

**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): November 10, 2011

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.)

6222 185th Avenue NE
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))

Item 7.01. Regulation FD Disclosure.

On November 10, 2011, 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 8.01. Other Events.

On November 10, 2011, MicroVision, Inc. (the “Company”) delivered to Azimuth Opportunity Ltd. (“Azimuth”) a notice of amendment to the common stock purchase agreement between the Company and Azimuth dated September 13, 2011 (the “Purchase Agreement”). The notice of amendment provides that the maximum dollar amount of common stock issuable under the Purchase Agreement (the “Aggregate Limit”) has been reduced. Subject to the terms of the Purchase Agreement, the Company may from time to time, in its sole discretion, reduce the Aggregate Limit by a specified dollar amount and, subsequently, the Company may then also increase the Aggregate Limit. In accordance with the terms of the Purchase Agreement, the amendment was automatically effective upon delivery of the notice.

The Company expects that the underwriting agreement relating to its proposed offering of common stock and warrants will require the termination of the Purchase Agreement as well as the termination of a similar common stock purchase agreement entered into with Azimuth on May 4, 2011.

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits.*

99.1 MicroVision, Inc. Press Release, dated November 10, 2011.



MICROVISION ANNOUNCES PROPOSED PUBLIC OFFERING OF COMMON STOCK AND WARRANTS

REDMOND, Wash.— November 10, 2011—MicroVision, Inc. (Nasdaq: MVIS), the leader in innovative ultra-miniature laser display technology, today announced that it intends to offer to sell, subject to market and other conditions, shares of its common stock and warrants to purchase shares of its common stock in an underwritten public offering. Oppenheimer & Co. Inc. will act as underwriter in the offering. Microvision intends to grant the underwriter a 30-day option to purchase additional shares and warrants to cover over allotments, if any. MicroVision intends to use the net proceeds from the offering for general corporate purposes.

The securities described above are being offered by MicroVision pursuant to its registration statement 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, nor shall there be any sale of these securities in any jurisdiction in which an offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of such jurisdiction. The offering may be made only by means of the preliminary prospectus supplement and the 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, 5th Floor, New York, NY, 10017, by telephone at (212) 667-8563, or via email at EquityProspectus@opco.com.

About MicroVision

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 that create vivid images with high contrast and brightness. For more information, visit us on:

Website: www.microvision.com
Blog: www.microvision.com/displayground
Twitter: www.twitter.com/microvision
Facebook: www.facebook.com/MicrovisionInc
YouTube: www.youtube.com/mvisvideo

Forward-looking Statements

Certain statements contained in this release, including those relating to MicroVision's expectations regarding the proposed offering and use of proceeds, and those statements using words such as "expects", "intends", "plans", "should", "would", "will" and "believe" 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. 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 SEC filings, including our Annual Report on Form 10-K and Quarterly Report on Form 10-Q. 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.

Additional Information

Additional information relating to MicroVision can be found on EDGAR at www.sec.gov.

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