

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

**FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

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 No.)

6222 185th Avenue NE
Redmond, WA 98052
(Address, including Zip Code, of Principal Executive Offices)

MicroVision, Inc. 2006 Incentive Plan, as amended
(Full title of the plan)

Thomas M. Walker
Vice President, General Counsel and Secretary
6222 185th Avenue NE
Redmond, WA 98052
(425) 936-6847
(Name, address, and telephone number, including area code, of agent for service)

Please send copies of all communications to:

Joel F. Freedman
Ropes & Gray LLP
Prudential Tower
800 Boylston Street
Boston, Massachusetts 02199
(617) 951-7000

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 (Do not check if a smaller reporting company) Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of Securities to Be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share (1)	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, par value \$.001	700,000	\$2.33	\$1,631,000	\$223

(1) Estimated pursuant to Rules 457(h) and 457(c) under the Securities Act of 1933, as amended, solely for the purpose of calculating the registration fee, based on the average of the high and low prices of the Common Stock as reported on the NASDAQ Global Market on October 25, 2012.

EXPLANATORY NOTE

This Registration Statement has been filed to register 700,000 additional shares of common stock to be offered pursuant to the MicroVision, Inc. 2006 Incentive Plan, as amended (the "Incentive Plan"). Pursuant to Instruction E to Form S-8, the Registrant incorporates by reference into this Registration Statement the entire contents of the following Registration Statements on Form S-8 filed with the Securities and Exchange Commission: File Nos. 333-89176, 333-42276, 333-71373, 333-19011, 333-163929 and 333-173114.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

See the Exhibit Index following the signature page.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Redmond, State of Washington, on the 1st day of November, 2012.

MICROVISION, INC.

By: /s/ Thomas M. Walker
Name: **Thomas M. Walker**
Title: **Vice President, General Counsel & Secretary**

Pursuant to the requirement of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated below on the 1st day of November, 2012.

<u>Signature</u>	<u>Title</u>
<u> /s/ Alexander Tokman </u> Alexander Tokman	Chief Executive Officer and Director (Principal Executive Officer)
<u> /s/ Jeff T. Wilson </u> Jeff T. Wilson	Chief Financial Officer (Principal Financial Officer, Principal Accounting Officer)
<u> /s/ * </u> Richard A. Cowell	Director
<u> /s/ * </u> Slade Gorton	Director
<u> /s/ * </u> Jeanette Horan	Director
<u> /s/ * </u> Perry Mulligan	Director
<u> /s/ * </u> Brian Turner	Director
<u> *By: /s/ Thomas M. Walker </u> Attorney-in-Fact	

EXHIBIT INDEX

<u>Number</u>	<u>Title of Exhibit</u>
4.1	Amended and Restated Certificate of Incorporation of MicroVision, Inc.(1)
4.2	Certificate of Amendment to the Amended and Restated Certificate of Incorporation of MicroVision, Inc.(2)
4.3	Bylaws of MicroVision, Inc.(3)
4.4	MicroVision, Inc. 2006 Incentive Plan, as amended.(4)
4.5	Form of specimen certificate for common stock. (3)
5.1	Opinion of Ropes & Gray LLP.
23.1	Consent of Independent Registered Public Accounting Firm.
23.2	Consent of Ropes & Gray LLP (included in Exhibit 5.1).
24.1	Powers of Attorney.
(1)	Incorporated by reference to the Company's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2009.
(2)	Incorporated by reference to the Company's Current Report on Form 8-K filed on February 17, 2012.
(3)	Incorporated by reference to the Company's Post-Effective Amendment to Form S-3 Registration Statement, Registration No. 333-102244.
(4)	Incorporated by reference to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2008.

November 1, 2012

MicroVision, Inc.
6222 185th Avenue NE
Redmond, Washington, 98052
Attn: Thomas M. Walker

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

This opinion is furnished to you in connection with a registration statement on Form S-8 (the "Registration Statement"), filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended, for the registration of 700,000 shares of Common Stock, \$.001 par value (the "Shares"), of MicroVision, Inc., a Delaware corporation (the "Company"). The Shares are issuable under the Company's 2006 Incentive Plan, as amended (the "Plan").

We are familiar with the actions taken by the Company in connection with the adoption of the Plan. For purposes of our opinion, we have examined and relied upon such documents, records, certificates and other instruments as we have deemed necessary. The opinions expressed below are limited to the Delaware General Corporation Law.

Based on the foregoing, we are of the opinion that the Shares have been duly authorized and, when the Shares have been issued and sold in accordance with the terms of the Plan, the Shares will be validly issued, fully paid and nonassessable.

We hereby consent to your filing this opinion as an exhibit to the Registration Statement and to the use of our name therein. Our consent shall not be deemed an admission that we are experts whose consent is required under Section 7 of the Act.

Very truly yours,

/s/ Ropes & Gray LLP

Ropes & Gray LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 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 MicroVision, Inc.'s Amendment No. 1 to its Annual Report on Form 10-K for the year ended December 31, 2011.

/s/ PricewaterhouseCoopers LLP

Seattle, Washington
November 1, 2012

POWER OF ATTORNEY
S-8 Registration Statement

The undersigned hereby constitutes and appoints Alexander Tokman, Thomas M. Walker and David J. Westgor, and each of them, severally, as his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, to sign in his or her name, place and stead, in any and all capacities, a Registration Statement on Form S-8 (the "Registration Statement") of MicroVision, Inc. (the "Company"), any and all amendments or supplements (including post-effective amendments) to the Registration Statement and any other instruments or documents that said attorneys-in-fact and agents may deem necessary or desirable to enable the Company to comply with the Securities Act of 1933, as amended, and any requirements of the Securities and Exchange Commission in respect thereof, and to file the same, with all exhibits thereto, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents and each of them full power and authority to do and perform each and every act and thing as they deem necessary, appropriate or desirable to be performed, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that each such attorney-in-fact and agent, or his substitute, may lawfully do or cause to be done by virtue hereof.

By: /s/ Richard A. Cowell

Printed Name: Richard A. Cowell

Title: Director

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By: /s/ Slade Gorton

Printed Name: Slade Gorton

Title: Director

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By: /s/ Jeanette Horan

Printed Name: Jeanette Horan

Title: Director

POWER OF ATTORNEY
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By: /s/ Perry Mulligan

Printed Name: Perry Mulligan

Title: Director

POWER OF ATTORNEY
S-8 Registration Statement

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By: /s/ Brian Turner

Printed Name: Brian Turner

Title: Director