

MICROVISION, INC.  
Form 8-K  
December 09, 2016

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

**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): December 9, 2016**

**MICROVISION, INC.**

**(Exact Name of Registrant as Specified in Charter)**

**Delaware**  
**(State or Other Jurisdiction of**

**Incorporation)**

**001-34170**  
**(Commission**

**File Number)**  
**6244 185th Ave NE, Suite 100**

**91-1600822**  
**(IRS Employer**

**Identification No.)**

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**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))

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

**Item 1.01. Entry into a Material Definitive Agreement.**

On December 9, 2016, MicroVision, Inc. (the Company) entered into an underwriting agreement (the Underwriting Agreement) with Ladenburg Thalmann & Co. Inc. (the Underwriter). The Underwriting Agreement provides for the sale of 12,149,533 shares of common stock, par value \$0.001 per share (Common Stock), at a public offering price of \$1.07 per share, less an underwriting discount of \$0.0749 per share. The Company also granted the Underwriter a 30-day option to purchase up to an additional 1,822,430 shares of Common Stock to cover over-allotments, if any. The sale of the shares of Common Stock pursuant to the Underwriting Agreement is expected to close on or about December 14, 2016, subject to the satisfaction of customary closing conditions. The Shares are being offered and sold pursuant to the Company's registration statement on Form S-3 (Registration No. 333-211869) declared effective by the Securities and Exchange Commission (the SEC) on June 22, 2016. A prospectus supplement relating to the sale of the shares of Common Stock will be filed with the SEC.

The Company expects to receive net proceeds from the offering of approximately \$11.8 million, or approximately \$13.6 million if the Underwriter exercises its option to purchase additional shares in full, after deducting the underwriting discount and estimated offering expenses payable by the Company. The Company intends to use the net proceeds of the offering for general corporate purposes.

A copy of the opinion of Ropes & Gray LLP relating to the legality of the issuance and sale of the securities is attached as Exhibit 5.1 hereto. A copy of the Underwriting Agreement is attached hereto as Exhibit 1.1 and incorporated herein by reference. The foregoing description of the offering by the Company and the documentation related thereto does not purport to be complete and is qualified in its entirety by reference to such exhibits.

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

(d) *Exhibits.*

- 1.1 Underwriting Agreement by and between MicroVision, Inc. and Ladenburg Thalmann & Co. Inc., dated December 9, 2016.
- 5.1 Opinion of Ropes & Gray LLP.
- 23.1 Consent of Ropes & Gray LLP (contained in Exhibit 5.1 above).

**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/ David J. Westgor  
David J. Westgor  
Vice President, General Counsel

Date: December 9, 2016