

MICROVISION, INC.
Form 8-K
June 07, 2018

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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): June 5, 2018

MICROVISION, INC.

(Exact name of registrant as specified in its charter)

DELAWARE
(State or other jurisdiction
of incorporation)

001-34170
(Commission File
Number)
6244 185th Avenue NE, Suite 100

91-1600822
(IRS Employer
Identification No.)

Redmond, Washington 98052

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(Address of principal executive offices) (Zip Code)

(425) 936-6847

Registrant's telephone number, including area code

N/A

(Former name or former address, if changed since last report)

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:

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2).

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 13(a) of the Exchange Act.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On June 5, 2018, Sumit Sharma was appointed Chief Operating Officer of the Company.

Item 5.07. Submission of Matters to a Vote of Security Holders.

The annual meeting of stockholders of the Company was held on June 5, 2018, pursuant to notice duly given. The stockholders voted on five proposals, which are described in detail in the Company's definitive proxy statement filed with the Securities and Exchange Commission April 20, 2018.

The results are as follows:

Proposal 1. All of the Company's nominees for director were elected by the votes set forth in the table below:

| Nominee | For | Withheld | Broker Non-Votes |
|--------------------|------------|-----------|------------------|
| Robert P. Carlile | 25,673,522 | 2,459,519 | 33,834,076 |
| Yalon Farhi | 25,713,999 | 2,419,042 | 33,834,076 |
| Slade Gorton | 23,898,538 | 4,234,503 | 33,834,076 |
| Perry M. Mulligan | 26,361,095 | 1,771,946 | 33,834,076 |
| Berneee D.L. Strom | 25,122,831 | 3,010,210 | 33,834,076 |
| Brian Turner | 24,410,053 | 3,722,988 | 33,834,076 |
| Thomas M. Walker | 19,386,547 | 8,746,494 | 33,834,076 |

Proposal 2. The stockholders approved the proposed amendment to the 2013 MicroVision, Inc. Incentive Plan by the votes set forth in the table below:

| | |
|-------------------|------------|
| For: | 21,905,963 |
| Against: | 5,813,100 |
| Abstain: | 413,978 |
| Broker Non-Votes: | 33,834,076 |

Proposal 3. The stockholders approved an amendment to the Company's Certificate of Incorporation by the votes set forth in the table below:

| | |
|----------|------------|
| For: | 46,891,146 |
| Against: | 12,222,232 |
| Abstain: | 2,853,739 |

There were no broker non-votes on Proposal 3.

Proposal 4. The stockholders ratified the appointment of Moss Adams LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2018, by the votes set forth in the table below:

| | |
|----------|------------|
| For: | 58,368,323 |
| Against: | 1,963,683 |
| Abstain: | 1,635,111 |

There were no broker non-votes on Proposal 4.

Proposal 5. The stockholders approved, on an advisory basis, the compensation of the Company's named executive officers by the votes set forth in the table below:

| | |
|-------------------|------------|
| For: | 22,320,040 |
| Against: | 5,234,768 |
| Abstain: | 578,233 |
| Broker Non-Votes: | 33,834,076 |

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.

/s/ David J. Westgor

David J. Westgor

Vice President, General Counsel & Secretary

Dated: June 7, 2018