
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **December 17, 2013**

MICROVISION, INC.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction of
Incorporation)

001-34170
(Commission File Number)

91-1600822
(IRS Employer Identification
No.)

6244 185th Avenue NE, Suite 100
Redmond, Washington 98052
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **(425) 936-6847**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 3.01. Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On December 17, 2013, MicroVision, Inc. (the "Company") received a notification letter from The Nasdaq Stock Market ("Nasdaq") advising the Company that the Company failed to comply with the minimum \$50,000,000 market value of listed securities ("MVLS") requirement for continued listing on The Nasdaq Global Market pursuant to Nasdaq Listing Rule 5450(b)(2)(A).

Nasdaq stated in its letter that in accordance with Nasdaq Listing Rule 5810(c)(3)(C), the Company has been provided a compliance period of 180 calendar days, or until June 16, 2014, to regain compliance with the MVLS continued listing requirement. MVLS is calculated by multiplying the total shares outstanding by the daily closing bid price. The Nasdaq letter also states that if, at any time before June 16, 2014, the MVLS of the Company's common stock closes at \$50,000,000 or more for a minimum of 10 consecutive business days, the NASDAQ staff will provide the Company with written notification that the Company has achieved compliance with the MVLS continued listing requirement and the matter will be closed. The Company could also regain compliance with Nasdaq's continued listing requirements by reporting stockholders' equity of \$10 million or more.

The notification from Nasdaq does not impact the listing of the Company's common stock at this time.

The letter from Nasdaq stated that in the event that the Company does not regain compliance by June 16, 2014, Nasdaq will provide the Company with written notice that its securities are subject to delisting. If the Company is unable to regain compliance with the listing requirement prior to June 16, 2014, the Company could apply to transfer its common stock to The Nasdaq Capital Market, provided that it satisfies the requirement for continued listing on that market, or could appeal the decision to a Nasdaq Listing Qualifications Panel. In the event of an appeal, the Company's securities would remain listed on The Nasdaq Global Market pending a decision by the panel following the hearing.

On December 20, 2013, the Company issued a press release, attached to this Current Report on Form 8-K as Exhibit 99.1, reporting that it had received the Notice from NASDAQ.

Item 9.01 Financial Statements and Exhibits.

(d) *Exhibits.*

99.1 MicroVision, Inc. Press Release, dated December 20, 2013.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MICROVISION, INC.

By: _____ /s/ David J. Westgor

David J. Westgor
Vice President, General Counsel & Secretary

Date: December 20, 2013

EXHIBIT INDEX

Exhibit Number

Description

99.1

MicroVision, Inc. Press Release, dated December 20, 2013.

MicroVision Receives Nasdaq Global Market Listing Deficiency Notice

REDMOND, Wash.--(BUSINESS WIRE)--December 20, 2013--MicroVision, Inc. (NASDAQ:MVIS) announced today that it received a notice on December 17, 2013 from The Nasdaq Stock Market advising the company that for 30 consecutive business days preceding the date of the notice the company was not in compliance with the \$50,000,000 minimum market value of listed securities required for continued listing on The Nasdaq Global Market pursuant to Nasdaq's listing requirements. In accordance with Nasdaq's listing rules, the company has 180 calendar days, or until June 16, 2014, to regain compliance with this requirement. This notification is simply a notice of deficiency, not of imminent delisting, and has no current effect on the listing or trading of MicroVision's common stock on The Nasdaq Global Market.

During the 180-day compliance period, MicroVision can regain compliance if the market value of its listed securities closes at \$50,000,000 or more for a minimum of 10 consecutive business days. The company could also regain compliance with Nasdaq's continued listing requirements by reporting stockholders' equity of \$10 million or more. If the company does not regain compliance by June 16, 2014, Nasdaq will notify the company that its securities are subject to delisting.

The company's key objectives are to secure customer commitments under the company's Image by PicoP® licensing business model, to strengthen its supply chain to enable customers to bring products to market and to aggressively manage cash used in operations. The company believes the best way to regain compliance is to successfully execute on its strategy.

About MicroVision

MicroVision is the creator of PicoP® display technology, an ultra-miniature laser projection solution for mobile consumer electronics, automotive head-up displays and other applications. MicroVision's patented display technology helps OEMs break down display boundaries and offer enhanced visibility to mobile experiences. Nearly two decades of research has led MicroVision to become an independently recognized leader in the development of intellectual property. MicroVision's IP portfolio has been recognized by the Patent Board as a top 50 IP portfolio among global industrial companies and is also included in the Ocean Tomo 300 Patent Index. The company is based in Redmond, Wash.

For more information, visit the company's website at www.microvision.com, on Facebook at www.facebook.com/MicroVisionInc or follow MicroVision on Twitter at [@MicroVision](https://twitter.com/MicroVision).

MicroVision and PicoP are trademarks of MicroVision Inc. in the United States and other countries. All other trademarks are the properties of their respective owners.

Forward-looking Statements

Certain statements contained in this release, including those relating to MicroVision's expectations, intentions or strategies, and those containing words such as "objectives" and "believes" are forward-looking statements that involve a number of risks and uncertainties that could cause actual results to differ materially from those in the forward-looking statements. Factors that could cause actual results to differ materially from those projected in the company's forward-looking statements include, but are not limited to, the risk that MicroVision may not regain compliance with the continued listing standards of the Nasdaq Stock Market; capital market risks; our ability to raise additional capital when needed; our, or our customers', failure to perform under open purchase orders; products incorporating our PicoP display engine may not achieve market acceptance, commercial partners or we may not perform under agreements as anticipated, 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; the timing of commercial product launches and delays in product development; the ability to achieve key technical milestones in key products; dependence on third parties to develop, manufacture, sell and market our products; potential product liability claims; and other risk factors identified from time to time in the company's SEC reports, including our Annual Report on Form 10-K and Quarterly Report on Form 10-Q filed with the SEC. Except as expressly required by federal securities laws, we undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events, changes in circumstances or any other reason.

CONTACT:

MicroVision, Inc.
Dawn Goetter, 425-882-6629 (investors)
or
Edelman
Joanie Jones, 503-471-6863 (media/PR)