Cost of product revenue includes the direct and allocated indirect cost of manufacturing products sold to customers. Direct costs include labor, materials and other costs incurred directly in the manufacture of these products. Indirect costs include labor and other costs associated with operating our manufacturing capabilities and capacity. In the event that we maintain production capacity in excess of production requirements, cost of product revenue may also include manufacturing overhead associated with the excess capacity.

Cost of product revenue for 2011 and 2010 included write downs of \$1.6 million and \$9.6 million, respectively, for inventory in stock at the end of the year. The write downs were primarily for lower of cost or market adjustments to our inventory value to reflect the then current estimated selling price for our inventory, as well as a reserve adjustment for materials which we expect would become obsolete as we introduced new products. The decrease in cost of product revenue for 2011, compared to 2010, was primarily attributed to decreased inventory write downs compared to the prior year. During 2011, we sold inventory which had been previously written down to the lower of cost or market. Accordingly, cost of product revenue for 2011 did not include approximately \$1.7 million of previously recognized write downs associated with this inventory. During 2011, we recognized approximately \$850,000 of warranty expense primarily associated with our PicoP display engine. Warranty expense in 2010 was not material.

During 2011, we expensed approximately \$1.3 million of manufacturing overhead associated with production capacity in excess of production requirements. We did not expense any overhead associated with excess capacity during 2010. We classified overhead cost allocated to the accessory pico projector as research and development expense until February 2010, when we determined that the product's design and production processes were mature enough to support commercial production and we began classifying overhead cost as cost of product revenue.

The cost of product revenue as a percentage of product revenue can fluctuate significantly from period to period, depending on the product mix, the level of overhead expense and the volume of direct materials purchased. The decrease in the cost of product revenue as a percentage of product revenue in 2011 compared to the same period in 2010 was due to decreased inventory write downs for the SHOWWX family of products.

Cost of Contract Revenue.

(in thousands)	<u>2011</u>	<u>% of contract revenue</u>	<u>2010</u>	<u>% of contract revenue</u>	<u>\$ change</u>	<u>% change</u>
Cost of contract revenue	\$ 1,425	111.4	\$ 443	49.8	\$ 982	221.7

The cost of contract revenue was higher in 2011 than in 2010 as a result of the increased activity on development contracts and recognized losses on two contracts on which we performed work during 2011. The losses were primarily as a result of our decision to share costs with one customer for development of advanced in-vehicle HUD prototypes in anticipation of follow-on revenue opportunities and excess material costs associated with minimum order quantities for materials required to complete one of our development contracts. Gross margin on contract revenue was significantly lower in 2011 compared to 2010, as a result of these recognized losses. The combined impact of the losses on contracts and lower gross margin was approximately \$710,000.

The cost of contract revenue as a percentage of revenue was higher in 2011 than in 2010 as a result of the recognized losses and higher labor expense resulting from a change in the labor resources allocated to the contracts. The cost of revenue as a percentage of revenue can fluctuate significantly from period to period, depending on the contract cost mix and the levels of direct and indirect costs incurred.

Research and Development Expense.

(in thousands)	<u>2011</u>	<u>2010</u>	<u>\$ change</u>	<u>% change</u>
Research and development	\$ 15,279	\$ 21,600	\$ (6,321)	(29.3)

Research and development expense consists of compensation-related costs of employees and contractors engaged in internal research and product development activities, direct material to support development programs, laboratory operations, outsourced development and processing work, and other operating expenses. We allocate our research and development resources based on the business opportunity of the available projects, the skill mix of the resources available and the contractual commitments we have made to customers.

The decrease in research and development expense during 2011, compared to the same period in 2010, is primarily attributable to decreased subcontractor costs associated with advanced research and decreased payroll costs due to reductions in staffing levels, compared to the prior year.

In 2011, we aggressively managed our operating expenses as part of our strategy to simplify operations and significantly reduce our 2011 cash requirements as we focused our efforts on development of the next-generation of our PicoP technology based on direct green lasers. As a result, our research and development expense significantly decreased for 2011 compared to 2010.

We believe that a substantial level of continuing research and development expense will be required to develop additional commercial products using the PicoP technology. Accordingly, we anticipate our level of research and development spending will continue to be substantial.

Sales, Marketing, General and Administrative Expense

(in thousands)	<u>2011</u>	<u>2010</u>	<u>\$ change</u>	<u>% change</u>
Sales, marketing, general and administrative	\$ 13,314	\$ 15,252	\$ (1,938)	(12.7)

Sales, marketing, general and administrative expense includes compensation and support costs for marketing, sales, management and administrative staff, and for other general and administrative costs, including legal and accounting services, consultants and other operating expenses. The decrease in cost during 2011 compared to the same period in 2010 is primarily due to decreased payroll costs due to reductions in staffing levels.

In 2011, we aggressively managed our operating expenses as part of our strategy to simplify operations and significantly reduce our 2011 cash requirements as we focused our efforts on development of the next-generation of our PicoP technology based on direct green lasers. As a result, our sales, marketing, general and administrative expense decreased for 2011 compared to 2010.

Interest Income and Expense.

	<u>2011</u>	<u>2010</u>	<u>\$ change</u>	<u>% change</u>
(in thousands)				
Interest income	\$ 47	\$ 112	\$ (65)	(58.0)
	<u>2011</u>	<u>2010</u>	<u>\$ change</u>	<u>% change</u>
(in thousands)				
Interest expense	\$ 46	\$ 62	\$ (16)	(25.8)

The decrease in interest income in 2011 from 2010 results primarily from lower average cash, investment securities balances, and interest rates. The decrease in interest expense in 2011 from 2010 results primarily from lower average balances on our capital leases and our outstanding loan for leasehold improvements.

Realized Loss on Sale of Investment Securities

At December 31, 2009, we held \$3.0 million par value student loan auction-rate securities (SLARS), fair valued at \$2.7 million. In March and December 2010, one of the issuers redeemed a total of \$200,000 of our SLARS at par value through a voluntary lottery redemption program. In December 2010, we sold our remaining SLARS for proceeds of approximately \$2.4 million and recorded a loss of \$127,000 which is included in "Realized loss on sale of investment securities" on the consolidated statement of operations.

Gain on Derivative Instruments, Net.

	<u>2011</u>	<u>2010</u>	<u>\$ change</u>	<u>% change</u>
(in thousands)				
Gain (loss) on derivative instruments, net	\$ -	\$ 842	\$ (842)	(100.0)

Prior to 2011, we had common stock warrants outstanding that were issued in connection with certain notes. The warrants met the definition of derivative instruments that must be accounted for as liabilities because we could not engage in certain corporate transactions affecting the common stock unless we made a cash payment to the holders of the warrants. We recorded changes in the fair values of the warrants in the statement of operations each period. In July 2008, warrants to purchase 750,000 shares of common stock expired unexercised. During 2010, the remaining 1,552,000 expired unexercised. The change in value of the warrants of \$840,000 in 2010 was recorded as a non-operating gain and is included in "Gain on derivative instruments, net" in the consolidated statement of operations.

Income Taxes.

No provision for income taxes has been recorded because we have experienced net losses from inception through December 31, 2011. At December 31, 2011, we had net operating loss carry-forwards of approximately \$283.2 million for federal income tax reporting purposes. In addition, we have research and development tax credits of \$5.8 million. The net operating loss carry-forwards and research and development credits available to offset future taxable income, if any, will expire in varying amounts from 2017 to 2031 if not previously utilized. In 2011, \$2.1 million in net operating loss carry-forwards expired. The research and development tax credits and the remaining net operating losses are scheduled to expire between 2017 and 2031. In certain circumstances, as specified in the Internal Revenue Code, a 50% or more ownership change by certain combinations of our shareholders during any three-year period would result in a limitation on our ability to utilize a portion of our net operating loss carry-forwards. We have determined that such a change of ownership occurred during 1996 and that the annual utilization of loss carry-forwards generated through the period of that change will be limited to approximately \$1.6 million.

We recognize interest accrued and penalties related to unrecognized tax benefits in tax expense. We did not have any unrecognized tax benefits at December 31, 2011 or at December 31, 2010.

Product Revenue.

	<u>2010</u>	<u>% of product revenue</u>	<u>2009</u>	<u>% of product revenue</u>	<u>\$ change</u>	<u>% change</u>
(in thousands)						
Pico projector revenue	\$ 3,469	90.1	\$ 330	32.5	\$ 3,139	951.2
Bar code revenue	<u>381</u>	9.9	<u>686</u>	67.5	<u>(305)</u>	(44.5)
Total product revenue	<u>\$ 3,850</u>		<u>\$ 1,016</u>		<u>\$ 2,834</u>	278.9

Pico projector revenue includes the sales of SHOWWX which was launched in September 2009 and the SHOWWX+ which was launched in November 2010.

Bar code revenue includes the sales of ROV bar code scanners. The decrease in bar code revenue for the year ended December 31, 2010 compared to the same period in 2009 was due to our decreased investment in our bar code product during 2009.

The backlog of product orders at December 31, 2010 was approximately \$12.7 million, compared to \$3.8 million at December 31, 2009.

Contract Revenue.

	<u>2010</u>	<u>% of contract revenue</u>	<u>2009</u>	<u>% of contract revenue</u>	<u>\$ change</u>	<u>% change</u>
(in thousands)						
Government revenue	\$ 201	22.6	\$ 1,649	58.5	\$ (1,448)	(87.8)
Commercial revenue	<u>689</u>	77.4	<u>1,168</u>	41.5	<u>(479)</u>	(41.0)
Total contract revenue	<u>\$ 890</u>		<u>\$ 2,817</u>		<u>\$ (1,927)</u>	(68.4)

We earn contract revenue from performance on development contracts with the U.S. government and commercial customers and from the sale of prototype units and evaluation kits based on our PicoP display engine. Our contract revenue in a particular period is dependent upon when we enter into a contract, the value of the contracts we have entered into, and the availability of technical resources to perform work on the contracts.

Contract revenue from government and commercial contracts was substantially lower during 2010 than in 2009 due to reduced contract activity and lower beginning backlog in 2010 compared to the previous year.

Our backlog of development contracts, including orders for prototype units and evaluation kits, at December 31, 2010 was \$868,000 in government contracts and \$81,000 in commercial contracts compared to \$70,000 in government contracts and \$30,000 in commercial contracts at December 31, 2009. The increase in backlog from 2009 is primarily attributed to two contracts with the US government entered into in late 2010.

Cost of Product Revenue.

(in thousands)	<u>2010</u>	<u>% of product revenue</u>	<u>2009</u>	<u>% of product revenue</u>	<u>\$ change</u>	<u>% change</u>
Cost of product revenue	\$ 15,779	409.8	\$ 2,363	232.6	\$ 13,416	567.8

Our costs to produce accessory pico projector units during 2010 were substantially higher than product revenue. During the early phase of SHOWWX production, our design and manufacturing processes were not sufficiently mature to support commercial production. We classified overhead cost allocated to the SHOWWX as research and development expense until February 2010, when we determined that the SHOWWX design and production processes were mature enough to reach a level to support commercial production and since February 2010, all manufacturing costs have been included in cost of revenue.

Cost of product revenue for 2010 and 2009, included a write down of \$9.6 million and \$1.3 million, respectively, for inventory in stock at the end of the year. The write downs included lower of cost or market adjustments primarily comprised of adjustments to our inventory value to reflect the then current estimated selling price for our inventory, as well as a reserve adjustment for materials which we expect would become obsolete as we introduced new products. The increase in cost of product revenue for 2010, compared to 2009, was primarily attributed to increased material costs associated with higher volumes of product shipments and increased inventory write downs compared to the prior year.

The increase in the cost of product revenue as a percentage of product revenue in 2010 compared to the same period in 2009 was due to an increase in inventory write downs and a higher cost structure for the SHOWWX product.

Cost of Contract Revenue.

(in thousands)	<u>2010</u>	<u>% of contract revenue</u>	<u>2009</u>	<u>% of contract revenue</u>	<u>\$ change</u>	<u>% change</u>
Cost of contract revenue	\$ 443	49.8	\$ 1,531	54.3	\$ (1,088)	(71.1)

The cost of contract revenue was lower in 2010 than in 2009 as a result of the decreased activity on development contracts as we continue to focus our resources on commercialization of products based on the PicoP display engine.

The cost of contract revenue as a percentage of revenue was lower in 2010 than in 2009 as a result of difference in the cost mix of the contracts during those periods.

Research and Development Expense.

(in thousands)	<u>2010</u>	<u>2009</u>	<u>\$ change</u>	<u>% change</u>
Research and development	\$ 21,600	\$ 24,577	\$ (2,977)	(12.1)

The decrease in cost during 2010, compared to the same period in 2009, is primarily attributable to less direct material purchased for development programs and a decrease in overhead allocated to research and development.

Sales, Marketing, General and Administrative Expense.

(in thousands)	<u>2010</u>	<u>2009</u>	<u>\$ change</u>	<u>% change</u>
Sales, marketing, general and administrative	\$ 15,252	\$ 14,540	\$ 712	4.9

The increase in cost during 2010 compared to the same period in 2009 is primarily due to increased sales and marketing expense related to promoting our accessory pico projector products.

Interest Income and Expense.

	<u>2010</u>	<u>2009</u>	<u>\$ change</u>	<u>% change</u>
(in thousands)				
Interest income	\$ 112	\$ 212	\$ (100)	(47.2)
	<u>2010</u>	<u>2009</u>	<u>\$ change</u>	<u>% change</u>
(in thousands)				
Interest expense	\$ 62	\$ 68	\$ (6)	(8.8)

The decrease in interest income in 2010 from 2009 results primarily from lower average cash, investments securities balances, and interest rates.

Realized Loss on Sale of Investment Securities

At December 31, 2009, we held \$3.0 million par value student loan auction-rate securities (SLARS), fair valued at \$2.7 million. In March and December 2010, one of the issuers redeemed a total of \$200,000 of our SLARS at par value through a voluntary lottery redemption program. In December 2010, we sold our remaining SLARS for proceeds of approximately \$2.4 million and recorded a loss of \$127,000 which is included in "Realized loss on sale of investment securities" on the consolidated statement of operations.

Gain (Loss) on Derivative Instruments, Net.

	<u>2010</u>	<u>2009</u>	<u>\$ change</u>	<u>% change</u>
(in thousands)				
Gain (loss) on derivative instruments, net	\$ 842	\$ (506)	\$ 1,348	(266.4)

The change in "Gain (Loss) on derivative instruments, net" is primarily driven by the change in value of warrants we issued in 2005 to purchase 2,302,000 shares of common stock in connection with certain notes. The warrants met the definition of derivative instruments that must be accounted for as liabilities because we could not engage in certain corporate transactions affecting the common stock unless we made a cash payment to the holders of the warrants. We recorded changes in the fair values of the warrants in the statement of operations each period. As of December 31, 2009, 1,552,000 warrants remained outstanding and subsequently expired unexercised by December 31, 2010. The change in value of the warrants of \$840,000 in 2010 was recorded as a non-operating gain and is included in "Gain (loss) on derivative instruments, net" in the consolidated statement of operations.

Income Taxes.

No provision for income taxes has been recorded because we have experienced net losses from inception through December 31, 2010. At December 31, 2010, we had net operating loss carry-forwards of approximately \$257.6 million for federal income tax reporting purposes. In addition, we had research and development tax credits of \$5.4 million. We recognize interest accrued and penalties related to unrecognized tax benefits in tax expense. We did not have any unrecognized tax benefits at December 31, 2010 or at December 31, 2009.

Liquidity and Capital Resources

We have incurred significant losses since inception. We have funded operations to date primarily through the sale of common stock, convertible preferred stock, warrants, the issuance of convertible debt and, to a lesser extent, from development contract revenues and product sales. At December 31, 2011, we had \$13.1 million in cash, cash equivalents, and investment securities, available-for-sale.

During 2011, we lowered our cash used in operations significantly, through a combination of:

- sharing development and commercialization costs of the next-generation PicoP technology based on direct green lasers with our development partners;
- limiting our investment into advancement of the current-generation PicoP technology based on synthetic green lasers;
- moving product development to original design manufacturers
- lowering our working capital requirements through a restructuring of inventory cycles with major suppliers;

- reducing our operating costs through a 20% workforce reduction completed in January 2011, in addition to other measures.

Based on our current operating plan, we anticipate that we have sufficient cash and cash equivalents to fund our operations through June 2012. We will require additional cash to fund our operating plan past that time. We are introducing new products into an emerging market which creates significant uncertainty about our ability to accurately project revenue, costs and cash flows. If the level of sales anticipated by our financial plan is not achieved or our working capital requirements are higher than planned, we will need to raise additional cash sooner or take actions to reduce operating expenses. We plan to obtain additional cash through the issuance of equity or debt securities. There can be no assurance that additional cash will be available or that, if available, it will be available on terms acceptable to us on a timely basis. If adequate funds are not available on a timely basis we may be required to limit our operations substantially. This limitation of operations could include reducing our planned investment in working capital to fund revenue growth and delaying development projects resulting in reductions in staff, operating costs, capital expenditures and investment in research and development.

We have received a report from our independent registered public accounting firm regarding the consolidated financial statements for the year ended December 31, 2011 that includes an explanatory paragraph expressing substantial doubt about our ability to continue as a going concern. These financial statements are prepared assuming we will continue as a going concern.

Cash used in operating activities totaled \$27.9 million during 2011, compared to \$46.2 million during 2010. During 2011, the decrease in net cash used in operating activities was primarily driven by lower inventory purchases for commercialization of PicoP-based products as well as savings resulting from steps taken to lower our 2011 cash use as described above.

Investing Activities

Cash provided by investing activities totaled \$170,000 in 2011 compared to \$381,000 in 2010. In 2011, the decrease in cash provided by investing activities primarily resulted from lower cash inflows generated from sales of investment securities compared to 2010, offset by fewer cash outflows associated with implementation of a new enterprise resource planning system and production equipment purchases compared to one year ago.

Financing Activities

Cash provided by financing activities totaled \$21.4 million in 2011, compared to \$22.2 million in 2010. The following is a list of our financing activities during 2011, 2010, and 2009. All share amounts have been adjusted for the 1:8 reverse stock split discussed in this annual report.

- In November 2011, we raised approximately \$10.5 million, before issuance costs of approximately \$925,000, through an underwritten public offering of 2.2 million shares of common stock and warrants to purchase 1.3 million shares of our common stock.
- During 2011, we also raised an aggregate of \$12.1 million, before issuance costs of approximately \$635,000, from the sale of 1.7 million shares of our common stock under our committed equity financing facilities with Azimuth. We terminated one of these facilities in July 2011 and the other two in November 2011.
- In 2010, we raised an aggregate of \$22.4 million, before issuance costs of approximately \$768,000, from the sale of 1.6 million shares of our common stock under our committed equity financing facility with Azimuth.
- In November and December 2009, we raised an aggregate of \$33.1 million, before issuance costs of approximately \$2.3 million, from the sale of 1.4 million shares of our common stock through underwritten public offerings.
- During 2009, we raised \$3.9 million from the exercise of warrants to purchase 142,000 shares of common stock and \$1.3 million from the exercise of 42,000 stock options.
- In June 2009, we raised approximately \$15.0 million, before issuance costs of approximately \$218,000, from the sale of 1.0 million shares of common stock and warrants to purchase approximately 252,000 shares of our common stock to a strategic investor. The warrants have an exercise price of \$17.48 per share, a three year term, and are exercisable on the date of issuance. We can call the warrants if the average closing bid price of our stock is over \$69.92 for any 20 consecutive trading days.

Our cash requirements will depend on many factors, including, but not limited to, the rate at which we can, directly or through arrangements with OEMs, introduce products incorporating our technology and the market acceptance and competitive position of such products.

Future operating expenditures and capital requirements will depend on numerous factors, including the following:

- the progress of research and development programs,
- the progress in commercialization activities and arrangements,
- the cost of filing, prosecuting, defending and enforcing any patent claims and other intellectual property rights,
- competing technological and market developments, and
- our ability to establish cooperative development, joint venture and licensing arrangements.

In order to maintain our exclusive rights under our license agreement with the University of Washington, we are obligated to make royalty payments to the University of Washington with respect to the Virtual Retinal Display technology. If we are successful in establishing original equipment manufacturer co-development and joint venture arrangements, we expect our partners to fund certain non-recurring engineering costs for technology development and/or for product development. Nevertheless, we expect our cash requirements to remain high as we expand our activities and operations with the objective of commercializing our light scanning technology.

The following table lists our contractual obligations (in thousands):

	Payments Due By Period				
	Less than 1 year	1-3 years	3-5 years	More than 5 years	Total
Contractual Obligations:					
Open purchase obligations *	\$ 5,254	\$ -	\$ -	\$ -	\$ 5,254
Minimum payments under capital leases	62	83	-	-	145
Minimum payments under operating leases	938	564	-	-	1,502
Minimum payments under long-term debt	103	69	-	-	172
Minimum payments under research, royalty and licensing agreements	<u>1,253</u>	<u>2,511</u>	<u>2,436</u>	<u>10,722</u>	<u>16,922</u>
Total	<u>\$ 7,610</u>	<u>\$ 3,227</u>	<u>\$ 2,436</u>	<u>\$ 10,722</u>	<u>\$ 23,995</u>

* Open purchase obligations represent commitments to purchase inventory, materials, capital equipment, maintenance agreements and other goods used in the normal operation of our business.

+License and royalty obligations continue through the lives of the underlying patents, which is currently through at least 2024.

New accounting pronouncements

In May 2011, the FASB issued a new accounting standard on fair value measurements that clarifies the application of existing guidance and disclosure requirements, changes certain fair value measurement principles and requires additional disclosures about fair value measurements. The standard is effective for interim and annual periods beginning after December 15, 2011. The adoption of this standard is not expected to have a material impact on our financial statements.

In June 2011, the FASB issued a new accounting standard on the presentation of comprehensive income. The new standard requires the presentation of comprehensive income, the components of net income and the components of other comprehensive income either in a single continuous statement of comprehensive income or in two separate but consecutive statements. The new standard also requires presentation of adjustments for items that are reclassified from other comprehensive income to net income in the statement where the components of net income and the components of other comprehensive income are presented. The standard is effective for fiscal years, and interim periods within these years, beginning after December 15, 2011. The adoption of this standard is not expected to have a material impact on our financial statements.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Interest Rate and Market Liquidity Risks

As of the end of 2011, all of our total cash, cash equivalents and investment securities available-for-sale have variable interest rates or are equity investments traded in active markets. Therefore, we believe our exposure to market and interest rate risks is not material.

Our investment policy generally directs that the investment managers should select investments to achieve the following goals: principal preservation, adequate liquidity and return. As of December 31, 2011, our cash and cash equivalents and investments available-for-sale securities portfolio are comprised of short-term highly rated money market savings accounts and equity investments.

The values of cash equivalents and investment securities, available-for-sale by maturity date as of December 31, 2011, are as follows:

	<u>Amount</u>	<u>Percent</u>
Cash and cash equivalents	\$ 13,075,000	99.9 %
Less than one year	8,000	0.1
	<u>\$ 13,083,000</u>	<u>100.0 %</u>

Foreign Exchange Rate Risk

All of our development contract payments are made in U.S. dollars. However, in the future we may enter into development contracts in foreign currencies that may subject us to foreign exchange rate risk. We have purchase orders and supply agreements in foreign currencies and may enter into such agreements from time to time in the future. We also make payments related to our MicroVision Singapore operations in Singapore dollars. We believe our exposure to currency fluctuations related to these arrangements is not material. We intend to enter into foreign currency hedges to offset material exposure to currency fluctuations when we can adequately determine the timing and amounts of the exposure.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

INDEX TO CONSOLIDATED FINANCIAL STATEMENTS

	Page
<u>Report of Independent Registered Public Accounting Firm</u>	29
<u>Consolidated Balance Sheets as of December 31, 2011 and 2010</u>	30
<u>Consolidated Statements of Operations for the years ended December 31, 2011, 2010, and 2009</u>	31
<u>Consolidated Statements of Comprehensive Loss for the years ended December 31, 2011, 2010, and 2009</u>	32
<u>Consolidated Statements of Shareholders' Equity for the years ended December 31, 2011, 2010, and 2009</u>	33
<u>Consolidated Statements of Cash Flows for the years ended December 31, 2011, 2010, and 2009</u>	34
<u>Notes to Consolidated Financial Statements</u>	35
<u>Valuation and Qualifying Accounts and Reserves Schedule</u>	53

Report of Independent Registered Public Accounting Firm

To the Board of Directors and Shareholders of MicroVision, Inc.:

In our opinion, the accompanying consolidated balance sheets and the related consolidated statements of operations, shareholders' equity, comprehensive loss and cash flows present fairly, in all material respects, the financial position of MicroVision, Inc. (the "Company") at December 31, 2011 and December 31, 2010, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2011 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2011 based on criteria established in *Internal Control - Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company's management is responsible for these financial statements, for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in Management's Report on Internal Control over Financial Reporting. Our responsibility is to express opinions on these financial statements and on the Company's internal control over financial reporting based on our integrated audits. We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

The accompanying financial statements have been prepared assuming the Company will continue as a going concern. As discussed in Note 1 to the financial statements, the Company has suffered recurring losses from operations and has a net capital deficiency that raise substantial doubt about its ability to continue as a going concern. Management's plans in regard to these matters are also described in Note 1. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

PricewaterhouseCoopers LLP
Seattle, Washington
March 8, 2012

MicroVision, Inc.**Consolidated Balance Sheets (in thousands, except per share information)**

	December 31,	
	2011	2010
Assets		
Current assets		
Cash and cash equivalents	\$ 13,075	\$ 19,413
Investment securities, available-for-sale	8	13
Accounts receivable, net of allowances of \$243 and \$588	463	1,116
Costs and estimated earnings in excess of billings on uncompleted contracts	70	137
Inventory	4,254	6,075
Current restricted investments	-	306
Other current assets	785	564
Total current assets	<u>18,655</u>	<u>27,624</u>
Property and equipment, net	2,347	4,169
Restricted investments	786	1,189
Intangible assets	2,048	2,233
Other assets	34	18
Total assets	<u>\$ 23,870</u>	<u>\$ 35,233</u>
Liabilities and Shareholders' Equity		
Current liabilities		
Accounts payable	\$ 7,341	\$ 7,665
Accrued liabilities	5,113	4,135
Billings in excess of costs and estimated earnings on uncompleted contracts	156	81
Current portion of capital lease obligations	39	40
Current portion of long-term debt	93	85
Total current liabilities	<u>12,742</u>	<u>12,006</u>
Capital lease obligations, net of current portion	72	114
Long-term debt, net of current portion	67	159
Deferred rent, net of current portion	187	697
Other long-term liabilities	<u>-</u>	<u>424</u>
Total liabilities	<u>13,068</u>	<u>13,400</u>
Commitments and contingencies		
Shareholders' Equity		
Preferred stock, par value \$.001; 25,000 shares authorized; 0 and 0 shares issued and outstanding	-	-
Common stock, par value \$.001; 100,000 shares authorized; 17,019 and 12,809 shares issued and outstanding	17	13
Additional paid-in capital	425,658	400,880
Accumulated other comprehensive loss	(35)	(30)
Accumulated deficit	<u>(414,838)</u>	<u>(379,030)</u>
Total shareholders' equity	<u>10,802</u>	<u>21,833</u>
Total liabilities and shareholders' equity	<u>\$ 23,870</u>	<u>\$ 35,233</u>

The accompanying notes are an integral part of these consolidated financial statements.

MicroVision, Inc.**Consolidated Statements of Operations (in thousands, except per share information)**

	Years Ended December 31,		
	2011	2010	2009
Product revenue	\$ 4,338	\$ 3,850	\$ 1,016
Contract revenue	1,279	890	2,817
Total revenue	<u>5,617</u>	<u>4,740</u>	<u>3,833</u>
Cost of product revenue	11,640	15,779	2,363
Cost of contract revenue	1,425	443	1,531
Total cost of revenue	<u>13,065</u>	<u>16,222</u>	<u>3,894</u>
Gross margin	<u>(7,448)</u>	<u>(11,482)</u>	<u>(61)</u>
Research and development expense	15,279	21,600	24,577
Sales, marketing, general and administrative expense	13,314	15,252	14,540
Gain on disposal of fixed assets	(11)	-	-
Total operating expenses	<u>28,582</u>	<u>36,852</u>	<u>39,117</u>
Loss from operations	(36,030)	(48,334)	(39,178)
Interest income	47	112	212
Interest expense	(46)	(62)	(68)
Realized loss on sale of investment securities	-	(127)	-
Gain (loss) on derivative instruments, net	-	842	(506)
Other income	221	109	11
Net loss	<u>\$ (35,808)</u>	<u>\$ (47,460)</u>	<u>\$ (39,529)</u>
Net loss per share basic and diluted	<u>\$ (2.57)</u>	<u>\$ (4.17)</u>	<u>\$ (4.29)</u>
Weighted-average shares outstanding basic and diluted	<u>13,919</u>	<u>11,379</u>	<u>9,220</u>

The accompanying notes are an integral part of consolidated financial statements.

MicroVision, Inc.**Consolidated Statements of Comprehensive Loss (in thousands)**

	Years Ended December 31,		
	2011	2010	2009
Net loss	\$ (35,808)	\$ (47,460)	\$ (39,529)
Other comprehensive gain (loss)			
Unrealized gain (loss) on investment securities, available-for-sale:			
Unrealized holding gain (loss) arising during period	(5)	3	5
Comprehensive loss	<u>\$ (35,813)</u>	<u>\$ (47,457)</u>	<u>\$ (39,524)</u>

The accompanying notes are an integral part of these consolidated financial statements.

	Shareholders' Equity (Deficit)					
	Common Stock		Additional paid-in capital	Accumulated other comprehensive loss	Accumulated deficit	Total Shareholders' equity
	Shares	Par value				
Balance at December 31, 2008	8,510	\$ 9	\$ 319,721	\$ (38)	\$ (292,041)	\$ 27,651
Share-based compensation expense	3	-	3,335	-	-	3,335
Exercise of warrants and options	184	-	4,794	-	-	4,794
Sales of common stock and warrants	2,389	2	45,633	-	-	45,635
Other comprehensive income	-	-	-	5	-	5
Net loss	-	-	-	-	(39,529)	(39,529)
Balance at December 31, 2009	11,086	11	373,483	(33)	(331,570)	41,891
Share-based compensation expense	11	-	3,601	-	-	3,601
Exercise of warrants and options	30	-	478	-	-	478
Sales of common stock and warrants	1,578	2	21,618	-	-	21,620
Issuance of common stock for payment of intellectual property	104	-	1,700	-	-	1,700
Other comprehensive income	-	-	-	3	-	3
Net loss	-	-	-	-	(47,460)	(47,460)
Balance at December 31, 2010	12,809	13	400,880	(30)	(379,030)	21,833
Share-based compensation expense	218	-	3,356	-	-	3,356
Exercise of warrants and options	5	-	70	-	-	70
Sales of common stock and warrants	3,987	4	21,352	-	-	21,356
Other comprehensive loss	-	-	-	(5)	-	(5)
Net loss	-	-	-	-	(35,808)	(35,808)
Balance at December 31, 2011	<u>17,019</u>	<u>\$ 17</u>	<u>\$ 425,658</u>	<u>\$ (35)</u>	<u>\$ (414,838)</u>	<u>\$ 10,802</u>

The accompanying notes are an integral part of these consolidated financial statements.

Consolidated Statements of Cash Flows (in thousands)

	Years Ended December 31,		
	2011	2010	2009
Cash flows from operating activities			
Net loss	\$ (35,808)	\$ (47,460)	\$ (39,529)
Adjustments to reconcile net loss to net cash used in operations:			
Depreciation	2,406	1,731	1,138
Amortization of intangible assets	185	32	2
Gain on disposal of property and equipment	(11)	-	-
Realized loss on sale of short-term investments	-	127	-
Non-cash stock-based compensation	3,356	3,450	3,373
Loss (gain) on derivative instruments	-	(842)	506
Inventory write-downs	1,563	9,579	1,257
Non-cash deferred rent	(340)	(276)	(276)
Change in:			
Accounts receivable	653	(203)	(376)
Costs and estimated earnings in excess of billings on uncompleted contracts	67	(67)	625
Inventory	258	(14,728)	(658)
Other current assets	(221)	187	115
Other assets	(16)	15	(3)
Accounts payable	(532)	2,591	1,477
Accrued liabilities	808	(358)	646
Billings in excess of costs and estimated earnings on uncompleted contracts	75	26	(7)
Other long-term liabilities	(330)	-	-
Net cash used in operating activities	<u>(27,887)</u>	<u>(46,196)</u>	<u>(31,710)</u>
Cash flows from investing activities			
Sales of investment securities	-	2,573	-
Purchases of restricted investment securities	-	(305)	-
(Increase)/Decrease in restricted investment	709	(1)	143
Proceeds on sale of property and equipment	11	-	-
Purchases of property and equipment and intangible assets	(550)	(1,886)	(1,360)
Net cash provided by (used in) investing activities	<u>170</u>	<u>381</u>	<u>(1,217)</u>
Cash flows from financing activities			
Principal payments under capital leases	(43)	(65)	(60)
Principal payments under long-term debt	(84)	(78)	(71)
Net proceeds from issuance of common stock and warrants	21,506	22,346	50,550
Net cash provided by financing activities	<u>21,379</u>	<u>22,203</u>	<u>50,419</u>
Net increase (decrease) in cash and cash equivalents	(6,338)	(23,612)	17,492
Cash and cash equivalents at beginning of period	19,413	43,025	25,533
Cash and cash equivalents at end of period	<u>\$ 13,075</u>	<u>\$ 19,413</u>	<u>\$ 43,025</u>
Supplemental disclosure of cash flow information			
Cash paid for interest	<u>\$ 46</u>	<u>\$ 62</u>	<u>\$ 68</u>
Supplemental schedule of non-cash investing and financing activities			
Property and equipment acquired under capital leases	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 95</u>
Other non-cash additions to property and equipment	<u>\$ 229</u>	<u>\$ 101</u>	<u>\$ 85</u>
Issuance of common stock for payment of intellectual property	<u>\$ -</u>	<u>\$ 1,700</u>	<u>\$ -</u>

The accompanying notes are an integral part of these consolidated financial statements.

1. The Company

MicroVision, Inc. (the "Company") is developing high-resolution miniature laser display and imaging engines based upon our proprietary PicoP[®] display engine technology. Our PicoP technology utilizes our widely patented expertise in two dimensional Micro-Electrical Mechanical Systems (MEMS), lasers, optics and electronics to create a high quality video or still image from a small form factor device with lower power needs than conventional display technologies. Our strategy is to develop and supply PicoP display engines to original equipment manufacturers (OEMs) that would embed them into a variety of consumer, automotive, enterprise and industrial products.

The primary objective for consumer applications is to provide users of mobile consumer devices such as smartphones, media players, tablet PCs and other consumer electronic products with a large screen viewing experience produced by a small embedded projector. These potential products would allow users to watch movies and videos, play video games, and display images, and other data onto a variety of surfaces, freeing users from the limitations of a small, palm-sized screen. The PicoP could be further modified to be embedded into a pair of glasses to provide the mobile user with a see-through or occluded personal display to view movies, play games or access other content.

The PicoP with some modification could be embedded into a vehicle or integrated into a portable standalone aftermarket device to create a high-resolution head-up display (HUD) that could project point-by-point navigation, critical operational, safety and other information important to the vehicle operator.

The enterprise products employing our technology would allow users in field-based professions such as service repair or sales to view and share information such as schematics for equipment repair and sales data and orders within CRM applications on a larger, more user-friendly interface. We also see potential for embedding the PicoP laser display engine in industrial products where our displays could be used for 3D measuring and digital signage, enhancing the overall user experience of these applications.

We currently market and sell our SHOWWX[™] line of accessory pico projectors that use our PicoP display engine through a network of global distributors. We continue to enter into a limited number of development agreements with commercial and U.S. government customers to develop advanced prototypes and demonstration units based on our light scanning technologies.

Based on our current operating plan, we anticipate that we have sufficient cash and cash equivalents to fund our operations through June 2012. We will require additional cash to fund our operating plan past that time. We are introducing new products into an emerging market which creates significant uncertainty about our ability to accurately project revenue, costs and cash flows. If the level of sales anticipated by our financial plan is not achieved or our working capital requirements are higher than planned, we will need to raise additional cash sooner or take actions to reduce operating expenses.

We plan to obtain additional cash through the issuance of equity or debt securities. There can be no assurance that additional cash will be available or that, if available, it will be available on terms acceptable to us on a timely basis. If adequate funds are not available on a timely basis, we intend to consider limiting our operations substantially to extend our funds as we pursue other financing opportunities and business relationships. This limitation of operations could include reducing our planned investment in working capital to fund revenue growth and delaying development projects resulting in reductions in staff, operating costs, capital expenditures and investment in research and development.

Our capital requirements will depend on many factors, including, but not limited to, the rate at which we can, directly or through arrangements with OEMs, introduce products incorporating the PicoP display engine and image capture technologies and the market acceptance and competitive position of such products. If revenues are less than anticipated, if the mix of revenues vary from anticipated amounts or if expenses exceed the amounts budgeted, we may require additional capital earlier than expected to further the development of our technologies, for expenses associated with product development, and to respond to competitive pressures or to meet unanticipated development difficulties. In addition, our operating plan provides for the development of strategic relationships with systems and equipment manufacturers that may require additional investments by us.

We have received a report from our independent registered public accounting firm regarding the consolidated financial statements for the year ended December 31, 2011 that includes an explanatory paragraph expressing substantial doubt about our ability to continue as a going concern. These consolidated financial statements are prepared assuming the Company will continue as a going concern.

A 1:8 reverse stock split of MicroVision's common stock became effective on February 17, 2012. All of the share and per share amounts discussed and shown in the consolidated financial statements and notes have been adjusted to reflect the effect of this reverse split.

2. Summary of significant accounting policies

Use of estimates

The preparation of financial statements in conformity with generally accepted accounting principles of the United States requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. We have identified the following areas where significant estimates and assumptions have been made in preparing the financial statements: revenue recognition, valuation of share-based compensation, allowance for uncollectible receivables, inventory valuation and valuation of derivative financial instruments.

Principles of consolidation

Our consolidated financial statements include the accounts of MicroVision, Inc. and MicroVision Innovations Singapore Pte. Ltd. ("MicroVision Singapore"), a wholly owned foreign subsidiary. MicroVision Singapore was incorporated in April 2011 and is engaged in advanced research and development activities and operation support functions for MicroVision, Inc. There were no material intercompany accounts and transactions during the year ended December 31, 2011.

Cash and cash equivalents; investment securities, available-for-sale; and fair value of financial instruments

Our financial instruments include cash and cash equivalents, investments available-for-sale, accounts receivable, accounts payable, accrued liabilities and long-term debt. Excluding the long term debt, the carrying value of our financial instruments approximates fair value due to their short maturities. The carrying amount of long-term debt at December 31, 2011 and 2010 was not materially different from the fair value based on rates available for similar types of arrangements.

The fair value of financial instruments is defined as the exchange price that would be received for an asset or paid to transfer a liability in an orderly transaction between market participants. As such, fair value is a market-based measurement that should be determined based on assumptions that market participants would use in pricing an asset or liability. As a basis for considering such assumptions, the authoritative guidance establishes a three level fair value inputs hierarchy, with Level 1 being observable inputs such as quoted market prices in active markets, Level 2 being observable inputs that are not sufficiently active to qualify as Level 1, and Level 3 being inputs that are unobservable by market participants outside of the Company and must be estimated using assumptions we develop. We use market data, assumptions and risks we believe market participants would use in measuring the fair value of the asset or liability, including the risks inherent in the inputs and the valuation techniques. We disclose the lowest level input significant to each category of asset or liability. We use inputs which are as observable as possible and the methods most applicable to the specific situation of each company or valued item.

We consider fair valued assets impaired when the fair value is less than cost. When the impairment is significant, we judge whether the impairment is temporary or other-than-temporary. An impairment is generally considered to be other-than-temporary and recorded as such in the period when there is deemed sufficient reason to conclude that the fair value of the asset is not expected to recover to the recorded fair value prior to the expected time of sale or maturity. We classify other-than-temporary fair value impairments into one of two categories: "credit" or "other factors". Other-than-temporary impairments are charged to current earnings if they are of the "credit" type or recorded to other comprehensive loss if they are due to "other factors".

Our cash equivalents and investment securities available-for-sale are comprised of money market savings accounts and equity securities. We classify investment securities available-for-sale purchased with 90 days or less remaining until contractual maturities as cash equivalents. Investment securities purchased with more than 90 days until contractual maturities are classified as current investment securities available-for-sale on the consolidated balance sheet with unrealized gains and losses included in the consolidated statement of comprehensive loss. Interest income, realized gains and losses, and other-than-temporary credit type impairments are recognized in the period earned or incurred and presented separately in the consolidated statement of operations. Changes in the fair values of derivatives are realized in the period of remeasurement and recorded in Gain (loss) on derivative instruments, net in the consolidated statement of operations. The cost of securities sold is based on the specific identification method.

Intangible assets

Our intangible assets consist entirely of purchased patents. The patents are amortized using the straight-line method over their estimated period of benefit, ranging from one to 17 years. We evaluate the recoverability of intangible assets periodically by taking into account events or circumstances that may warrant revised estimates of useful lives or that indicate the asset may be impaired.

Inventory

Inventory consists of raw material and finished goods for our pico projectors and ROV products. Inventory is recorded at the lower of cost or market with cost determined on a net realizable value basis. We periodically assess the need to provide for obsolescence of inventory and adjust the carrying value of inventory to its net realizable value when required. In addition, we reduce the value of our inventory to its estimated scrap value when we determine that it is not probable that the inventory will be consumed through normal production during the next twelve months.

Property and equipment

Property and equipment is stated at cost and depreciated over the estimated useful lives of the assets (two to five years) using the straight-line method. Leasehold improvements are depreciated over the shorter of estimated useful lives or the lease term. Costs for repairs and maintenance are charged to expense as incurred and expenditures for major improvements are capitalized at cost. Gains or losses on the disposition of assets are reflected in the income statements at the time of disposal.

Restricted investments

As of December 31, 2011, restricted investments were in money market savings accounts and serve as collateral for \$786,000 in irrevocable letters of credit. The restricted investments balance includes two letters of credit totaling \$436,000 which are outstanding in connection with a lease agreement for our corporate headquarters building in Redmond, WA. The required balance decreases over the term of the lease, which expires in 2013. Also included in the restricted investments balance was a \$350,000 letter of credit which was outstanding under the terms of a supplier agreement, and expired in January 2012.

Revenue recognition

Product revenue is recognized when there is sufficient evidence of an arrangement, delivery has occurred, the fee is fixed or determinable, and collection is reasonably assured. We have entered into agreements with resellers and distributors, as well as selling directly to the public. Sales made to resellers and distributors are recognized using either the sell-through method or upon expiration of the contractually agreed-upon acceptance period, depending on the volume of the sale. Some of the agreements with resellers and distributors contain price-protection clauses, and revenue is recognized net of these amounts. Sales made directly to the public are recognized either upon expiration of the contractual acceptance period after which there are no rights of return, or net of estimated returns and allowances. Provisions are made for warranties at the time revenue is recorded.

Contract revenue has primarily been generated from contracts to develop the light scanning technology and to produce demonstration units for commercial enterprises and the U.S. government. We recognize contract revenue as work progresses on long-term cost plus fixed fee and fixed price contracts using the percentage-of-completion method, which relies on estimates of total expected contract revenue and costs. Our revenue contracts generally include a statement of the work we are to complete and the total fee we will earn from the contract. When we begin work on the contract and at the end of each accounting period, we estimate the labor, material, and other cost required to complete the statement of work compared to cost incurred to date. We use information provided by our technical team, project managers, vendors, outside consultants and others to develop our cost estimates. Since our contracts generally require some level of technology development to complete, the actual cost required to complete a statement of work can vary from our estimates. We have developed processes that allow us to reasonably estimate the cost to complete a contract. Historically, we have made only immaterial revisions in the estimates to complete the contract at each reporting period. Recognized revenues are subject to revisions as the contract progresses to completion and actual revenue and cost become certain. Revisions in revenue estimates are reflected in the period in which the facts that give rise to the revision become known. In the future, revisions in these estimates could significantly impact recognized revenue in any one reporting period. The U.S. government can terminate a contract with us at any time for convenience. If the U.S. government cancels a contract, we would receive payment for work performed and costs committed to prior to the cancellation.

We recognize losses, if any, as soon as identified. Losses occur when the estimated direct and indirect costs to complete the contract exceed unrecognized revenue. We evaluate the reserve for contract losses on a contract-by-contract basis.

We recognize contract revenue for prototype units and evaluation kits for development work upon acceptance or the expiration of the acceptance period, when there is sufficient evidence of an arrangement, the selling price is fixed or determinable and collection is reasonably assured.

Cost of revenue

Cost of product revenue includes the direct and allocated indirect costs of manufacturing products sold to customers. Direct costs include labor, materials and other costs incurred directly in the manufacture of these products. Indirect costs include labor and other costs associated with operating our manufacturing capabilities and capacity.

Cost of contract revenue includes both the direct and allocated indirect costs of performing on development contracts and producing prototype units and evaluation kits. Direct costs include labor, materials and other costs incurred directly in performing on a contract or producing prototype units and evaluation kits. Indirect costs include labor and other costs associated with operating our research and development department and building our technical capabilities and capacity. Cost of contract revenue is determined by the level of direct and indirect costs incurred, which can fluctuate substantially from period to period.

Our overhead, which includes the costs of procuring, inspecting and storing material, and facility and depreciation costs, is allocated to inventory, cost of product revenue, cost of contract revenue, and research and development expense based on the level of effort supporting production or research and development activity.

Concentration of credit risk and sales to major customers

Concentration of Credit Risk

Financial instruments that potentially subject us to concentrations of credit risk are primarily cash equivalents, investment securities available-for-sale and accounts receivable. We typically do not require collateral from our customers. Our investment policy generally directs investment managers to select investments to achieve the following goals: preservation of principal, adequate liquidity and return. As of December 31, 2011, our cash and cash equivalents and investments securities portfolio are comprised of short-term highly rated money market savings accounts and equity investments.

As of December 31, 2009, we held \$3.0 million par value student loan auction rate securities (SLARS), fair valued at approximately \$2.7 million. In March and December 2010, one of the issuers redeemed a total of \$200,000 of our SLARS at par value through a voluntary lottery redemption program. In December 2010, we sold our remaining SLARS for \$2.4 million, resulting in a realized loss of \$127,000 during the period. As of December 31, 2010, all of our total cash and cash equivalents and investment securities available-for-sale had variable interest rates or were equity investments traded in active markets.

Concentration of Sales to Major Customers

During 2011, two commercial customers accounted for 20% of our total revenue and three commercial customers accounted for 53% of our accounts receivable balance at December 31, 2011. During 2010, one commercial customer accounted for approximately 26% of total revenue and the same customer accounted for 62% of the accounts receivable balance at December 31, 2010. During 2009, the U.S. government accounted for approximately 43% of total revenue, with two government customers accounting for 24% and 17%, respectively, of total revenue. The U.S. government accounted for approximately 37% of the accounts receivable balance at December 31, 2009.

Income taxes

Deferred tax assets and liabilities are recorded for differences between the financial statement and tax bases of the assets and liabilities that will result in taxable or deductible amounts in the future, based on enacted tax laws and rates applicable to the periods in which the differences are expected to affect taxable income. Valuation allowances are established when necessary to reduce deferred tax assets to the amount expected to be realized. Income tax expense is recorded for the amount of income tax payable for the period increased or decreased by the change in deferred tax assets and liabilities during the period.

Net loss per share

Basic net loss per share is calculated using the weighted-average number of common shares outstanding during the periods. Net loss per share assuming dilution is calculated using the weighted-average number of common shares outstanding and the dilutive effect of all potentially dilutive securities, including common stock equivalents and convertible securities. Net loss per share assuming dilution is equal to basic net loss per share because the effect of dilutive securities outstanding during the periods including options and warrants computed using the treasury stock method, is anti-dilutive.

As of December 31, 2011, 2010, and 2009, we excluded the following convertible securities from diluted net loss per share as the effect of including them would have been anti-dilutive. The shares shown represent the number of shares of common stock which would be issued upon conversion in the respective years.

	December 31,		
	2011	2010	2009
Publicly traded warrants	753,000	753,000	753,000
Options and private warrants	2,498,000	1,381,000	1,586,000
Nonvested equity shares	132,000	57,000	50,000
	<u>3,383,000</u>	<u>2,191,000</u>	<u>2,389,000</u>

Research and development

Research and development costs are expensed as incurred.

Long-lived assets

We evaluate the recoverability of our long-lived assets when an impairment is indicated based on expected undiscounted cash flows. We recognize impairment of the carrying value of long-lived assets, if any, based on the fair value of such assets.

Share-based compensation

We have one share-based incentive compensation plan. The plan is more fully described in Note 12.

We use the straight-line attribution method to allocate the fair value of share-based compensation awards over the requisite service period for each award. The following table shows the amount of share-based employee compensation expense included in the statements of operations for each period shown:

	Year Ended December 31,		
	2011	2010	2009
Cost of contract revenue	\$ 143,000	\$ 29,000	\$ 101,000
Cost of product revenue	136,000	42,000	18,000
Research and development expense	1,329,000	1,343,000	1,213,000
Sales, marketing, general and administrative expense	1,648,000	1,994,000	1,956,000
	<u>\$ 3,256,000</u>	<u>\$ 3,408,000</u>	<u>\$ 3,288,000</u>

New accounting pronouncements

In May 2011, the FASB issued a new accounting standard on fair value measurements that clarifies the application of existing guidance and disclosure requirements, changes certain fair value measurement principles and requires additional disclosures about fair value measurements. The standard is effective for interim and annual periods beginning after December 15, 2011. The adoption of this standard is not expected to have a material impact on our financial statements.

In June 2011, the FASB issued a new accounting standard on the presentation of comprehensive income. The new standard requires the presentation of comprehensive income, the components of net income and the components of other comprehensive income either in a single continuous statement of comprehensive income or in two separate but consecutive statements. The new standard also requires presentation of adjustments for items that are reclassified from other comprehensive income to net income in the statement where the components of net income and the components of other comprehensive income are presented. The standard is effective for fiscal years, and interim periods within these years, beginning after December 15, 2011. The adoption of this standard is not expected to have a material impact on our financial statements.

3. Long-term contracts

Cost and estimated earnings in excess of billings on uncompleted contracts comprises amounts of revenue recognized on contracts that we have not yet billed to customers because the amounts were not contractually billable at December 31, 2011 and 2010. The following table summarizes when we will be contractually able to bill the balance as of December 31, 2011 and 2010.

	Year Ended December 31,	
	2011	2010
Billable within 30 days	\$ 63,000	\$ 130,000
Billable between 31 and 90 days	-	-
Billable after 90 days	7,000	7,000
	<u>\$ 70,000</u>	<u>\$ 137,000</u>

Our current contracts with the U.S. government are primarily cost-plus-fixed-fee type contracts. Under the terms of a cost-plus-fixed-fee contract, the U.S. government reimburses us for negotiated actual direct and indirect cost incurred in performing the contracted services. We are not obligated to spend more than the contract value to complete the contracted services. The period of performance is generally one year. Each of our contracts with the U.S. government can be terminated for convenience by the government at any time. To date, the U.S. government has not terminated a contract with us.

The following table summarizes the costs incurred on our revenue contracts:

	December 31,	
	2011	2010
Costs and estimated earnings incurred on uncompleted contracts	\$ 1,822,000	\$ 3,266,000
Billings on uncompleted contracts	(1,908,000)	(3,210,000)
	<u>\$ (86,000)</u>	<u>\$ 56,000</u>
Included in accompanying consolidated balance sheets under the following captions:		
Costs and estimated earnings in excess of billings on uncompleted contracts	\$ 70,000	\$ 137,000
Billings in excess of costs and estimated earnings on uncompleted contracts	(156,000)	(81,000)
	<u>\$ (86,000)</u>	<u>\$ 56,000</u>

4. Cash equivalents, investment securities, available-for-sale, and fair value measurements

Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability in an orderly transaction between market participants. As such, fair value is a market-based measurement that should be determined based on assumptions that market participants would use in pricing an asset or liability. As a basis for considering such assumptions, the authoritative guidance establishes a three level fair value inputs hierarchy, and requires an entity to maximize the use of observable valuation inputs and minimize the use of unobservable inputs. We use market data, assumptions and risks we believe market participants would use in measuring the fair value of the asset or liability, including the risks inherent in the inputs and the valuation techniques. The hierarchy is summarized below.

Level 1 - Observable inputs such as quoted prices in active markets for identical assets or liabilities.

Level 2 - Observable inputs such as quoted prices for similar assets or liabilities in markets that are not sufficiently active to qualify as Level 1 or, other inputs that are observable by market data.

Level 3 - Unobservable inputs for which there is little or no market data, which requires us to develop our own assumptions, which are significant to the measurement of the fair values.

As of December 31, 2011, our cash and cash equivalents and investments available-for-sale securities portfolio are comprised of short-term highly rated money market savings accounts and an equity investment with a quoted price in an active market. Prior to December 31, 2010, our investment securities were comprised of debt securities and equity investments. Generally, they were issued by the U.S. government, its agencies, corporations, and student loan financial aid organizations. Accounting for these investments is discussed in Note 2.

Prior to December 2010, we held student loan auction-rate securities (SLARS), fair valued at \$2.7 million. During 2010, we redeemed a total of \$200,000 of our SLARS at par value through a voluntary lottery redemption program and sold our remaining SLARS for proceeds of approximately \$2.4 million.

The valuation inputs hierarchy classification for assets and liabilities measured at fair value on a recurring basis are summarized below as of December 31, 2011 and 2010. These tables do not include cash held in our money market savings accounts.

As of December 31, 2011:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Assets				
Corporate equity securities	\$ -	\$ 8,000	\$ -	\$ 8,000
	<u>\$ -</u>	<u>\$ 8,000</u>	<u>\$ -</u>	<u>\$ 8,000</u>

As of December 31, 2010:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Assets				
Corporate equity securities	\$ -	\$ 13,000	\$ -	\$ 13,000
	<u>\$ -</u>	<u>\$ 13,000</u>	<u>\$ -</u>	<u>\$ 13,000</u>

The corporate equity securities are classified within Level 2 of the fair value hierarchy because they are valued using inputs and common methods with sufficient levels of transparency and observability. Because these securities are traded on the OTC market with lower average trading volumes we have deemed them not sufficiently active to qualify as Level 1.

Our investments are summarized below as of December 31, 2011 and December 31, 2010.

	<u>Cost/ Amortized Cost</u>	<u>Gross Unrealized Gains</u>	<u>Gross Unrealized Losses</u>	<u>Estimated Fair Value</u>	<u>Classification on Balance Sheet</u>	
					<u>Cash Equivalents</u>	<u>Investment Securities, Available- For-Sale</u>
As of December 31, 2011:						
Assets						
Corporate equity securities	\$ 43,000	\$ -	\$ (35,000)	\$ 8,000	\$ -	\$ 8,000
	<u>\$ 43,000</u>	<u>\$ -</u>	<u>\$ (35,000)</u>	<u>\$ 8,000</u>	<u>\$ -</u>	<u>\$ 8,000</u>

	<u>Cost/ Amortized Cost</u>	<u>Gross Unrealized Gains</u>	<u>Gross Unrealized Losses</u>	<u>Estimated Fair Value</u>	<u>Classification on Balance Sheet</u>	
					<u>Cash Equivalents</u>	<u>Investment Securities, Available- For-Sale</u>
As of December 31, 2010:						
Assets						
Corporate equity securities	\$ 43,000	\$ -	\$ (30,000)	\$ 13,000	\$ -	\$ 13,000
	<u>\$ 43,000</u>	<u>\$ -</u>	<u>\$ (30,000)</u>	<u>\$ 13,000</u>	<u>\$ -</u>	<u>\$ 13,000</u>

As of December 31, 2011, the unrealized losses on our investments in equity securities were due primarily to declines in the pricing of these securities.

Our significant nonfinancial assets and liabilities that are subject to consideration for recognition and disclosure at fair value in the financial statements on a nonrecurring basis primarily include property and equipment, capital lease obligations, a tenant improvement loan agreement and deferred rent. If we conclude there has been an event indicating the potential impairment of a nonfinancial asset or liability, or periodically if no such indicating event is deemed to have occurred, we determine the fair value, test for impairments, and record significant impairments, in the period of determination.

The maturities of the investment securities available-for-sale as of December 31, 2011 are shown below:

	<u>Amortized Cost</u>	<u>Unrealized Gains</u>	<u>Unrealized Losses</u>	<u>Estimated Fair Value</u>
Maturity date:				
Less than one year	\$ 43,000	\$ -	\$ (35,000)	\$ 8,000
Due in 1-3 years	<u>-</u>			<u>-</u>
	<u>\$ 43,000</u>			<u>\$ 8,000</u>

5. Inventory

Inventory consists of the following:

	December 31,	
	2011	2010
Raw materials	\$ 2,741,000	\$ 3,924,000
Finished goods	1,513,000	2,151,000
	<u>\$ 4,254,000</u>	<u>\$ 6,075,000</u>

The inventory at December 31, 2011 and December 31, 2010 consisted of raw materials primarily for our accessory pico projectors and PicoP display engine, and finished goods primarily composed of our accessory pico projectors. Inventory is stated at the lower of cost or market, with cost determined on a net realizable value basis. Management periodically assesses the need to provide for obsolescence of inventory and adjusts the carrying value of inventory to its net realizable value when required. In addition, we reduce the value of our inventory to its estimated scrap value when management determines that it is not probable that the inventory will be consumed through the normal course of business during the next twelve months. In 2011, 2010, and 2009, we recorded inventory write-downs of \$1.6 million, \$9.6 million, and \$1.3 million, respectively.

6. Accrued liabilities

Accrued liabilities consist of the following:

	December 31,	
	2011	2010
Bonuses	\$ 1,214,000	\$ 649,000
Payroll and payroll taxes	590,000	629,000
Compensated absences	508,000	647,000
Deferred rent credit	261,000	373,000
Warranty	490,000	227,000
Adverse purchase commitments	134,000	341,000
Accelerated rent expense	402,000	-
Professional fees	415,000	391,000
Purchased patents	330,000	220,000
Other	769,000	658,000
	<u>\$ 5,113,000</u>	<u>\$ 4,135,000</u>

7. Property and equipment, net

Property and equipment consists of the following:

	December 31,	
	2011	2010
Production equipment	\$ 5,144,000	\$ 4,749,000
Leasehold improvements	3,344,000	3,317,000
Computer hardware and software/lab equipment	8,917,000	8,802,000
Office furniture and equipment	1,485,000	1,591,000
	<u>18,890,000</u>	<u>18,459,000</u>
Less: Accumulated depreciation	<u>(16,543,000)</u>	<u>(14,290,000)</u>
	<u>\$ 2,347,000</u>	<u>\$ 4,169,000</u>

Depreciation expense was \$2.4 million, \$1.7 million, and \$1.1 million, in 2011, 2010, and 2009, respectively.

8. Intangible assets

Our intangible assets consist entirely of technology-based purchased patents. The patents are amortized using the straight-line method over their estimated period of benefit, ranging from one to 17 years. The gross value of our intangible assets was \$2.3 million, \$2.3 million, and \$58,000 as of December 31, 2011, 2010, and 2009, respectively. Amortization expense was \$184,000, \$32,000, and \$2,000 in 2011, 2010, and 2009, respectively. We estimate that we have no significant residual value related to our intangible assets and no material impairments of intangible assets were identified during any of the periods presented.

In October 2010, we entered into an agreement to purchase a patent portfolio containing 195 patents and patents pending from Motorola, Inc. to complement our current portfolio of pico projection and display patents. Under terms of the agreement we issued approximately 104,000 shares of MicroVision common stock in October 2010, made a cash payment of \$220,000 in June 2011 and are obligated to make a final cash payments of \$330,000 in June 2012.

The following table outlines the estimated future amortization expense related to intangible assets held at December 31, 2011:

<u>Year ended December 31,</u>	<u>Amount</u>
2012	\$ 184,000
2013	184,000
2014	184,000
2015	184,000
2016 and thereafter	1,312,000
Total	<u>\$ 2,048,000</u>

9. Committed equity financing facility

In August 2010, we entered into a committed equity financing facility (CEFF) with Azimuth Opportunity, Ltd., ("Azimuth"), under which we may sell to Azimuth up to the lesser of \$60.0 million or 2,221,488 of our shares of common stock over a 24-month term, which began on September 9, 2010. During 2011, we completed two draws from this facility and raised a total of \$5.6 million in gross proceeds from the sale of approximately 557,000 shares of our common stock. In consideration for Azimuth's execution and delivery of the purchase agreement, we paid Azimuth \$150,000 in cash and 8,047 shares of our common stock. In July 2011, we cancelled this facility.

In May 2011, we entered into a CEFF with Azimuth, under which we may sell to Azimuth up to the lesser of \$40.0 million or 2,627,304 of our shares of common stock over a 24-month term, which began on July 8, 2011. In August 2011, we raised \$1.5 million before placement agent and other issuance costs from the sale of approximately 203,000 shares of our common stock. In November 2011, we cancelled this facility.

In September 2011, we entered into a CEFF with Azimuth, under which we may sell to Azimuth up to the lesser of \$35.0 million or 2,753,842 of our shares of common stock over a 24-month term, which began on September 13, 2011. In September 2011, we raised \$5.0 million before placement agent and other issuance costs from the sale of approximately 955,000 shares of our common stock. In November 2011, we cancelled this facility.

Reedland Capital Partners acted as placement agent under each of these CEFFs and received a fee for its services equal to 1% of the aggregate dollar amount of common stock purchased by Azimuth upon settlement of any draw under the facilities.

10. Common stock

In November 2011, we raised approximately \$10.5 million, before issuance costs of approximately \$925,000, through an underwritten public offering of 2.2 million shares of common stock and warrants to purchase 1.3 million shares of our common stock. Details of the warrants are described below in Note 11.

During 2011, we also raised approximately \$12.1 million, before issuance costs of \$635,000, through the sale of approximately 1.7 million shares of our common stock under our 2010 and 2011 committed equity financing facilities.

During 2010, we raised approximately \$22.4 million, before issuance costs of \$768,000, through the sale of approximately 1.6 million shares of our common stock under our 2010 committed equity financing facility.

In November and December 2009, we raised an aggregate of \$33.1 million, before issuance costs of \$2.3 million, through underwritten public offerings of 1.4 million shares of our common stock.

In June 2009, we raised approximately \$15.0 million, before issuance costs of approximately \$218,000, from the sale of 1.0 million shares of common stock and warrants to purchase approximately 252,000 shares of our common stock to Max Display Enterprises Limited, a subsidiary of Walsin Lihwa. Walsin Lihwa is the parent company of Touch Micro-system Technology Corp. (TMT). We have worked for a number of years with both Walsin Lihwa and TMT, as manufacturers of our Micro-Electrical Mechanical systems (MEMS) chips. Based on filings by Max Display Enterprises Limited with the Securities Exchange Commission, as of December 31, 2011, Max Display Enterprises Limited beneficially owned 7.3% of our common stock, as determined in accordance with the rules of the Securities Exchange Commission.

11. Warrants

In November 2011, we raised approximately \$10.5 million, before issuance costs of approximately \$925,000, through an underwritten public offering of 2.2 million shares of common stock and warrants to purchase 1.3 million shares of our common stock. The warrants have an exercise price of \$6.24 per share, a five year term, and are exercisable on the date of issuance.

In June 2009, we raised approximately \$15.0 million, before issuance costs of approximately \$218,000, from the sale of 1.0 million shares of common stock and warrants to purchase approximately 252,000 shares of our common stock to Max Display Enterprises Limited, a subsidiary of Walsin Lihwa. The warrants have an exercise price of \$17.48 per share, a three year term, and are exercisable on the date of issuance. We can call the warrants if the average closing bid price of our stock is over \$69.92 for any 20 consecutive trading days.

The following summarizes activity with respect to MicroVision common stock warrants during the three years ended December 31, 2011:

	Warrants to purchase common shares	Weighted average exercise price
Outstanding at December 31, 2008	1,189,000	\$ 34.56
Granted:		
Exercise price greater than intrinsic value	252,000	17.52
Exercised	(142,000)	27.68
Canceled/expired	-	
Outstanding at December 31, 2009	1,299,000	31.68
Granted:		
Exercise price greater than intrinsic value	-	-
Exercised	-	-
Canceled/expired	(257,000)	55.20
Outstanding at December 31, 2010	1,042,000	25.84
Granted:		
Exercise price greater than intrinsic value	1,278,000	6.24
Exercised	-	-
Canceled/expired	(33,000)	22.08
Outstanding at December 31, 2011	<u>2,287,000</u>	\$ 14.96
Exercisable at December 31, 2011	<u>2,287,000</u>	\$ 14.96

The following table summarizes information about the weighted-average fair value of MicroVision common stock warrants granted for the periods shown:

	Year Ended December 31,		
	2011	2010	2009
Exercise price greater than fair value	\$ 2.06	\$ -	\$ -
Exercise price equal to fair value	-	-	-
Exercise price less than fair value	-	-	10.16

There were no warrants issued during 2010. We estimated the fair value of our common stock warrants on the respective grant dates using the Black-Scholes option pricing model with the following weighted-average assumptions used for grants in 2011 and 2009, respectively: dividend yield of zero percent for both years; expected volatility of 83% and 75%; risk-free interest rates of 1.0% and 1.5% and expected lives of 5 and 3 years, respectively.

The following table summarizes information about our common stock warrants outstanding and exercisable at December 31, 2011:

Range of exercise prices	Warrants outstanding			Warrants exercisable	
	Number outstanding at December 31, 2011	Weighted average remaining contractual life (years)	Weighted average exercise price	Number exercisable at December 31, 2011	Weighted average exercise price
\$6.24	1,278,000	4.88	\$ 6.24	1,278,000	\$ 6.24
\$17.48	253,000	0.47	17.48	253,000	17.48
\$27.36	3,000	0.12	27.36	3,000	27.36
\$28.80	753,000	1.56	28.80	753,000	28.80
\$6.24-\$28.80	<u>2,287,000</u>			<u>2,287,000</u>	

12. Share-based compensation

We use the straight-line attribution method to allocate the fair value of share-based compensation awards over the requisite service period for each award. The valuation of and accounting for share-based awards includes a number of complex and subjective estimates. These estimates include, but are not limited to, the future volatility of our stock price, future stock option exercise behaviors, estimated employee turnover and award forfeiture rates.

As part of our 2011 plan to conserve cash used in operations, we implemented two share-based compensation programs during the second quarter of 2011 under which we issued shares of our common stock as compensation instead of cash. We have allocated the expense related to these programs to various financial statement lines consistent with the method used for allocating all share-based compensation.

In May 2011, we issued 52,000 shares of our common stock as incentive awards to non-executive employees under the 2006 Incentive Plan. The shares were valued using our closing stock price on the date of grant. We expensed \$560,000 of share-based employee compensation for these awards at grant.

In June 2011, we implemented a voluntary program in which certain non-executive senior professional employees could elect to receive a portion of their 2011 salary in stock instead of cash. During 2011, we issued 136,000 shares of our common stock under the 2006 Incentive Plan as payment of salary. The shares were valued using our closing stock price on the date of grant. The total share-based compensation expense for these awards was \$998,000, for service completed during 2011.

Description of Incentive Plans

The Company currently has two share-based incentive plans. The 2006 Incentive Plan described below is administered by the Board of Directors, or its designated committee ("Plan Administrator"), and provides for various awards as determined by the Plan Administrator. In June 2008, we determined not to issue additional options from a second share-based incentive plan, the Independent Director Stock Option Plan described below.

The 2006 Incentive Plan has 2.1 million shares authorized, of which 609,000 shares were available for awards as of December 31, 2011. The 2006 Incentive Plan permits granting non-qualified stock options (NSOs), incentive stock options (ISOs), stock appreciation rights, restricted or unrestricted stock, deferred stock, other share-based awards, or cash awards to employees, officers, directors and certain non-employees of the Company. Any award may be a performance-based award. Awards granted under the 2006 Incentive Plan have generally been to employees under non-qualified stock option agreements with the following provisions: exercise prices greater than or equal to the Company's closing stock price on the date of grant; vesting periods ranging from three years to four years; expiration 10 years from the date of grant; and optionees who terminate their service after vesting have a limited time to exercise their options (typically three to twelve months).

The Independent Director Stock Option Plan (IDSOP) has 113,000 shares authorized, of which 88,000 are issued and outstanding as of December 31, 2011. The IDSOP permits granting NSOs to independent directors of the Company. Grants awarded under the IDSOP generally have the following terms: exercise price equal to the Company's closing stock price on the date of grant, expiration 10 years from the date of grant, and vested grants remain exercisable until their expiration dates if a director leaves the Board. In June 2008, the Company shareholders approved an amendment to the 2006 Incentive Plan described above to allow non-employee directors to participate in the plan. The Company does not intend to issue additional options from the IDSOP.

Options Valuation Methodology and Assumptions

We use the Black-Scholes option valuation model to determine the fair value of options granted and use the closing price of our common stock as the fair market value of our stock on that date.

We consider historical stock price volatilities, volatilities of similar companies and other factors in determining estimates of future volatilities.

We use historical lives, including post-termination exercise behavior, publications, comparable company estimates, and other factors as the basis for estimating expected lives.

Risk free rates are based on the U.S. Treasury Yield Curve as published by the U.S. Treasury.

The following table summarizes the weighted-average valuation assumptions and weighted-average grant date fair value of options granted during the periods shown below:

	Year Ended December 31,		
	2011	2010	2009
Assumptions (weighted average)			
Volatility	85%	84%	75%
Expected term (in years)	4.0	4.3	5.1
Risk-free rate	1.3%	2.0%	2.0%
Expected dividends	0.0%	0.0%	0.0%
Pre-vest forfeiture rate	7.5%	5.0%	5.0%
Grant date fair value of options granted	\$ 6.10	\$ 16.19	\$ 9.62

Options Activity and Positions

The following table summarizes activity and positions with respect to options for the year ended December 31, 2011:

Options	Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term (years)	Aggregate Intrinsic Value
Outstanding as of December 31, 2008	875,000	\$ 31.84	7.2	\$ 63,000
Granted	249,000	15.76		
Exercised	(42,000)	20.64		
Forfeited or expired	(43,000)	24.08		
Outstanding as of December 31, 2009	1,039,000	28.72	7.0	4,823,000
Granted	220,000	25.68		
Exercised	(30,000)	15.92		
Forfeited or expired	(137,000)	38.64		
Outstanding as of December 31, 2010	1,092,000	27.20	5.9	96,309
Granted	121,000	10.00		
Exercised	(5,000)	15.12		
Forfeited or expired	(244,000)	31.60		
Outstanding as of December 31, 2011	<u>964,000</u>	<u>\$ 24.00</u>	<u>5.8</u>	<u>\$ -</u>
Vested and expected to vest as of December 31, 2011	<u>946,000</u>	<u>\$ 24.16</u>	<u>5.7</u>	<u>\$ -</u>
Exercisable as of December 31, 2011	<u>716,000</u>	<u>\$ 26.72</u>	<u>5.0</u>	<u>\$ -</u>

The total intrinsic value of options exercised during the years ended December 31, 2011, 2010, and 2009 were \$12,000, \$185,000, and \$455,000, respectively.

The total grant date fair value of options vested during the years ended December 31, 2011, 2010, and 2009, was \$4.1 million, \$4.1 million, and \$1.6 million, respectively. As of December 31, 2011, our unamortized share-based compensation was \$2.0 million which we plan to amortize over the next 2.1 years.

In March 2011, we issued 85,000 nonvested equity shares of the Company's common stock to executive employees. These shares vest conditionally upon completion of certain service and performance objectives by June 30, 2014. The nonvested equity shares were valued at fair value on the date of grant and the share-based compensation expense will be amortized over the service period.

In April 2010, we issued 11,000 nonvested equity shares of the Company's common stock to executive employees under the 2006 Incentive Plan.

In April 2009, we issued 36,000 nonvested equity shares of the Company's common stock to executive employees under the 2006 Incentive Plan. Included was a grant of 21,000 shares to one executive which vests conditionally upon completion of certain service and performance objectives the later of three years from the date of grant or the first day thereafter that the executive is not in a closed window, and 2,000 shares to the same executive in lieu of a cash salary increase which vested in four equal installments through December 31, 2009. The remaining shares vest over a three year period from the date of grant. The nonvested equity shares were valued at fair value on the date of grant and the share-based compensation expense will be amortized over the service period.

As of December 31, 2011, our unamortized nonvested equity share-based compensation was \$655,000 which we plan to amortize over the next 1.9 years.

13. Receivables from related parties

Our revenue for the year ended December 31, 2011 includes \$409,000 from a sale of PicoP engines to Walsin Lihwa Corporation which integrated the engines into its product sold in China during 2011, compared to revenue of \$39,000 for the year ended December 31, 2010 from the sale of evaluation kits to this customer. Our accounts receivable balance at December 31, 2011 included \$159,000 remaining due from this customer, compared to \$30,000 at December 31, 2010. Based on filings with the SEC as of December 31, 2011, Walsin Lihwa beneficially owns approximately 7.3% of our common stock as determined in accordance with SEC rules, through its wholly owned subsidiary Max Display Enterprises Limited.

14. Commitments and contingencies

Litigation

We are subject to various claims and pending or threatened lawsuits in the normal course of business. We are not currently party to any legal proceedings that management believes are reasonably possible to have a material adverse effect on the Company's financial position, results of operations or cash flows.

Lease commitments

We lease our office space and certain equipment under noncancelable capital and operating leases with initial or remaining terms in excess of one year.

We entered into a 90 month facility lease that commenced in February 2006. The lease includes extension and rent escalation provisions over the 90 month term of the lease. Rent expense will be recognized on a straight-line basis over the lease term.

Future minimum rental commitments under capital and operating leases for years ending December 31 are as follows:

	Capital leases	Operating leases
2012	\$ 62,000	\$ 938,000
2013	62,000	564,000
2014	21,000	-
2015	-	-
2016	-	-
Thereafter	-	-
Total minimum lease payments	<u>145,000</u>	<u>\$ 1,502,000</u>
Less: Amount representing interest	<u>(34,000)</u>	
Present value of capital lease obligations	111,000	
Less: Current portion	<u>(39,000)</u>	
Long-term obligation at December 31, 2011	<u>\$ 72,000</u>	

The capital leases are collateralized by the related assets financed and by security deposits held by the lessors under the lease agreements. The cost and accumulated depreciation of equipment under capital leases was \$987,000 and \$942,000, respectively, at December 31, 2011 and \$1,106,000 and \$1,043,000, respectively, at December 31, 2010.

Net rent expense was \$1,156,000, \$860,000, and \$862,000 for 2011, 2010, and 2009, respectively.

Long-term debt

During 2006, we entered into a loan agreement with the lessor of our corporate headquarters in Redmond to finance \$536,000 in tenant improvements. The loan carries a fixed interest rate of 9% per annum, is repayable over the initial term of the lease, which expires in 2013, and is secured by a letter of credit. The balance of the loan was \$160,000 at December 31, 2011.

Adverse purchase commitments

We have periodically entered into noncancelable purchase contracts in order to ensure the availability of materials to support production of our PicoP based products and bar code scanners. We periodically assess the need to provide for impairment on these purchase contracts and records a loss on purchase commitments when required. During 2011, no losses on purchase commitments were recorded. During 2010, we recorded a loss of \$220,000 to cost of product revenue as a result of commitments to purchase materials for the SHOWWX that were in excess of our estimated future proceeds from sale of the SHOWWX. In December 2009, we recorded a loss of \$55,000 to cost of product revenue as a result of commitments to purchase materials for the ROV scanner that were in excess of its estimated future proceeds from the sale of the ROV scanners.

15. Income taxes

A provision for income taxes has not been recorded for 2011, 2010, and 2009 due to the valuation allowances placed against the net operating losses and deferred tax assets arising during such periods. A valuation allowance has been recorded for all deferred tax assets. Based on our history of losses since inception, the available objective evidence creates sufficient uncertainty regarding the realizability of the deferred tax assets.

At December 31, 2011, we have net operating loss carry-forwards of approximately \$283.2 million, for federal income tax reporting purposes. In addition, we have research and development tax credits of \$5.8 million. The net operating loss carry-forwards and research and development credits available to offset future taxable income, if any, will expire in varying amounts from 2017 to 2031 if not previously utilized. In 2011, \$2.1 million in net operating loss carry-forwards expired. The research and development tax credits and the remaining net operating losses are scheduled to expire between 2017 and 2031. In certain circumstances, as specified in the Internal Revenue Code, a 50% or more ownership change by certain combinations of our stockholders during any three-year period would result in limitations on our ability to utilize our net operating loss carry-forwards. We have determined that such a change occurred during 1996 and the annual utilization of loss carry-forwards generated through the period of that change will be limited to approximately \$1.6 million.

Deferred tax assets are summarized as follows:

	December 31,	
	2011	2010
Deferred tax assets, current		
Reserves	\$ 4,395,000	\$ 4,281,000
Other	806,000	853,000
Total gross deferred tax assets, current	<u>5,201,000</u>	<u>5,134,000</u>
Deferred tax assets, noncurrent		
Net operating loss carryforwards	97,156,000	88,425,000
R&D credit carryforwards	5,754,000	5,428,000
Depreciation/amortization deferred	26,510,000	24,956,000
Other	6,958,000	5,815,000
Total gross deferred tax assets, noncurrent	<u>136,378,000</u>	<u>124,624,000</u>
Deferred tax liabilities, noncurrent		
Convertible debt	-	-
Total gross deferred tax liabilities, noncurrent	<u>-</u>	<u>-</u>
Net deferred taxes before valuation allowance	141,579,000	129,758,000
Less: Valuation allowance	<u>(141,579,000)</u>	<u>(129,758,000)</u>
Deferred tax assets	<u>\$ -</u>	<u>\$ -</u>

The valuation allowance and the research and development credit carry forwards account for substantially all of the difference between our effective income tax rate and the Federal statutory tax rate of 34%.

Certain net operating losses arise from the deductibility for tax purposes of compensation under nonqualified stock options equal to the difference between the fair value of the stock on the date of exercise and the exercise price of the options. For financial reporting purposes, the tax effect of this deduction when recognized is accounted for as a credit to shareholders' equity.

We did not have any unrecognized tax benefits at December 31, 2011 and at December 31, 2010.

We recognize interest accrued and penalties related to unrecognized tax benefits in tax expense. During the years ended December 31, 2011, 2010, and 2009, we recognized no interest or penalties.

We file income tax returns in the U.S. federal jurisdiction and various states. The tax years 2008-2010 generally remain open to examination by major taxing jurisdictions in the United States to which we are subject.

16. Retirement savings plan

We have a retirement savings plan that qualifies under Internal Revenue Code Section 401(k). The plan covers all qualified employees. Contributions to the plan by the Company are made at the discretion of the Board of Directors.

Under the plan, we match 50% of employee contributions to the plan up to 6% of the employee's per pay period compensation. During 2011, 2010, and 2009 we contributed \$242,000, \$349,000, and \$369,000, respectively, to the plan under the matching program.

17. Subsequent event

A 1:8 reverse stock split of MicroVision's common stock became effective on February 17, 2012 and reduced the number of shares of our common stock issued and outstanding from approximately 136.1 million to approximately 17.0 million. We amended our Certificate of Incorporation on February 17, 2012 in order to effect the reverse stock split, and on a post-split basis, reduce the number of authorized shares of our common stock from 200,000,000 to 100,000,000 and maintain 25,000,000 authorized shares of our preferred stock. The effects of the reverse stock split have been reflected in the financial statements and the footnotes.

18. Quarterly financial information (Unaudited)

The following table presents our unaudited quarterly financial information for the years ending December 31, 2011 and 2010:

	Year Ended December 31, 2011			
	December 31,	September 30,	June 30,	March 31,
Revenue	\$ 1,504,000	\$ 1,839,000	\$ 1,155,000	\$ 1,119,000
Gross margin (loss)	(2,922,000)	(881,000)	(2,225,000)	(1,420,000)
Net loss	(9,806,000)	(7,790,000)	(9,175,000)	(9,037,000)
Net loss per share basic and diluted	(0.62)	(0.57)	(0.69)	(0.70)

	Year Ended December 31, 2010			
	December 31,	September 30,	June 30,	March 31,
Revenue	\$ 683,000	\$ 1,301,000	\$ 2,088,000	\$ 668,000
Gross margin (loss)	(6,782,000)	(2,811,000)	(1,270,000)	(619,000)
Net loss	(15,420,000)	(11,850,000)	(11,073,000)	(9,117,000)
Net loss per share basic and diluted	(1.27)	(1.06)	(1.00)	(0.82)

MICROVISION, INC.
VALUATION AND QUALIFYING ACCOUNTS AND RESERVES SCHEDULE
(in thousands)

Description	Balance at beginning of fiscal period	Additions		Deductions	Balance at end of fiscal period
		Charges to costs and expenses	Charges to other accounts		
Year Ended December 31, 2009					
Allowance for receivables from related parties	\$ 1,851	\$ -	\$ -	\$ (1,451)	\$ 400
Tax valuation allowance	99,206	-	14,100	-	113,306
Year Ended December 31, 2010					
Allowance for receivables from related parties	400	-	-	-	400
Tax valuation allowance	113,306	-	16,452	-	129,758
Year Ended December 31, 2011					
Allowance for receivables from related parties	400	-	-	-	400
Tax valuation allowance	129,758	-	11,821	-	141,579

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

There have been no changes in or disagreements with accountants in accounting or financial disclosure matters during the Company's fiscal years ended December 31, 2011 and 2010.

ITEM 9A. CONTROLS AND PROCEDURES

(a) *Evaluation of disclosure controls and procedures.* Our Chief Executive Officer ("CEO") and the Chief Financial Officer ("CFO") evaluated our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities and Exchange Act of 1934, as amended (the "Exchange Act"), prior to the filing of this Form 10-K. Based on that evaluation, our CEO and CFO concluded that, as of December 31, 2011, our disclosure controls and procedures were effective.

(b) *Management's Report on Internal Control Over Financial Reporting.* Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rules 13a-15(f) and 15d-15(f). Our management conducted an evaluation of the effectiveness of our internal control over financial reporting based on the framework in *Internal Control - Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on its evaluation under the framework in *Internal Control - Integrated Framework*, our management concluded that our internal control over financial reporting was effective as of December 31, 2011.

The effectiveness of our internal control over financial reporting as of December 31, 2011 has been audited by PricewaterhouseCoopers LLP, an independent registered public accounting firm, as stated in their attestation report, which is included in Item 8 of this Annual Report on Form 10-K under the heading "Report of Independent Registered Public Accounting Firm."

(c) *Changes in internal controls over financial reporting.* There have not been any changes in our internal control over financial reporting during the quarter ended December 31, 2011 which have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

ITEM 9B. OTHER INFORMATION

None

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE.

Information regarding executive officers is included in Part I of this Annual Report on Form 10-K in Item 4A. The information required by this Item and not provided in Item 4A will appear under the caption "Discussion of Proposals Recommended by the Board" in the Proxy Statement, which section is incorporated in this Item by reference. The Proxy Statement will be filed prior to our 2012 Annual Meeting of Shareholders'.

ITEM 11. EXECUTIVE COMPENSATION.

The information required by this Item will appear under the captions "Executive Compensation," "Compensation Committee Interlocks and Insider Participation" and "Director Compensation for 2011" in the Proxy Statement, which sections are incorporated in this Item by reference.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS.

Information as of December 31, 2011 regarding equity compensation plans approved and not approved by stockholders is summarized in the following table:

Plan Category	Equity Compensation Plan Information		
	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for further issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by shareholders	964,000	\$ 24.00	609,000
Equity compensation plans not approved by shareholders	3,000	27.36	-
Total	967,000	\$ 24.01	609,000

In February 2007, MicroVision issued a warrant to purchase 3,000 shares of common stock to a third party for services. The warrant was immediately exercisable, had an exercise price of \$27.36 per share, and expired in February 2012. The shares and exercise price are as adjusted for the reverse stock split discussed in this annual report.

The other information required by this Item will appear under the caption "Information About MicroVision Common Stock Ownership" in the Proxy Statement, which section is incorporated in this Item by reference.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE.

The information required by this Item will appear under the captions "Certain Relationships and Related Transactions" and "Board Meetings and Committees" in the Proxy Statement, which sections are incorporated in this Item by reference.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES.

The information required by this Item will appear under the caption "Independent Registered Public Accounting Firm" in the Proxy Statement, which section is incorporated in this Item by reference.

PART IV

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

(a) Documents filed as part of the report:

Financial Statements

Report of Independent Registered Public Accounting Firm

Balance Sheets as of December 31, 2011 and 2010

Statements of Operations for the years ended December 31, 2011, 2010, and 2009

Consolidated Statements of Shareholders' Equity for the years ended December 31, 2011, 2010 and 2009

Statements of Comprehensive Loss for the years ended December 31, 2011, 2010, and 2009

Statements of Cash Flows for the years ended December 31, 2011, 2010, and 2009

Notes to Consolidated Financial Statements

Valuation and Qualified Accounts and Reserves for the years ended December 31, 2011, 2010, and 2009

(b) Exhibits

The following exhibits are referenced or included in this report.

- 3.1 Amended and Restated Certificate of Incorporation of MicroVision, Inc., as amended⁽⁹⁾
- 3.2 Certificate of Amendment to the Amended and Restated Certificate of Incorporation of MicroVision, Inc.⁽¹⁴⁾
- 3.3 Bylaws of MicroVision, Inc.⁽²⁾
- 4.1 Form of Specimen Stock Certificate for Common Stock.⁽²⁾
- 4.2 Form of Warrant issued under the Placement Agency Agreement dated as of July 18, 2008 by and between MicroVision, Inc. and FTN Securities Corp., as representative of the several placement agents named therein.⁽⁷⁾
- 4.3 Registration Rights Agreement, dated as of May 4, 2011, by and between MicroVision, Inc. and Azimuth Opportunities Ltd.⁽¹¹⁾
- 4.4 Warrant Agreement dated November 16, 2011 by and between MicroVision, Inc. and American Stock Transfer and Trust Company, LLC.⁽¹³⁾
- 10.1 Assignment of License and Other Rights between The University of Washington and the Washington Technology Center and the H. Group, dated July 25, 1993.⁽¹⁾
- 10.2 Project II Research Agreement between The University of Washington and the Washington Technology Center and MicroVision, Inc., dated October 28, 1993.⁽¹⁾⁺
- 10.3 Exclusive License Agreement between The University of Washington and MicroVision, Inc., dated October 28, 1993.⁽¹⁾⁺
- 10.4 Exclusive License Agreement between the University of Washington and MicroVision, Inc. dated March 3, 1994.⁽⁴⁾
- 10.5 MicroVision, Inc. 2006 Incentive Plan, as amended.^{(6)*}
- 10.6 Independent Director Stock Option Plan, as amended.^{(3)*}
- 10.7 Employment Agreement between MicroVision, Inc. and Alexander Y. Tokman dated April 7, 2009.⁽¹⁰⁾
- 10.8 Lease Agreement between CarrAmerica Realty Operating Partnership, L.P. and MicroVision, Inc., dated July 15, 2005.⁽⁵⁾
- 10.9 Registration Rights Agreement dated June 22, 2009 by and between the Company and Max Display Enterprises Limited⁽⁹⁾
- 10.10 Warrant No. 120 to Purchase Common Stock of MicroVision, Inc. issued June 22, 2009 to Max Display Enterprises Limited⁽⁹⁾
- 10.11 Common Stock Purchase Agreement, dated as of May 4, 2011, by and between MicroVision, Inc. and Azimuth Opportunities Ltd.⁽¹¹⁾

- 10.12 Engagement Letter, dated as of May 4, 2011, by and between MicroVision, Inc. and Reedland Capital Partners.⁽¹¹⁾
- 10.13 Common Stock Purchase Agreement, dated as of September 13, 2011, by and between MicroVision, Inc. and Azimuth Opportunities Ltd.⁽¹²⁾
- 10.14 Engagement Letter, dated as of September 13, 2011, by and between MicroVision, Inc. and Reedland Capital Partners.⁽¹²⁾
- 10.15 Change of Control Severance Plan.
- 23 Consent of Independent Registered Public Accounting Firm.
- 31.1 Principal Executive Officer certification pursuant to Rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.2 Principal Financial Officer certification pursuant to Rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 32.1 Principal Executive Officer certification pursuant to Rule 13a-14(b) or Rule 15d-14(b) and Section 1350, Chapter 63 of Title 18 United States Code (18 U.S.C. 1350), as adopted pursuant to Section 906 of Sarbanes-Oxley Act of 2002.
- 32.2 Principal Financial Officer certification pursuant to Rule 13a-14(b) or Rule 15d-14(b) and Section 1350, Chapter 63 of Title 18 United States Code (18 U.S.C. 1350), as adopted pursuant to Section 906 of Sarbanes-Oxley Act of 2002.
- 101.INS** XBRL Instance Document
- 101.SCH** XBRL Taxonomy Extension Schema
- 101.CAL** XBRL Taxonomy Extension Calculation Linkbase
- 101.DEF** XBRL Taxonomy Extension Definition Linkbase
- 101.LAB** XBRL Taxonomy Extension Label Linkbase
- 101.PRE** XBRL Taxonomy Extension Presentation Linkbase

- (1) Incorporated by reference to the Company's Form SB-2 Registration Statement, Registration No. 333-05276-LA.
- (2) Incorporated by reference to the Company's Post-Effective Amendment to Form S-3 Registration Statement, Registration No. 333-102244.
- (3) Incorporated by reference to the Company's Form 10-Q for the quarterly period ended June 30, 2002.
- (4) Incorporated by reference to the Company's Current Report on Form 8-K filed on March 5, 2003.
- (5) Incorporated by reference to the Company's Form 10-Q for the quarterly period ended June 30, 2005.
- (6) Incorporated by reference to the Company's Form 10-Q for the quarterly period ended September 30, 2008.
- (7) Incorporated by reference to the Company's Current Report on Form 8-K filed on July 18, 2008.
- (8) Incorporated by reference to the Company's Form 10-Q for the quarterly period ended September 30, 2009
- (9) Incorporated by reference to the Company's Form 10-Q for the quarterly period ended June 30, 2009
- (10) Incorporated by reference to the Company's Form 10-Q for the quarterly period ended March 31, 2009
- (11) Incorporated by reference to the Company's Current Report on Form 8-K filed on May 6, 2011.
- (12) Incorporated by reference to the Company's Current Report on Form 8-K filed on September 13, 2011.
- (13) Incorporated by reference to the Company's Current Report on Form 8-K filed on November 15, 2011.
- (14) Incorporated by reference to the Company's Current Report on Form 8-K filed on February 17, 2012.

+ Subject to confidential treatment.

* Management contracts and compensatory plans and arrangements required to be filed as exhibits pursuant to Item 15(b) of this Report.

** Pursuant to Rule 406T of Regulation S-T, these interactive data files are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933 or Section 18 of the Securities Exchange Act of 1934 and otherwise are not subject to liability.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: March 8, 2012

MICROVISION, INC.
By Alexander Tokman
Alexander Tokman
President and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the following capacities on March 8, 2012.

Signature	Title
<u>/s/ Alexander Tokman</u> Alexander Tokman	Chief Executive Officer and Director (Principal Executive Officer)
<u>/s/ Jeff Wilson</u> Jeff Wilson	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)
<u>/s/ Richard A. Cowell</u> Richard A. Cowell	Director
<u>/s/ Slade Gorton</u> Slade Gorton	Director
<u>/s/ Jeanette Horan</u> Jeanette Horan	Director
<u>/s/ Perry Mulligan</u> Perry Mulligan	Director
<u>/s/ Brian Turner</u> Brian Turner	Director

EXHIBIT INDEX

The following documents are filed herewith or have been included as exhibits to previous filings with the Securities and Exchange Commission and are incorporated by reference as indicated below.

- 3.1 Amended and Restated Certificate of Incorporation of MicroVision, Inc., as amended ⁽⁹⁾
- 3.2 Certificate of Amendment to the Amended and Restated Certificate of Incorporation of MicroVision, Inc. ⁽¹⁴⁾
- 3.3 Bylaws of MicroVision, Inc. ⁽²⁾
- 4.1 Form of Specimen Stock Certificate for Common Stock. ⁽²⁾
- 4.2 Form of Warrant issued under the Placement Agency Agreement dated as of July 18, 2008 by and between MicroVision, Inc. and FTN Securities Corp., as representative of the several placement agents named therein. ⁽⁷⁾
- 4.3 Registration Rights Agreement, dated as of May 4, 2011, by and between MicroVision, Inc. and Azimuth Opportunities Ltd. ⁽¹¹⁾
- 4.4 Warrant Agreement dated November 16, 2011 by and between MicroVision, Inc. and American Stock Transfer and Trust Company, LLC. ⁽¹³⁾
- 10.1 Assignment of License and Other Rights between The University of Washington and the Washington Technology Center and the H. Group, dated July 25, 1993. ⁽¹⁾
- 10.2 Project II Research Agreement between The University of Washington and the Washington Technology Center and MicroVision, Inc., dated October 28, 1993. ⁽¹⁾⁺
- 10.3 Exclusive License Agreement between The University of Washington and MicroVision, Inc., dated October 28, 1993. ⁽¹⁾⁺
- 10.4 Exclusive License Agreement between the University of Washington and MicroVision, Inc. dated March 3, 1994. ⁽⁴⁾
- 10.5 MicroVision, Inc. 2006 Incentive Plan, as amended. ^{(6)*}
- 10.6 Independent Director Stock Option Plan, as amended. ^{(3)*}
- 10.7 Employment Agreement between MicroVision, Inc. and Alexander Y. Tokman dated April 7, 2009. ⁽¹⁰⁾
- 10.8 Lease Agreement between CarrAmerica Realty Operating Partnership, L.P. and MicroVision, Inc., dated July 15, 2005. ⁽⁵⁾
- 10.9 Registration Rights Agreement dated June 22, 2009 by and between the Company and Max Display Enterprises Limited. ⁽⁹⁾
- 10.10 Warrant No. 120 to Purchase Common Stock of MicroVision, Inc. issued June 22, 2009 to Max Display Enterprises Limited. ⁽⁹⁾
- 10.11 Common Stock Purchase Agreement, dated as of May 4, 2011, by and between MicroVision, Inc. and Azimuth Opportunities Ltd. ⁽¹¹⁾
- 10.12 Engagement Letter, dated as of May 4, 2011, by and between MicroVision, Inc. and Reedland Capital Partners. ⁽¹¹⁾
- 10.13 Common Stock Purchase Agreement, dated as of September 13, 2011, by and between MicroVision, Inc. and Azimuth Opportunities Ltd. ⁽¹²⁾
- 10.14 Engagement Letter, dated as of September 13, 2011, by and between MicroVision, Inc. and Reedland Capital Partners. ⁽¹²⁾
- 10.15 [Change of Control Severance Plan.](#)
- 23 [Consent of Independent Registered Public Accounting Firm.](#)
- 31.1 [Principal Executive Officer certification pursuant to Rule 13a-14\(a\)/15d-14\(a\) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.](#)
- 31.2 [Principal Financial Officer certification pursuant to Rule 13a-14\(a\)/15d-14\(a\) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.](#)
- 32.1 [Principal Executive Officer certification pursuant to Rule 13a-14\(b\) or Rule 15d-14\(b\) and Section 1350, Chapter 63 of Title 18 United States Code \(18 U.S.C. 1350\), as adopted pursuant to Section 906 of Sarbanes-Oxley Act of 2002.](#)
- 32.2 [Principal Financial Officer certification pursuant to Rule 13a-14\(b\) or Rule 15d-14\(b\) and Section 1350, Chapter 63 of Title 18 United States Code \(18 U.S.C. 1350\), as adopted pursuant to Section 906 of Sarbanes-Oxley Act of 2002.](#)

101.INS** XBRL Instance Document
101.SCH** XBRL Taxonomy Extension Schema
101.CAL** XBRL Taxonomy Extension Calculation Linkbase
101.DEF** XBRL Taxonomy Extension Definition Linkbase
101.LAB** XBRL Taxonomy Extension Label Linkbase
101.PRE** XBRL Taxonomy Extension Presentation Linkbase

- (1) Incorporated by reference to the Company's Form SB-2 Registration Statement, Registration No. 333-05276-LA.
- (2) Incorporated by reference to the Company's Post-Effective Amendment to Form S-3 Registration Statement, Registration No. 333-102244.
- (3) Incorporated by reference to the Company's Form 10-Q for the quarterly period ended June 30, 2002.
- (4) Incorporated by reference to the Company's Current Report on Form 8-K filed on March 5, 2003.
- (5) Incorporated by reference to the Company's Form 10-Q for the quarterly period ended June 30, 2005.
- (6) Incorporated by reference to the Company's Form 10-Q for the quarterly period ended September 30, 2008.
- (7) Incorporated by reference to the Company's Current Report on Form 8-K filed on July 18, 2008.
- (8) Incorporated by reference to the Company's Form 10-Q for the quarterly period ended September 30, 2009
- (9) Incorporated by reference to the Company's Form 10-Q for the quarterly period ended June 30, 2009
- (10) Incorporated by reference to the Company's Form 10-Q for the quarterly period ended March 31, 2009
- (11) Incorporated by reference to the Company's Current Report on Form 8-K filed on May 6, 2011.
- (12) Incorporated by reference to the Company's Current Report on Form 8-K filed on September 13, 2011.
- (13) Incorporated by reference to the Company's Current Report on Form 8-K filed on November 15, 2011.
- (14) Incorporated by reference to the Company's Current Report on Form 8-K filed on February 17, 2012.

+ Subject to confidential treatment.

* Management contracts and compensatory plans and arrangements required to be filed as exhibits pursuant to Item 15(b) of this Report.

** Pursuant to Rule 406T of Regulation S-T, these interactive data files are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933 or Section 18 of the Securities Exchange Act of 1934 and otherwise are not subject to liability.

Exhibit 10.15

MICROVISION, INC.

CHANGE OF CONTROL SEVERANCE PLAN

The Compensation Committee (the "Committee") of the Board of Directors of Microvision, Inc. (the "Board") recognizes that the possibility of a Change of Control of the Company, and the uncertainty it creates, may result in the loss or distraction of key employees of the Company to the detriment of the Company and its shareholders.

The Board and the Committee consider the avoidance of such loss and distraction to be essential to protecting and enhancing the best interests of the Company and its stockholders. The Board and the Committee also believe that, when a Change of Control is perceived as imminent or is occurring, the Board should be able to receive and rely on disinterested service from key employees regarding the best interests of the Company and its shareholders without concern that employees might be distracted or concerned by the personal uncertainties and risks created by the perception of an imminent or occurring Change of Control.

In addition, the Board and the Committee believe that it is consistent with the Company's employment practices and policies and in the best interests of the Company and its shareholders to treat fairly certain key employees whose employment terminates in connection with or following a Change of Control.

Accordingly, the Committee has determined that appropriate steps should be taken to assure the Company of the continued employment and attention and dedication to duty of certain key employees and to seek to ensure the availability of their continued service, notwithstanding the possibility or occurrence of a Change of Control.

1. Establishment of Plan. As of the Effective Date, the Company hereby establishes the Microvision, Inc. Change of Control Severance Plan (as amended from time to time, the "Plan"), as set forth in this document.
2. Definitions. Unless the context requires otherwise, words and phrases not otherwise defined herein shall have the following respective meanings:

Affiliate. "Affiliate" means any parent and subsidiaries of the Company and any entities directly or indirectly controlling, controlled by or under common control with the Company, where control may be by either management authority or equity interest.

Base Salary. "Base Salary" means the annual base rate of compensation payable to a Participant by the Company.

Board. "Board" means the Board of Directors of the Company.

Cause. The following, as determined by the Board in its reasonable judgment, shall constitute "Cause" for termination: (i) a Participant's repeated willful failure to perform, or gross negligence in the performance of, his or her duties and responsibilities to the Company or any of its Affiliates; (ii) fraud, embezzlement or other dishonesty with respect to the Company or any of its Affiliates; (iii) breach of any agreement entered into between the Participant and the Company and one of its Affiliates relating to confidential information, the assignment of rights to intellectual property, non-solicitation, non-competition and participation in certain other outside activities or (iv) commission of a felony.

Change of Control. "Change of Control" means the occurrence of any of the following events after the Effective Date:

- i. The acquisition by any Person or group of the ultimate beneficial ownership (within the meaning of Rule 13d-3 promulgated under the Securities Exchange Act of 1934, as amended (the "Exchange Act")) of more than 50% of the then outstanding securities of the Company entitled to vote generally in the election of directors; excluding, however, the following: (A) any acquisition directly from the Company (other than any acquisition by virtue of the exercise of an exercise, conversion or exchange privilege unless the security being so exercised, converted or exchanged was itself acquired directly from the Company); (B) any acquisition by the Company; (C) any acquisition by an employee benefit plan (or related trust) sponsored or maintained by the Company or by any corporation controlled by the Company; (D) any acquisition by the Participant, by all Participant-Related Party (as defined herein) or by a group of which the Participant is a member; or (E) any acquisition by any corporation pursuant to a transaction which complies with clauses (A), (B) and (C); or
- ii. Individuals who, as of the date hereof, constitute the Board (the "Incumbent Board") cease for any reason to constitute at least a majority of the Board; provided, however, that any individual becoming a director subsequent to the date hereof whose election, or nomination for election, by the Company's shareholders, was approved by a vote of at least a majority of the directors then comprising the Incumbent Board shall be considered as though such individual were a member of the Incumbent Board, but excluding, for this purpose, any such individual whose initial assumption of office occurs as a result of an actual or threatened election contest with respect to the election or removal of directors or other actual or threatened solicitation of proxies or consents by or on behalf of a Person other than the Board; or
- iii. A Corporate Transaction, unless (A) securities representing more than 50% of the then outstanding securities entitled to vote generally in the election of directors of the Company or the corporation resulting from or surviving such Corporate Transaction (or the ultimate parent of the Company or such corporation after such Corporate Transaction) are beneficially owned subsequent to such Corporate Transaction by the Person or Persons who were the beneficial owners of the outstanding securities of the Company entitled to vote generally in the election of directors immediately prior to such Corporate Transaction, in substantially the same proportions as their ownership

immediately prior to such Corporate Transaction, (B) no Person (excluding any corporation resulting from such Corporate Transaction or any employee benefit plan (or related trust) of the Company of such corporation resulting from such Corporate Transaction) ultimately beneficially owns, directly or indirectly, more than 50% of the then outstanding securities entitled to vote generally in the election of directors of the Company or the corporation resulting from or surviving such Corporate Transaction (or the ultimate parent of the Company or such corporation after such Corporate Transaction) except to the extent that such ownership existed prior to the Corporate Transaction; and (C) at least a majority of the members of the board of directors of the corporation resulting from such Corporate Transaction were members of the Incumbent Board at the time of the execution of the initial agreement, or of the action of the Board, providing for such Corporate Transaction; or

iv. The sale, transfer or other disposition of all or substantially all of the assets of the Company; or

v. Approval by the shareholders of the Company of a complete liquidation or dissolution of the Company.

Notwithstanding the foregoing, if a Change of Control occurs, no subsequent event or condition shall constitute a Change of Control hereunder.

For purposes of this definition of "Change of Control," securities entitled to vote generally in the election of directors that are issuable upon the exercise of an exercise, conversion or exchange right shall be deemed to be outstanding. In addition, for purposes of this definition of Change of Control, the following terms have the meanings set forth below:

A "Corporate Transaction" means a reorganization, recapitalization, merger or consolidation of the Company.

A Person shall be deemed to be the "owner" of any securities of which such Person would be the "beneficial owner," as such term is defined in Rule 13d-3 promulgated by the Securities and Exchange Commission under the Exchange Act.

"Person" has the meaning used in Rule 13d of the Exchange Act, except that "Person" does not include (i) the Participant, a Participant-Related Party, or any group of which the Participant or Participant-Related Party is a member, or (ii) the Company or a wholly-owned subsidiary of the Company or an employee benefit plan (or related trust) of the Company or of a wholly-owned subsidiary.

A "Participant-Related Party" means any affiliate or associate of the Participant other than the Company or a subsidiary of the Company. The terms "affiliate" and "associate" have the meanings given in Rule 12b-2 under the Exchange Act; the term "registrant" in the definition of "associate" means, in this case, the Company.

Code. "Code" means the Internal Revenue Code of 1986, as amended.

Committee. "Committee" means the Compensation Committee of the Board, or such other Committee as may be appointed and constituted from time to time under Section 4 of the Plan.

Company. "Company" means Microvision, Inc. and any successor thereto and, if applicable, the ultimate parent of any such successor.

Date of Termination. "Date of Termination" means the date of receipt of a notice of termination from the Company or the Participant as applicable or any later date specified in the notice of termination, which date shall not be more than 30 days after the giving of such notice. The Company and the Participant shall take all steps necessary (including with regard to any post-termination services by the Participant) to ensure that any termination under the Plan constitutes a "separation from service" within the meaning of Section 409A of the Code, and notwithstanding anything contained herein to the contrary, the date on which such separation from service takes place shall be the "Date of Termination."

Designated Participant. The "Designated Participants" are (i) the Company's Chief Financial Officer, (ii) the Company's General Counsel and (iii) such other executives (including, without limitation, an executive who is already a Participant) as may be expressly designated by the Committee in writing as "Designated Participants" hereunder. None of the foregoing individuals nor any other Participant hereafter designated as a Designated Participant hereunder shall thereafter be designated by the Committee as not being a Designated Participant without his or her prior written consent.

Effective Date. "Effective Date" means November 28, 2011.

Employee Release. "Employee Release" means a general release in the form attached hereto as Exhibit A, with such changes thereto that are not materially adverse to the Participant as may be acceptable to the Committee in its sole discretion.

Final Payment. "Final Payment" means the sum of the value of (i) any earned and unpaid Base Salary, payable on the Company's next regular pay day following the Date of Termination, (ii) any vacation time earned but not used through the Date of Termination, (iii) any bonus compensation earned for the year preceding that in which the termination occurs and unpaid on the Date of Termination and (iv) any reimbursable business expenses incurred by the Participant but not yet reimbursed on the Date of Termination, provided that such expenses and required substantiation and documentation are submitted within 60 days of termination, with reimbursement being made promptly after receipt of documentation, but in any event no later than December 31 of the calendar year following the calendar year in which the expenses were incurred.

Good Reason. "Good Reason" means, without the Participant's prior written consent, (i) failure of the Company to continue the Participant in his current position; (ii) substantial diminution in the nature and scope of the Participant's responsibilities, duties, authority, and upwards reporting requirements of the Participant; provided, however, that the Company's failure to continue the Participant's appointment or election as a director or officer of one of the

Company's Affiliates and any diminution of the business at the Company or any of its Affiliates shall not constitute Good Reason; (iii) material failure of the Company to provide the Participant with Base Salary, or in the case of a Designated Participant bonus opportunity (at target, expressed as a percentage of Base Salary), as in effect prior to the Change of Control; or (iv) relocation of the Participant's office more than 35 miles from the then-current location of the Company's principal offices without his consent.

Option. "Option" means an option to acquire common stock of the Company.

Option Agreement. "Option Agreement" means an agreement between the Company and a Participant evidencing the award of Options.

Participant. "Participant" means (i) the Company's Chief Financial Officer, (ii) the Company's General Counsel, (iii) the Company's Vice President, Engineering, (iv) the Company's Vice President, Sales & Marketing and (v) such other executives as may be expressly identified by the Committee in writing as "Participants" hereunder. None of the foregoing individuals nor any other individual hereafter designated as a Participant hereunder shall thereafter be designated by the Committee as not being a Participant without his or her prior written consent.

Qualified Termination. A "Qualified Termination" means (i) in the case of a Participant other than a Designated Participant, any termination of the Participant's employment, on or during the 18-month period following a Change of Control, by the Company other than for Cause or by the Participant for Good Reason; and (ii) in the case of a Designated Participant, any termination of the Designated Participant's employment on, or during the two-year period following, a Change of Control, for any reason (and regardless of the party terminating the employment) other than by the Company for Cause.

Notwithstanding any other provision of the Plan, the Participant shall not be deemed to have terminated his or her employment for Good Reason hereunder unless (i) the Participant gives notice to the Company within 90 days of the initial occurrence of the event or condition constituting Good Reason, setting forth in reasonable detail the nature of such Good Reason; (ii) the Company fails to cure within 30 days following such notice; and (iii) the Participant terminates his employment within 30 days following the end of the 30-day cure period (if the Company fails to cure). In addition, for the avoidance of doubt, in no event shall a Participant whose employment is terminated prior to, or more than two years following, a Change of Control, have experienced a Qualified Termination.

Notwithstanding the foregoing, no termination which is not a "separation from service" for the purposes of Section 409A of the Code shall constitute a Qualified Termination for the purposes of the Plan.

Target Bonus. The greater of (i) the target bonus amount applicable to a Participant in the year directly preceding the year in which a Change of Control occurs or (ii) the target bonus amount applicable in the year in which a termination of a Participant's employment occurs.

3. Benefits.

- a. Benefits. In the event that a Participant has a Qualified Termination, the Company, in addition to providing the Participant the Final Payment, (i) shall pay the Participant an amount equal to one year of Base Salary at the rate in effect at the Date of Termination or, if higher, on the date of the Change of Control plus a payment equal to the Target Bonus for which the Participant is eligible, which amount shall be payable within 10 business days following the later of the effective date of the Employee Release or the date it is received by the Company; provided that, if the timing associated with the execution, revocation and effectiveness of the release described in the Employee Release and in Section 3(b) would otherwise allow the payment described in the foregoing clause to be made in either of two taxable years, such payment shall not be made prior to the first day of the second taxable year, and (ii) shall pay the full cost of the Participant's continued participation in the Company's group health and dental plans for one year or, if less, for so long as the Participant remains entitled to continue such participation under applicable law. In addition, 100% of those Options which are not exercisable, and which have not been exercised and have not expired or been surrendered or cancelled, shall become initially exercisable upon such termination and shall otherwise be and remain exercisable in accordance with the terms of the Options subject to the Option Agreement, and 100% of any other equity-based compensation awards granted to the Participant, including, but not limited to, restricted stock and restricted stock units, shall become vested and become free of restrictions. In the event that, after the Effective Date, the Participant enters into an agreement relating to compensation that would be covered by this Section 3(a) if such agreement were entered into before the Effective Date, then, subject to the other terms of the Plan, this Section 3(a) shall apply in accordance with its terms with respect to such compensation, unless the subsequent agreement expressly provides otherwise with a specific reference to the Plan.
- b. Release. The obligations of the Company hereunder, other than for the Final Payment, if any, are subject to the Participant signing and delivering to the Company, not later than the earlier of (i) 60 days after termination of employment or (ii) the deadline for consideration and execution thereof specified in the Employee Release, together with the end of any applicable revocation period, the Employee Release. No payment will be made prior to the effective date of the Employee Release and if at the relevant time the Participant is a Specified Employee, so much of the amounts payable hereunder as constitutes nonqualified deferred compensation subject to Section 409A of the Code and that would be payable during the six-month period following the Participant's termination shall instead be accumulated and paid in a single sum upon the day after the conclusion of such six-month period.
- c. WARN Act. Notwithstanding any other provision of the Plan to the contrary, to the extent permitted by the Worker Adjustment and Retraining Notification Act ("WARN"), any benefit payable hereunder to a Participant as a consequence of the Participant's Qualified Termination shall be reduced by any amounts required to be paid under Section 2104 of WARN to such Participant in connection with such Qualified Termination.
4. Administration. The Plan shall be administered by the Committee or by such other committee as may be appointed to administer to coordinate the Plan. If there is no Committee, the Board shall have the rights and responsibilities specified hereunder. Prior to (but not on or after) a Change of Control, (i) the Committee shall have the right to interpret the Plan, with all of

its interpretations to be accorded the maximum deference provided by law, and (ii) the Committee's determinations shall be final and binding on all parties. If and to the extent applicable, no member of the Committee may act as to matters under the Plan specifically relating to such member. The Committee shall have the full authority to employ and rely on such legal counsel, actuaries and accountants (which may also be those of the Employer), and other agents, designees and delegates, as it may deem advisable to assist in the administration of the Plan.

5. Full Settlement. The Company's obligation to make the payments provided for in the Plan and otherwise to perform its obligations hereunder shall be absolute and unconditional and shall not be affected by any set-off, counterclaim, recoupment, defense or other claim, right or action which the Company may have against a Participant or others. In no event shall a Participant be obligated to seek other employment or take any other action by way of mitigation of the amounts payable to such Participant under any of the provisions of the Plan and no amounts received from other employment shall serve to mitigate the payments hereunder.
6. Controlling Law. The Plan shall be construed and enforced under, and be governed in all respects by, the laws of the State of Washington, without regard to the conflict of laws principles thereof; provided, however, that in the event the Company relocates its principal place of business and the Participant's principal place of work to another state, the laws of that state shall apply without regard to the conflict of laws principles thereof.
7. Amendments; Termination. The Company reserves the right to amend, modify, suspend or terminate the Plan at any time by action of a majority of the Board; provided that the Plan (including, without limitation, this Section 7) as applied to any particular Participant may not be amended or terminated during the two-year period following the Effective Date in any manner materially adverse to the interests of such Participant without the express written consent of such Participant, and may not be amended or terminated at any time on or after the occurrence of a Change of Control in any manner adverse to the interests of such Participant.
8. Assignment. The Company shall require any corporation, entity, individual or other person who is the successor (whether direct or indirect by purchase, merger, consolidation, reorganization or otherwise) to all or substantially all the business or assets of the Company to expressly assume and agree to perform, by operation of law, a written agreement in form and in substance satisfactory to the Company, or otherwise, all of the obligations of the Company under the Plan. It is a condition of the Plan, and all rights of each person eligible to receive benefits under the Plan shall be subject hereto, that no right or interest of any such person in the Plan shall be assignable or transferable in whole or in part, except by operation of law, including, but not by way of limitation, lawful execution, levy, garnishment, attachment, pledge, bankruptcy, alimony, child support or qualified domestic relations order.
9. Arbitration.
 - a. Any dispute, controversy or claim between the parties arising out of the Plan shall be settled by arbitration conducted in Seattle, Washington in accordance with the rules and procedures of JAMS for the resolution of employment disputes (the "Rules") and the laws of the State of Washington.

- b. In the event that a party requests arbitration (the "Requesting Party"), it shall serve upon the other party (the "Non-Requesting Party") within 90 days of the date the Requesting Party knew, or reasonably should have known, of the facts on which the controversy, dispute or claim is based, a written demand for arbitration stating the substance of the controversy, dispute or claim and the contention of the Requesting Party. An arbitrator shall be selected in accordance with the Rules, with the Requesting Party initiating that process within 30 days of the date it serves demand for arbitration on the Non-Requesting Party (or such longer period to which the parties shall agree in writing).
 - c. The function of the arbitrator shall be to determine the interpretation and application of the specific provisions of this Plan to the issues submitted to arbitration. There shall be no right in arbitration to obtain, and no arbitrator shall have any authority to award or determine, any change in, addition to, or deduction from, any of the provisions of this Plan. The decision of the arbitrator shall be in writing, shall set forth the basis for the decision and shall be rendered within 30 business days following the hearing. The decision of the arbitrator acting within the scope of his authority shall be final and binding upon the parties and may be enforced and executed upon in any court having jurisdiction over the party against whom enforcement of such decision is sought.
 - d. The parties involved in the dispute shall divide equally the administrative charges, arbitrator's fees and related expenses of the arbitration; but each party shall pay its own legal fees and expenses incurred in connection with such arbitration.
10. Withholding. The Company shall be entitled to withhold from any payments or deemed payments any amount of tax withholding required by law.
11. Gender and Plurals. Wherever used in the Plan, words in the masculine gender shall include masculine or feminine gender, and, unless the context otherwise requires, words in the singular shall include the plural, and words in the plural shall include the singular.
12. Plan Controls. In the event of any inconsistency between the Plan and any other communication regarding the Plan, the Plan controls.
13. Benefits Claims and Appeals. A Participant shall have 60 days following receipt of any adverse benefit determination within which to appeal the determination in writing with the Committee, and that the Committee must respond in writing within 60 days of receiving the appeal, specifically identifying those Plan provisions on which the benefit denial was based and indicating what, if any, information the Participant must supply in order to perfect a claim for benefits. Notwithstanding the foregoing, the claims and appeals procedure established by the Committee will be provided for the use and benefit of Participants who may choose to avail themselves of such procedures, but compliance with the provisions of these claims and appeals procedures by the Participant will not be mandatory for any Participant whose claim or appeal is filed after a Change of Control.

14. Grantor Trust. The Committee may establish a trust with a bank trustee, for the purpose of paying benefits under the Plan. If so established, the trust shall be a grantor trust subject to the claims of the Company's creditors and shall, immediately prior to a Change of Control, be funded in cash or common stock of the Company or such other assets as the Committee deems appropriate with an amount equal to 100% of the aggregate benefits payable under the Plan assuming that all Participants in the Plan incurred a termination of employment entitling them to the benefits described in Section 3 immediately following the Change of Control, or such lesser amount as the Committee shall determine prior to the Change of Control; provided, however, that the trust shall not be funded if the funding thereof would result in taxable income to the Participant by reason of Section 409A(b) of the Code; and provided, further, that in no event shall any trust assets at any time be located or transferred outside of the United States, within the meaning of Section 409A(b) of the Code. Notwithstanding the establishment of any such trust, a Participant's rights hereunder will be solely those of a general unsecured creditor.
15. Employment Status. The Plan does not constitute a contract of employment or impose on the Participant or the Company any obligation to retain the Participant as an employee, to change the status of the Participant's employment, or to change the Company's policies or those of its Affiliates regarding termination of employment.

EXHIBIT A

RELEASE OF CLAIMS

FOR AND IN CONSIDERATION OF the benefits to be provided me in connection with the termination of my employment, as set forth in The Microvision, Inc. Change of Control Severance Plan, dated as of [] (the "Plan"), which are conditioned on my signing this Release of Claims and to which I am not otherwise entitled, and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, I, on my own behalf and on behalf of my heirs, executives, administrators, beneficiaries, representatives and assigns, and all others connected with me, hereby release and forever discharge MICROVISION, INC. (the "Company"), its subsidiaries and other affiliates and all of their respective past, present and future officers, directors, trustees, shareholders, employees, agents, general and limited partners, members, managers, joint venturers, representatives, successors and assigns, and all others connected with any of them, both individually and in their official capacities, from any and all causes of action, rights and claims of any type or description, known or unknown, which I have had in the past, now have, or might now have, through the date of my signing of this Release of Claims, in any way resulting from, arising out of or connected with my employment by the Company or any of its subsidiaries or other affiliates or the termination of that employment or pursuant to any federal, state or local law, regulation or other requirement (including without limitation Washington Law Against Discrimination (RCW 49.60), the Washington Prohibited Employment Practices Law (RCW 49.44), the Washington Minimum Wage Act (RCW 49.46), Washington's Little Norris-LaGuardia Act (RCW 49.32), the Civil Rights Act of 1964 (including Title VII of that Act), the Equal Pay Act of 1963, the Age Discrimination in Employment Act of 1967 (ADEA), the Americans with Disabilities Act of 1990 (ADA), the Fair Labor Standards Act of 1938 (FLSA), the Family and Medical Leave Act of 1993 (FMLA), the Worker Adjustment and Retraining Notification Act (WARN), the Employee Retirement Income Security Act of 1974 (ERISA), the National Labor Relations Act (NLRA), and the fair employment practices laws of the state or states in which I have been employed by the Company or any of the subsidiaries or other affiliates, each as amended from time to time).

Excluded from the scope of this Release of Claims is (i) the Final Payment (as defined in the Agreement) owed to the Participant pursuant to the Plan, (ii) any claim arising under the terms of the Plan after the effective date of this Release of Claims, (iii) any right of indemnification or contribution that I have pursuant to the Articles of Incorporation or By-Laws of the Company or any of its subsidiaries or other affiliates and (iv) any non-forfeitable rights to accrued benefits, if any, arising under any applicable employee benefit plans.

I agree that I have no right to obtain or receive any monetary damages or other relief of any kind as a result of any action or proceeding by me or by anyone else on my behalf regarding any claims covered by the above general release and, to the extent permitted by law, I agree that I will not seek or accept any monetary damages or other relief of any kind in any such action or proceeding. In addition, without limiting the scope of the foregoing, I expressly (i) agree not to be a class representative or be part of a class regarding any action under ERISA, or otherwise to bring an action under ERISA on behalf of a plan or trust for relief for such plan or trust under

ERISA, and (ii) to the extent permitted by law, agree not to retain the benefits of any decision, judgment or settlement in any such action.

In signing this Release of Claims, I acknowledge my understanding that I may not sign it prior to the termination of my employment, but that I may consider the terms of this Release of Claims for up to 21 days (or such longer period as the Company may specify) from the later of the date my employment with the Company terminates or the date I receive this Release of Claims. I also acknowledge that I am advised by the Company and its subsidiaries and other affiliates to seek the advice of an attorney prior to signing this Release of Claims; that I have had sufficient time to consider this Release of Claims and to consult with an attorney, if I wished to do so, or to consult with any other person of my choosing before signing; and that I am signing this Release of Claims voluntarily and with a full understanding of its terms.

I further acknowledge that, in signing this Release of Claims, I have not relied on any promises or representations, express or implied, that are not set forth expressly in the Plan. I understand that I may revoke this Release of Claims at any time within seven days of the date of my signing by written notice to the [Director, Human Resources] of the Company and that this Release of Claims will take effect only upon the expiration of such seven-day revocation period and only if I have not timely revoked it.

Intending to be legally bound, I have signed this Release of Claims under seal as of the date written below.

Signature: _____

Name (please print): _____

Date Signed: _____

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in the Registration Statements on Form S-8 (No. 333-173114, No. 333-163929, No. 333-19011, No. 333-71373, No. 333-42276, No. 333-45534, No. 333-73652, No. 333-89176 and No. 333-141458) and on Form S-3 (No. 175419 and No. 333-160577) of MicroVision, Inc. of our report dated March 8, 2012 relating to the financial statements, financial statement schedule, and the effectiveness of internal control over financial reporting, which appears in this Form 10-K.

/s/ PricewaterhouseCoopers LLP

Seattle, Washington
March 8, 2012

Exhibit 31.1

**CERTIFICATION PURSUANT TO
RULE 13a-14(a) OF THE SECURITIES EXCHANGE ACT OF 1934,
AS ADOPTED PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Alexander Y. Tokman, certify that:

1. I have reviewed this annual report on Form 10-K for the year ended December 31, 2011 of MicroVision, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-5(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principals;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 7, 2012

/s/ ALEXANDER Y. TOKMAN

Alexander Y. Tokman
Chief Executive Officer

Exhibit 31.2

**CERTIFICATION PURSUANT TO
RULE 13a-14(a) OF THE SECURITIES EXCHANGE ACT OF 1934,
AS ADOPTED PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Jeff T. Wilson, certify that:

1. I have reviewed this annual report on Form 10-K for the year ended December 31, 2011 of MicroVision, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-5(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principals;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 7, 2012

/s/ JEFF T. WILSON

Jeff T. Wilson
Chief Financial Officer

Exhibit 32.1

**CERTIFICATION PURSUANT TO
SECTION 1350, CHAPTER 63 OF TITLE 18, UNITED STATES CODE,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

Pursuant to Section 1350, Chapter 63 of Title 18, United States Code, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned, as Chief Executive Officer of MicroVision, Inc. (the "Company"), does hereby certify that to the undersigned's knowledge:

- 1) the Company's Form 10-K for the year ended December 31, 2011 fully complies with the requirements and of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- 2) the information contained in the Company's Form 10-K for the year ended December 31, 2011 fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ ALEXANDER Y. TOKMAN

Alexander Y. Tokman
Chief Executive Officer

Date: March 7, 2012

Exhibit 32.2

**CERTIFICATION PURSUANT TO
SECTION 1350, CHAPTER 63 OF TITLE 18, UNITED STATES CODE,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

Pursuant to Section 1350, Chapter 63 of Title 18, United States Code, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned, as Chief Financial Officer of MicroVision, Inc. (the "Company"), does hereby certify that to the undersigned's knowledge:

- 1) the Company's Form 10-K for the year ended December 31, 2011 fully complies with the requirements and of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- 2) the information contained in the Company's Form 10-K for the year ended December 31, 2011 fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ JEFF T. WILSON

Jeff T. Wilson.
Chief Financial Officer

Date: March 7, 2012
