

MICROVISION INC  
Form 8-K/A  
December 02, 2005

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

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**FORM 8-K/A**  
**(Amendment No. 1)**

**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 30, 2005

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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.)

**19910 North Creek Parkway**  
**Bothell, Washington 98011**  
(Address of Principal Executive Office) (Zip Code)

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Registrant's telephone number, including area code: (425) 415-6847

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))
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**Item 9.01. Financial Information, Pro Forma Financial Information and Exhibits.**

This Form 8-K/A amends the Current Report on Form 8-K filed by Microvision, Inc. (the Company ) with the Securities and Exchange Commission on December 1, 2005. The purpose of this amendment is to correct the name of one of the investors on the signature pages and schedules to the Securities Purchase Agreement (the SPA ) dated as of November 30, 2005 by and among the Company and the investors listed on the Schedule of Buyers thereto and the form of Registration Rights Agreement under the SPA.

(d) *Exhibits.*

- 4.1 Form of Note under the Securities Purchase Agreement dated as of November 30, 2005 by and among Microvision, Inc. and the investors listed on the Schedule of Buyers thereto.\*
- 4.2 Form of Warrant under the Securities Purchase Agreement dated as of November 30, 2005 by and among Microvision, Inc. and the investors listed on the Schedule of Buyers thereto.\*
- 4.3 Form of Registration Rights Agreement under the Securities Purchase Agreement dated as of November 30, 2005 by and among Microvision, Inc. and the investors listed on the Schedule of Buyers thereto.
- 4.4 Form of Amended and Restated Pledge and Security Agreement under the Securities Purchase Agreement dated as of November 30, 2005 by and among Microvision, Inc. and the investors listed on the Schedule of Buyers thereto.\*
- 10.1 Securities Purchase Agreement dated as of November 30, 2005 by and among Microvision, Inc. and the investors listed on the Schedule of Buyers thereto.
- 99.1 Microvision, Inc. Press Release dated as of December 1, 2005.\*

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\* Previously filed.

**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: December 2, 2005

**EXHIBIT INDEX**

| <u>Exhibit No.</u> | <u>Description</u>                                                                                                                                                                                                           |
|--------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
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| 4.4                | Form of Amended and Restated Pledge and Security Agreement under the Securities Purchase Agreement dated as of November 30, 2005 by and among Microvision, Inc. and the investors listed on the Schedule of Buyers thereto.* |
| 10.1               | Securities Purchase Agreement dated as of November 30, 2005 by and among Microvision, Inc. and the investors listed on the Schedule of Buyers thereto.                                                                       |
| 99.1               | Microvision, Inc. Press Release dated as of December 1, 2005.*                                                                                                                                                               |

\* Previously filed.