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

**FORM S-3
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.)

**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)

Copies to:

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

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. 333-211869

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, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of Securities Act.

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			\$2,221,757.67	\$257.50

- (1) The Registrant previously registered such indeterminate amount of the Registrant's Common Stock, Preferred Stock and Warrants having an aggregate offering price not to exceed \$35,000,000 on a Registration Statement on Form S-3 (File No. 333-211869), which was filed on June 6, 2016 and declared effective on June 22, 2016. In accordance with Rule 462(b) promulgated under the Securities Act of 1933, as amended, an additional indeterminate amount of the Registrant's securities as shall have an aggregate offering price not to exceed \$2,221,757.67 are being registered hereunder. In addition, pursuant to Rule 416(a) under the Securities Act of 1933, as amended, this Registration Statement shall also cover such additional securities of the Registrant 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 securities being registered hereby. The Registrant previously registered Common Stock, Preferred Stock and Warrants pursuant to a Registration Statement on Form S-3 (File No. 333-211869), as amended, for which a fee of \$3,525 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 \$2,221,757.67. 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. 333-211869), filed with the Securities and Exchange Commission (the “SEC”) on June 6, 2016, and declared effective by the SEC on June 22, 2016, 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.

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 August 10, 2017.

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> Alexander Tokman	President, Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	August 10, 2017
<u>/s/ Stephen P. Holt</u> Stephen P. Holt	Chief Financial Officer <i>(Principal Financial Officer, Principal Accounting Officer)</i>	August 10, 2017
<u>Robert Carlile</u>	Director	August 10, 2017
<u>/s/ *</u> Slade Gorton	Director	August 10, 2017
<u>Yalon Farhi</u>	Director	August 10, 2017
<u>/s/ *</u> Perry Mulligan	Director	August 10, 2017
<u>/s/ *</u> Brian Turner	Director	August 10, 2017
<u>/s/ *</u> Thomas M. Walker	Director	August 10, 2017

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

INDEX TO EXHIBITS

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

† Previously filed as Exhibit 24.1 to the Registrant's Registration Statement on Form S-3 (File No. 333-211869) filed on June 6, 2016 and incorporated herein by reference.



ROPES & GRAY LLP
PRUDENTIAL TOWER
800 BOYLSTON STREET
BOSTON, MA 02199-3600
WWW.ROPESGRAY.COM

August 10, 2017

MicroVision, Inc.
6244 185th Avenue NE, Suite 100
Redmond, WA 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 \$0.001 per share, of the Company (the "Preferred Stock"); (ii) shares of common stock, par value of \$0.001 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 \$2,221,757.67 and will be offered from time to time pursuant to Rule 415 under the Securities Act.

We have acted as counsel for the Company in connection with the registration of the Offered Securities. 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 (i) the Board of Directors of the Company or committees designated thereby have approved the price and other terms and conditions relating to the issuance and sale of any shares of Common Stock and (ii) such shares have been issued and delivered against

payment of the purchase price therefor (in an amount in excess of the par value thereof) in accordance with the applicable purchase, underwriting or other agreement, and as contemplated by the Registration Statement, such shares of Common Stock will be duly authorized, validly issued, fully paid and nonassessable.

- 2) When (i) the Board of Directors of the Company or committees designated thereby have approved the price and other terms and conditions of any Preferred Stock of a particular series and their issuance and sale, (ii) a certificate of designations with respect to such series of Preferred Stock has been duly adopted by the Company and filed with the Secretary of State of the State of Delaware, and (iii) such shares of Preferred Stock have been issued and delivered against payment of the purchase price therefor (in an amount in excess of the par value thereof) in accordance with the applicable purchase, underwriting or other agreement, and as contemplated by the Registration Statement, such shares of Preferred Stock will be duly authorized, validly issued, fully paid and nonassessable.
- 3) When (i) the Board of Directors of the Company or committees designated thereby have approved the price and other terms and conditions of any Warrants and their issuance and sale and (ii) Warrants have been duly executed, countersigned and delivered in accordance with the applicable warrant agreement and against payment of the purchase price therefor in accordance with the applicable purchase, underwriting or other agreement, and as contemplated by the Registration Statement, such Warrants will be duly authorized and constitute valid and binding obligations of the Company enforceable against the Company in accordance with their terms.
- 4) Upon the issuance by the Company of shares of Common Stock or Preferred Stock issuable upon exercise of the Warrants, when issued, delivered, and paid for (in an amount in excess of the par value thereof) in accordance with the terms of any Warrants, such shares of Common Stock or Preferred Stock will be duly authorized, validly issued, fully paid and nonassessable.

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 MicroVision, Inc. of our reports dated March 6, 2017, relating to the consolidated financial statements and financial statement schedule (which report expresses an unqualified opinion and includes an explanatory paragraph regarding a going concern emphasis) and the effectiveness of internal control over financial reporting of MicroVision, Inc., included in the Annual Report on Form 10-K of MicroVision, Inc. for the year ended December 31, 2016, filed with the Securities and Exchange Commission, and to the reference to our firm under the caption "Experts" in the Prospectus that is part of this Registration Statement.

/s/ Moss Adams LLP

Seattle, Washington
August 10, 2017