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

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**FORM S-3  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

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**MICROVISION, INC.**

(Exact name of registrant as specified in its charter)

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

**91-1600822**  
(I.R.S. Employer Identification No.)

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**6244 185th Avenue NE, Suite 100  
Redmond, WA 98052  
(425) 936-6847**  
(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**David J. Westgor.**  
**Vice President, General Counsel and Secretary**  
**MicroVision, Inc.**  
**6244 185th Avenue NE, Suite 100**  
**Redmond, WA 98052**  
**(425) 936-6847**  
(Name, address, including zip code, and telephone number, including area code, of agent for service)

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*Copies to:*

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

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**Approximate date of commencement of proposed sale to the public:**  
As soon as practicable after the effective date of this registration statement

If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  333-184703

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

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 the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Accelerated filer

Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

Title of Each Class of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share(1)	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee(2)
Common Stock; Preferred Stock; Warrants			\$2,517,000	\$325

- (1) The Registrant previously registered such indeterminate number of shares of the Registrant's common stock having an aggregate offering price not to exceed \$25,000,000 on a Registration Statement on Form S-3 (File No. 333-184703), which was declared effective on November 15, 2012. In accordance with Rule 462(b) promulgated under the Securities Act of 1933, as amended, an additional indeterminate number of shares of the Registrant's securities as shall have an aggregate offering price not to exceed \$2,517,000 are being registered hereunder. The proposed maximum offering price will be determined, from time to time, by the Registrant in connection with the issuance by the Registrant of the securities registered hereunder. In addition, pursuant to Rule 416(a) under the Securities Act of 1933, as amended, this Registration Statement shall also cover any additional shares of the Registrant's securities that become issuable by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration.
- (2) Calculated pursuant to Rule 457(o) under the Securities Act of 1933, as amended. Represents the registration fee only for the additional amount of shares of the Registrant's common stock being registered hereby. The Registrant previously registered shares of the Registrant's common stock pursuant to a Registration Statement on Form S-3 (File No. 333-184703), as amended, for which a fee of \$3,410 was paid.

**This Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) of the Securities Act of 1933, as amended.**

**EXPLANATORY NOTE AND INCORPORATION BY REFERENCE**

This Registration Statement is being filed pursuant to Rule 462(b) of the Securities Act of 1933, as amended ("Rule 462(b)"), and General Instruction IV.A. to Form S-3 to register the Registrant's securities, with an aggregate initial offering price not to exceed \$2,517,000. In accordance with Rule 462(b), this Registration Statement incorporates by reference the contents of the Registrant's Registration Statement on Form S-3 (File No. 333-184703), filed with the Securities and Exchange Commission (the "SEC") on November 1, 2012, and declared effective by the SEC on November 15, 2012, including all exhibits thereto and all information incorporated by reference therein, other than the exhibits included herein.

The required opinion and consents are listed on the Exhibit Index attached to and filed with this registration statement.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 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 March 13, 2014.

**MicroVision, INC.**

By: /s/ David J. Westgor  
David J. Westgor  
*Vice President, General Counsel & Secretary*

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Alexander Tokman</u> <b>Alexander Tokman</b>	Chief Executive Officer and Director ( <i>Principal Executive Officer</i> )	March 13, 2014
<u>/s/ Stephen P. Holt</u> <b>Stephen P. Holt</b>	Chief Financial Officer ( <i>Principal Financial Officer, Principal Accounting Officer</i> )	March 13, 2014
<u>/s/ *</u> <b>Richard A. Cowell</b>	Director	March 13, 2014
<u>/s/ *</u> <b>Slade Gorton</b>	Director	March 13, 2014
<u>        </u> <b>Jeanette Horan</b>	Director	March 13, 2014
<u>/s/ *</u> <b>Perry Mulligan</b>	Director	March 13, 2014
<u>/s/ *</u> <b>Brian Turner</b>	Director	March 13, 2014
<u>/s/ Thomas M. Walker</u> <b>Thomas M. Walker</b>	Director	March 13, 2014

\*By: /s/ David J. Westgor  
**David J. Westgor**  
**Attorney-in-Fact**

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**INDEX TO EXHIBITS**

<u>Exhibit Number</u>	<u>Description</u>
5.1	Opinion of Ropes & Gray LLP.
23.1	Consent of Independent Registered Public Accounting Firm.
23.2	Consent of Ropes & Gray LLP is contained in Exhibit 5.1 to this Registration Statement.
24.1†	Power of Attorney.

† Previously filed.

March 13, 2014

MicroVision, Inc.  
6244 185th Avenue NE, Suite 100  
Redmond, Washington 98052  
Attn: David J. Westgor

Re: Registration Statement on Form S-3

Ladies and Gentlemen:

This opinion is furnished to you in connection with the registration statement on Form S-3 (the "Registration Statement") of MicroVision, Inc., a Delaware corporation (the "Company"), filed on the date hereof with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the "Act"), with respect to (i) shares of preferred stock, par value of \$.001 per share, of the Company (the "Preferred Stock"); (ii) shares of common stock, par value of \$.001 per share, of the Company (the "Common Stock"); and (iii) warrants for the purchase of Preferred Stock, Common Stock or other securities of the Company ("Warrants"). The Preferred Stock, Common Stock and Warrants are referred to herein collectively as the "Offered Securities." The Offered Securities being registered under the Registration Statement will have an aggregate offering price of up to \$2,517,000 and will be offered from time to time pursuant to Rule 415 under the Securities Act and in accordance with Rule 462(b) under the Securities Act.

In connection with this opinion letter, we have examined such certificates, documents and records and have made such investigation of fact and such examination of law as we have deemed appropriate in order to enable us to render the opinions set forth herein. In conducting such investigation, we have relied, without independent verification, upon certificates of officers of the Company, public officials and other appropriate persons.

The opinions expressed below are limited to the Delaware General Corporation Law.

Based upon and subject to the foregoing and the assumptions, qualifications and limitations set forth below, we are of the opinion that:

- (1) when the Board of Directors of the Company or committees designated thereby have approved and authorized the price and other terms and conditions relating to the issue and sale of the Offered Securities, the Offered Securities will have been duly authorized by the Company;
- (2) upon the issuance by the Company of the Common Stock against payment of the agreed consideration in accordance with the corporate authorization referred to above, the Common Stock will be validly issued, fully paid and nonassessable;
- (3) upon the issuance by the Company of the Preferred Stock against payment of the agreed consideration in accordance with the corporate authorization referred to above, the Preferred Stock will be validly issued; and
- (4) upon the issuance by the Company of (a) the Warrants against payment of the agreed consideration in accordance with the corporate authorization referred to above and the due execution of any applicable warrant agreement, the Warrants will be validly issued, and (b) shares of Common Stock or Preferred Stock issuable upon exercise of the Warrants, when issued, delivered, and paid for in accordance with the terms of any Warrants, will be validly issued, fully paid and nonassessable.

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We hereby consent to the filing of this opinion letter as an exhibit to the Registration Statement and to the use of our name therein and in the related prospectus under the caption "Legal Matters." In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ Ropes & Gray LLP

Ropes & Gray LLP

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in this Registration Statement on Form S-3 of our report dated March 6, 2014 relating to the consolidated financial statements of MicroVision, Inc., which report expresses an unqualified opinion and includes an explanatory paragraph relating to a going concern emphasis, included in MicroVision, Inc.'s Annual Report (Form 10-K) for the year ended December 31, 2013.

/s/ Moss Adams LLP

Seattle, Washington  
March 13, 2014