

MICROVISION INC  
Form 8-K  
November 13, 2006

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

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**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): November 13, 2006

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**MICROVISION, INC.**

(Exact Name of registrant as specified in charter)

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

**0-21221**  
(Commission File Number)

**91-1600822**  
(IRS Employer Identification No.)

**6222 185th Avenue NE**

**Redmond, Washington 98052**

(Address of principal executive offices) (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))

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.. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**Item 8.01. Other Events.**

On September 8, 2005, the Securities and Exchange Commission (the SEC) declared effective the registration statement on Form S-3 of Microvision, Inc. (the Company) (File No. 333-128019), which permitted the Company to issue shares of the Company's common stock, shares of the Company's preferred stock and warrants to purchase securities of the Company up to a combined amount of \$35,000,000.

The Company has filed with the SEC a prospectus supplement dated November 13, 2006 relating to the Company's shelf registration statement (File No. 333-128019). The prospectus supplement together with the related base prospectus contemplate the sale of 3,317,567 shares of the Company's common stock pursuant to an underwriting agreement entered into by and between the Company and MDB Capital Group, LLC dated November 10, 2006 (the Underwriting Agreement). The public offering price for each share will be \$2.39. Each share will be sold to the underwriter at the public offering price of each security less an underwriting discount of 7.5%. The Company expects to receive approximately \$7,928,985.13 in gross proceeds from the offering, which is subject to closing conditions.

In order to furnish certain exhibits for incorporation by reference into the Company's shelf registration statement (File No. 333-128019), the Company is filing the form of Underwriting Agreement, and an opinion the Company received from its counsel regarding the validity of the shares to be sold pursuant to the prospectus supplement.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

- 1.1 Form of Underwriting Agreement dated November 10, 2006 by and between Microvision, Inc. and MDB Capital Group, LLC.
- 5.1 Opinion of Ropes & Gray LLP.
- 23.1 Consent of Ropes & Gray LLP (included as part of its opinion filed herewith).

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MICROVISION, INC.

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

Date: November 13, 2006