

MICROSOFT CORP

FORM DEFA14A

(Additional Proxy Soliciting Materials (definitive))

Filed 10/16/19

Address	ONE MICROSOFT WAY REDMOND, WA, 98052-6399
Telephone	4258828080
CIK	0000789019
Symbol	MSFT
SIC Code	7372 - Services-Prepackaged Software
Industry	Software
Sector	Technology
Fiscal Year	06/30

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934 (Amendment No. __)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

Microsoft Corporation

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.
 - (1) Title of each class of securities to which transaction applies:
 - (2) Aggregate number of securities to which transaction applies:
 - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
 - (4) Proposed maximum aggregate value of transaction:
 - (5) Total fee paid:
- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
 - (1) Amount Previously Paid:
 - (2) Form, Schedule or Registration Statement No.:
 - (3) Filing Party:
 - (4) Date Filed:

Persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

***** Exercise Your *Right to Vote* *****
**Important Notice Regarding the Availability of Proxy Materials for the
Annual Shareholders Meeting to Be Held on December 4, 2019.**



C/O PROXY SERVICES
P.O. BOX 9163
FARMINGDALE, NY 11735

E85 145-P28693

Meeting Information

Meeting Type: Annual Meeting
For holders as of: October 8, 2019
Date: December 4, 2019 **Time:** 8:00 a.m. PT
Virtual Meeting: Meeting live via the Internet-please visit
www.virtualshareholdermeeting.com/MSFT19.

The company will be hosting the meeting live via the Internet this year. To attend the meeting via the Internet please visit www.virtualshareholdermeeting.com/MSFT19 and be sure to have the information that is printed in the box marked by the arrow

→ XXXX XXXX XXXX XXXX (located on the following page).

You are receiving this communication because you hold shares in the company named above.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at www.proxyvote.com, scan the QR Barcode on the reverse side, or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

See the reverse side of this notice to obtain proxy materials and voting instructions.

Before You Vote

How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

NOTICE AND PROXY STATEMENT

ANNUAL REPORT

How to View Online:

Have the information that is printed in the box marked by the arrow



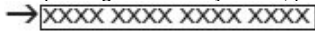
(located on the following page) and visit: www.proxyvote.com, or scan the QR Barcode below.

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) *BY INTERNET:* www.proxyvote.com
- 2) *BY TELEPHONE:* 1-800-579-1639
- 3) *BY E-MAIL*:* sendmaterial@proxyvote.com

* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow



(located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before November 20, 2019 to facilitate timely delivery.

How To Vote

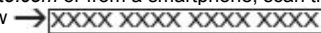
Please Choose One of the Following Voting Methods



Vote By Internet:

Before The Meeting:

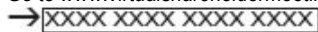
Go to www.proxyvote.com or from a smartphone, scan the QR Barcode above. Have the information that is printed in the box marked by the arrow



(located on the following page) available and follow the instructions.

During The Meeting:

Go to www.virtualshareholdermeeting.com/MSFT19. Have the information that is printed in the box marked by the arrow



(located on the following page) available and follow the instructions.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

E85146-P28693

Voting Items

The Board of Directors recommends a vote "FOR" EACH OF THE FOLLOWING NOMINEES, "FOR" PROPOSAL 2, "FOR" PROPOSAL 3, "AGAINST" PROPOSAL 4 and "AGAINST" PROPOSAL 5.

1. Election of Directors: (The Board recommends a vote FOR each nominee)
 01. William H. Gates III
 02. Reid G. Hoffman
 03. Hugh F. Johnston
 04. Teri L. List-Stoll
 05. Satya Nadella
 06. Sandra E. Peterson
 07. Penny S. Pritzker
 08. Charles W. Scharf
 09. Arne M. Sorenson
 10. John W. Stanton
 11. John W. Thompson
 12. Emma Walmsley
 13. Padmasree Warrior
2. Advisory vote to approve named executive officer compensation (The Board recommends a vote FOR this proposal)
3. Ratification of Deloitte & Touche LLP as our independent auditor for fiscal year 2020 (The Board recommends a vote FOR this proposal)
4. Shareholder Proposal - Report on Employee Representation on Board of Directors (The Board recommends a vote AGAINST this proposal)
5. Shareholder Proposal - Report on Gender Pay Gap (The Board recommends a vote AGAINST this proposal)

E85147-P28693

E85148-P28693

BROADRIDGE FINANCIAL SOLUTIONS, INC.

BROADRIDGE CORPORATE ISSUER SOLUTIONS
 PO BOX 1342T., SUITE 1300
 BRENTWOOD, NY 11717

**BROADRIDGE
 FINANCIAL SOLUTIONS, INC.**
 ATTENTION:
 TEST PRINT
 51 MERCEDES WAY
 EDGEWOOD, NY
 11717





1 OF 2
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MICROSOFT CORPORATION
THIS IS A VOTING INSTRUCTION FORM.
 You are receiving this voting instruction form because you hold shares in the above security. You have the right to vote on proposals being presented at the upcoming Annual Meeting to be held on **12/04/19 at 08:00 A.M. PST**

Make your vote count.
 Vote must be received by **12/03/2019** to be counted.

→ **1472 0797 1133 0441**

 Visit www.ProxyVote.com
 Call 1-800-454-8683
 Return this form in the enclosed postage-paid envelope.
 Vote in person the day of the meeting.

Voting on www.ProxyVote.com is easy and fast!
 Go to www.ProxyVote.com, enter the control number above and vote!

The following proxy materials for the meeting are available at www.ProxyVote.com:
The Notice & Proxy Statement, Annual Report

VOTING INSTRUCTIONS

As the record holder for your shares, we will vote your shares based on your instructions.

Please provide us with your voting instructions before the meeting. If you do not provide us with your voting instructions, we will not vote your shares

If you sign and return this form, we will vote any unmarked items based on the board's recommendations

THIS VOTING INSTRUCTION FORM IS VALID ONLY WHEN SIGNED AND DATED. PLEASE USE BLUE OR BLACK INK AND RETURN ONLY THE BOTTOM PORTION.

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MICROSOFT CORPORATION			Please check this box if you plan to attend the Meeting and vote your shares in person. <input type="checkbox"/>		
The Board recommends you vote FOR the following proposal(s): 1A through 3			For	Against	Abstain
1A.	Election of Director: William H. Gates III	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
1B.	Election of Director: Reid G. Hoffman	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
1C.	Election of Director: Hugh F. Johnston	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
1D.	Election of Director: Teri L. List-Stoll	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
1E.	Election of Director: Satya Nadella	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
1F.	Election of Director: Sandra E. Peterson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
1G.	Election of Director: Penny S. Pritzker	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
1H.	Election of Director: Charles W. Scharf	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
1I.	Election of Director: Arne M. Sorenson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
1J.	Election of Director: John W. Stanton	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
1K.	Election of Director: John W. Thompson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
1L.	Election of Director: Emma Walmsley	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
1M.	Election of Director: Padmasree Warrior	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
2.	Advisory vote to approve named executive officer compensation	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
3.	Ratification of Deloitte & Touche LLP as our independent auditor for fiscal year 2020	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
The Board recommends you vote AGAINST the following proposal(s): 4 and 5			For	Against	Abstain
4.	Shareholder Proposal - Report on Employee Representation on Board of Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
5.	Shareholder Proposal - Report on Gender Pay Gap	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
"NOTE" Such other business as may properly come before the meeting or any adjournment thereof.					

