

**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)

6244 185th Avenue NE, Suite 100
Redmond, WA
(Address of Principal Executive Offices)

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

98052
(Zip Code)

2013 MicroVision, Inc. Incentive Plan
(Full title of the plan)

David J. Westgor
Vice President, General Counsel, and Secretary
MicroVision, Inc.
6244 185th Avenue NE, Suite 100
Redmond, WA 98052
(Name and address of agent for service)

(425) 936-6847
(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, anon-accelerated filer, 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"/>	Smaller reporting company	<input checked="" 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 the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of Securities to Be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share (2)	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee
Common Stock, par value \$.001	3,000,000	\$0.90	\$2,700,000.00	\$327.24

- Pursuant to Rule 416(a) of the Securities Act of 1933, as amended (the "Securities Act"), this registration statement shall also cover any additional shares of the Registrant's Common Stock that may become issuable under the plan described herein as the result of any future stock split, stock dividend or similar adjustment of the Registrant's outstanding Common Stock.
- 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 July 16, 2019, which date is within five business days prior to filing this Registration Statement.



EXPLANATORY NOTE

This Registration Statement has been filed to register 3,000,000 additional shares of common stock to be offered pursuant to the 2013 MicroVision, Inc. Incentive Plan, as amended. 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, 333-173114, 333-184701, 333-189740, 333-197058, 333-205930, 333-214388 and 333-219673.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

See the Exhibit Index on the following page.

EXHIBIT INDEX

Number	Title of Exhibit
4.1	<u>Amended and Restated Certificate of Incorporation of MicroVision, Inc., as amended.</u> ⁽¹⁾
4.2	<u>Certificate of Amendment to the Amended and Restated Certificate of Incorporation of MicroVision, Inc.</u> ⁽²⁾
4.3	<u>Certificate of Amendment to the Amended and Restated Certificate of Incorporation of MicroVision, Inc. dated June 7, 2018.</u> ⁽³⁾
4.4	<u>Bylaws of MicroVision, Inc.</u> ⁽⁴⁾
4.5	<u>2013 MicroVision, Inc. Incentive Plan, as amended.</u> ⁽⁵⁾
4.6	<u>Form of specimen certificate for common stock.</u> ⁽⁶⁾
5.1	<u>Opinion of Ropes & Gray LLP.</u>
23.1	<u>Consent of Independent Registered Public Accounting Firm—Moss Adams LLP.</u>
23.2	<u>Consent of Ropes & Gray LLP (included in Exhibit 5.1).</u>
24.1	<u>Powers of Attorney.</u>

(1) Incorporated by reference to the Company's Quarterly Report on Form10-Q for the quarterly period ended September 30, 2009.

(2) Incorporated by reference to the Company's Current Report on Form8-K filed on February 17, 2012.

(3) Incorporated by reference to the Company's Amendment No. 2 to FormS-1 Registration Statement, Registration No. 333-222857.

(4) Incorporated by reference to the Company's Current Report on Form8-K filed on November 27, 2013.

(5) Incorporated by reference to the Company's Quarterly Report on form10-Q for the quarterly period ended June 30, 2019.

(6) Incorporated by reference to the Company's Post-Effective Amendment to FormS-3 Registration Statement, Registration No. 333-102244.



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

EXHIBIT 5.1

July 22, 2019

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

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 (the "Act"), for the registration of 3,000,000 shares of Common Stock, \$.001 par value (the "Shares"), of MicroVision, Inc., a Delaware corporation (the "Company"). The Shares are issuable under the 2013 MicroVision, Inc. 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 consent to the incorporation by reference in this Registration Statement on Form S-8 of MicroVision, Inc. pertaining to the 2013 MicroVision, Inc. Incentive Plan of our reports dated March 5, 2019, 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, 2018, filed with the Securities and Exchange Commission.

/s/ Moss Adams LLP

Seattle, Washington
July 22, 2019

POWER OF ATTORNEY
S-8 Registration Statement

The undersigned hereby constitutes and appoints Perry M. Mulligan, Stephen Holt, 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/ Simon Biddiscombe
Printed Name: Simon Biddiscombe
Title: Director

POWER OF ATTORNEY
S-8 Registration Statement

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By: /s/ Robert P. Carlile
Printed Name: Robert P. Carlile
Title: Director

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By: /s/ Yalon Farhi
Printed Name: Yalon Farhi
Title: Director

POWER OF ATTORNEY
S-8 Registration Statement

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By: /s/ Bernee D.L. Strom
Printed Name: Bernee D.L. Strom
Title: Director

POWER OF ATTORNEY
S-8 Registration Statement

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By: /s/ Brian Turner
Printed Name: Brian Turner
Title: Director

POWER OF ATTORNEY
S-8 Registration Statement

The undersigned hereby constitutes and appoints Perry M. Mulligan, Stephen Holt, 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/ Thomas M. Walker
Printed Name: Thomas M. Walker
Title: Director