

**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): February 16, 2012

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
(Address of Principal Executive Offices)

98052
(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 3.03. Material Modification to Rights of Security Holders.

On February 17, 2012, MicroVision, Inc. (the “Company”) filed with the Secretary of State of the State of Delaware a Certificate of Amendment to its Amended and Restated Certificate of Incorporation to (i) effect a one-for-eight reverse stock split of the Company’s issued and outstanding common stock, par value \$0.001 per share, on February 17, 2012 at 5:00 pm Eastern Time (the “Effective Time”) and (ii) reduce the total number of shares of common stock that the Company shall have the authority to issue by 100,000,000 shares from 200,000,000 to 100,000,000 shares and reduce the total number of shares of capital stock that the Company is authorized to issue by the same amount. As a result of the one-for-eight reverse stock split (the “Reverse Stock Split”), at the Effective Time, each eight shares of the Company’s common stock issued and outstanding immediately prior to the Effective Time will be automatically combined into and become one share of Company common stock. Stockholders of record who otherwise would be entitled to receive fractional shares are entitled to rounding up of their fractional share to the nearest whole share. The Reverse Stock Split will not alter the par value of the common stock or modify any voting rights or other terms of the common stock.

At the Effective Time, the number of shares reserved for issuance under, the number of shares subject to awards under, the per-share exercise or purchase price with respect to awards under, the share-based limitations under, and other relevant provisions under the Company’s 2006 Incentive Plan and Independent Director Stock Option Plan will be appropriately adjusted to reflect the Reverse Stock Split. The adjustments will be made in accordance with the terms of the plans and include a proportionate increase in the exercise price of outstanding options and a proportionate decrease in the number of shares of common stock issuable upon the exercise of outstanding options.

Also, at the Effective Time, the exercise prices and the number of shares of common stock issuable upon exercise of the Company’s warrants will be, in accordance with their terms, increased and decreased, respectively, in proportion to the exchange ratio.

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On February 17, 2012, the Company filed with the Secretary of State of the State of Delaware a Certificate of Amendment to its Amended and Restated Certificate of Incorporation to effect the Reverse Stock Split and to reduce the total number of shares of common stock that the Company shall have the authority to issue as described in Item 3.03 above.

The Certificate of Amendment is attached hereto as Exhibit 3.1 and incorporated herein by reference.

Item 5.07. Submission of Matters to a Vote of Security Holders.

On February 16, 2012, the Company held a Special Meeting of Stockholders (the “Special Meeting”) at the Marriott Redmond Town Center, 7401 164 Avenue NE, Redmond, Washington 98052 on February 16, 2012 at 9:00 a.m., pursuant to notice duly given. Of the 136,133,680 shares of common stock entitled to vote at the Special Meeting, 112,733,729 shares were represented in person or by proxy, constituting a quorum.

The stockholders approved an amendment to the Company’s certificate of incorporation to effect a Reverse Stock Split of the Company’s issued and outstanding common stock and decrease the number of authorized shares of common stock to 100,000,000 and to authorize the Board of Directors to effect the amendment to the certificate of incorporation, within the Board’s discretion, at any time within ninety days, with the exact exchange ratio and timing of the Reverse Stock Split to be determined at the discretion of the Board of Directors.

The voting results are as follows:

<u>Votes For</u>	<u>Votes Against</u>	<u>Absentions</u>
94,071,983	18,176,485	485,374

Having obtained the requisite stockholder approval to effect the Reverse Stock Split, the Company's Board of Directors fixed the exchange ratio at one-for-eight and approved the filing of a Certificate of Amendment to its Amended and Restated Certificate of Incorporation with the Delaware Secretary of State. As discussed above, the Company filed the Certificate of Amendment on February 17, 2012, which will become effective at the Effective Time.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

3.1 Certificate of Amendment to the Amended and Restated Certificate of Incorporation of MicroVision, Inc.

**CERTIFICATE OF AMENDMENT
TO THE
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
MICROVISION, INC.**

MicroVision, Inc., a corporation duly organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), hereby certifies as follows:

- FIRST: That the board of directors of the Corporation has duly adopted resolutions (i) authorizing the Corporation to execute and file with the Secretary of State of the State of Delaware this Certificate of Amendment to the Amended and Restated Certificate of Incorporation (this "Amendment") to (a) combine each eight (8) outstanding shares of the Corporation's common stock, par value \$.001 per share (the "Common Stock"), into one (1) validly issued, fully paid and non-assessable share of Common Stock and (b) reduce the total number of shares of common stock that the Corporation shall have the authority to issue by 100,000,000 shares from 200,000,000 to 100,000,000 shares of common stock and reduce the total number of shares of capital stock that the Corporation is authorized to issue by the same amount; and (ii) declaring this Amendment to be advisable, submitted to and considered by the stockholders of the Corporation entitled to vote thereon for approval by the affirmative vote of such stockholders in accordance with the terms of the Company's Amended and Restated Certificate of Incorporation (the "Certificate of Incorporation") and Section 242 of the General Corporation Law of the State of Delaware (the "DGCL") and recommended for approval by the stockholders of the Corporation.
- SECOND: That this Amendment was duly adopted in accordance with the terms of the Certificate of Incorporation and the provisions of Section 242 of the DGCL by the Board of Directors and stockholders of the Corporation.
- THIRD: That the capital of the Corporation shall not be reduced under or by reason of this Amendment.
- FOURTH: That upon the effectiveness of this Amendment, the Certificate of Incorporation is hereby amended such that the following paragraph shall be added after the first paragraph of ARTICLE IV of the Certificate of Incorporation:

As of 5:00 p.m. (eastern time) on February 17, 2012 (the "Effective Time"), each eight (8) shares of Common Stock issued and outstanding at such time shall be combined into one (1) share of Common Stock (the "Reverse Stock Split"). The par value of the Common Stock following the Reverse Stock Split shall remain \$.001 per share. No fractional shares will be issued in connection with the Reverse Stock Split. Stockholders of record who otherwise would be entitled to receive fractional shares, will be entitled to rounding up of their fractional share to the nearest whole share. Each certificate that immediately prior to the Effective Time represented shares of

Common Stock (an "Old Certificate") shall thereafter represent that number of shares of Common Stock into which the shares of Common Stock represented by the Old Certificate shall have been combined, subject to the elimination of fractional share interests as described above.

and (ii) the first paragraph of ARTICLE IV of the Certificate of Incorporation shall be amended and restated to read in its entirety as follows:

The total number of shares of capital stock which this corporation shall have the authority to issue is one hundred twenty five million (125,000,000) shares, consisting of (i) one hundred million (100,000,000) shares of common stock, \$.001 par value ("Common Stock") and (ii) twenty five million (25,000,000) shares of preferred stock, \$.001 par value ("Preferred Stock").

[Signature Page Follows]

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to the Amended and Restated Certificate of Incorporation to be executed by Thomas M. Walker, its Secretary, this 17th day of February, 2012.

MICROVISION, INC.

By: /s/ Thomas M. Walker
Name: Thomas M. Walker
Title: Secretary