

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

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**FORM 8-K**

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**CURRENT REPORT**

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

**Date of Report (Date of earliest event reported): November 18, 2009**

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**MICROVISION, INC.**

(Exact Name of registrant as specified in charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation)

**0-21221**  
(Commission  
File Number)

**91-1600822**  
(IRS Employer  
Identification No.)

**6222 185th Avenue NE**  
**Redmond, Washington 98052**  
(Address of principal executive offices) (Zip Code)

**Registrant's telephone number, including area code: (425) 415-6847**

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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 7.01. Regulation FD Disclosure.**

On November 18, 2009, the Company issued the press release attached as Exhibit 99.1 to this Current Report on Form 8-K.

The information in this Item 7.01 and Exhibit 99.1 is being “furnished” pursuant to Item 7.01 and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or incorporated by reference into those filings of the Company that provide for the incorporation of all reports and documents filed by the Company under the Exchange Act.

**ITEM 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

99.1 Microvision, Inc. Press Release, dated November 18, 2009.



**MICROVISION ANNOUNCES PROPOSED PUBLIC OFFERING OF COMMON STOCK**

REDMOND, Wash.—(BUSINESS WIRE)—November 18, 2009—Microvision, Inc. (NASDAQ: MVIS), a global leader in light scanning technologies, today announced that it intends to offer to sell, subject to market and other conditions, shares of its common stock in an underwritten public offering. Oppenheimer & Co. Inc. and Thomas Weisel Partners LLC are the joint book-running managers and Craig Hallum Capital Group LLC is acting as co-manager for the offering.

Microvision intends to use the net proceeds of the offering for general corporate purposes, including, but not limited to, working capital and capital expenditures.

The securities described above are being offered by Microvision pursuant to registration statements on Form S-3 previously filed and declared effective by the Securities and Exchange Commission (SEC). This press release does not constitute an offer to sell or a solicitation of an offer to buy the securities in the offering. The offering may be made only by means of the preliminary prospectus supplement and the related prospectus relating to the proposed offering, copies of which may be obtained, when available, from Oppenheimer & Co. Inc., Attention: Syndicate Prospectus Department, 300 Madison Avenue, 4th Floor, New York, NY, 10017, by telephone at (212) 667-8563, or via email at [EquityProspectus@opco.com](mailto:EquityProspectus@opco.com).

**About Microvision, Inc.**

Microvision provides the PicoP display technology platform designed to enable next-generation display and imaging products for pico projectors, vehicle displays, and wearable displays that interface with mobile devices. The company's projection display engine uses highly efficient laser light sources which can create vivid images with high contrast and brightness. For more information, visit the company's website ([www.microvision.com](http://www.microvision.com)).

**Forward-Looking Statements Disclaimer**

Certain statements contained in this release, including those relating to closing of the offering, as well as statements containing words like "intends," and other similar expressions, are forward-looking statements that involve a number of risks and uncertainties. All such forward-looking statements are subject to certain risks and uncertainties that could cause actual results to differ materially from those in the forward-looking statements. These risks and uncertainties include, but are not limited to: our ability to successfully complete the offering on terms and conditions satisfactory to us, the possible adverse impact on the market price of our shares of common stock due to the dilutive effect of the securities to be sold in the offering, as well as other risks and uncertainties, including those detailed from time to time in our Securities and Exchange Commission filings.

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Linda Decker, 212-564-4700 (investors)

SOURCE: Microvision, Inc.