

MICROVISION, INC.
Form S-3MEF
August 10, 2017

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

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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.

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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		Accelerated filer
Non-accelerated filer	(Do not check if a smaller reporting company)	Smaller reporting company
		Emerging growth company

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

	Proposed	Proposed	
	Amount	Maximum	Maximum
Title of Each Class of	to be	Offering Price	Aggregate
Securities to be Registered	Registered(1)	Per Share(1)	Offering Price
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.

Signature	Title	Date
/s/ Alexander Tokman	President, Chief Executive Officer and Director	August 10, 2017
Alexander Tokman	<i>(Principal Executive Officer)</i>	
/s/ Stephen P. Holt	Chief Financial Officer	August 10, 2017
Stephen P. Holt	<i>(Principal Financial Officer, Principal Accounting Officer)</i>	
	Director	August 10, 2017
Robert Carlile		
/s/ *	Director	August 10, 2017
Slade Gorton		
	Director	August 10, 2017
Yalon Farhi		
/s/ *	Director	August 10, 2017
Perry Mulligan		
/s/ *	Director	August 10, 2017

Brian Turner

/s/ *

Director

August 10, 2017

Thomas M. Walker

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

INDEX TO EXHIBITS

Exhibit

Number	Description
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.