

# MICROSOFT CORP

## FORM DEFA14A

(Additional Proxy Soliciting Materials (definitive))

Filed 11/22/19

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

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(Name of Registrant as Specified In Its Charter)

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(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.**

**PLEASE VOTE YOUR PROXY TODAY**

November 21, 2019

Dear Shareholder,

According to our latest records, we have not received your voting instructions for the Annual Shareholders Meeting of Microsoft Corporation to be held on December 4, 2019. **Your vote is extremely important, no matter how many shares you hold.**

For the reasons set forth in the proxy statement, dated October 16, 2019, the Board of Directors recommends that you vote **“FOR”** Proposals 1, 2 and 3 and **“AGAINST”** Proposals 4 and 5. **Please vote via the internet or phone as soon as possible or alternatively, please sign, date, and return the enclosed proxy card.**

If you need assistance voting your Microsoft shares, please call D.F. King toll-free at (866) 388-7452 or collect at (212) 269-5550. On behalf of your Board of Directors, thank you for your cooperation and continued support.

Sincerely,



Dev Stahlkopf  
*Secretary*

**THREE EASY WAYS TO VOTE**



Please call the toll-free number listed on your voting instruction form and follow the instructions provided. **1-800-690-6903**



Please access the website listed on your voting instruction form and follow the instructions provided. **www.proxyvote.com**



Please mark, sign, date and promptly return the voting instruction form in the postage-paid envelope provided.



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

**VOTE BY INTERNET**

*Before The Meeting* - Go to [www.proxyvote.com](http://www.proxyvote.com) or scan the QR code above

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 p.m. Eastern Time the day before the cut-off date or meeting date. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

*During The Meeting* - Go to [www.virtualshareholdermeeting.com/MSFT19](http://www.virtualshareholdermeeting.com/MSFT19)

You may attend the meeting via the Internet and vote during the meeting. Have the information that is printed in the box marked by the arrow available and follow the instructions.

**VOTE BY PHONE - 1-800-690-6903**

Use any touch-tone telephone to transmit your voting instructions up until 11:59 p.m. Eastern Time the day before the cut-off date or meeting date. Have your proxy card in hand when you call and then follow the instructions.

**VOTE BY MAIL**

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

E85124-P28693

KEEP THIS PORTION FOR YOUR RECORDS  
DETACH AND RETURN THIS PORTION ONLY

**THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.**

**MICROSOFT CORPORATION**

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

For address changes and/or comments, please check this box and write them on the back where indicated.

**Note:** Please sign exactly as your name or names appear on this Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.

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Signature [PLEASE SIGN WITHIN BOX] Date

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Signature (Joint Owners) Date

**Annual Shareholders Meeting Information:**

[www.virtualshareholdermeeting.com/MSFT19](http://www.virtualshareholdermeeting.com/MSFT19)

**Date:** December 4, 2019

**Time:** 8:00 AM PT

**Important Notice Regarding the Availability of Proxy Materials for the Annual Shareholders Meeting:**

The Notice and Proxy Statement and Annual Report are available at [www.proxyvote.com](http://www.proxyvote.com).

E85125-P28693

**MICROSOFT CORPORATION**

**This Proxy is Solicited on Behalf of the Board of Directors**

The undersigned hereby appoints JOHN W. THOMPSON and SATYA NADELLA, and each of them, with full power of substitution, as proxies to vote all the shares the undersigned is entitled to vote at the Annual Shareholders Meeting of the Company to be held virtually December 4, 2019 at 8:00 a.m. Pacific Time and at any adjournments thereof. Such shares shall be voted as indicated with respect to the proposals listed on the reverse side hereof and in the discretion of the proxies on such other matters as may properly come before the meeting or any adjournment thereof in accordance with and as described in the Notice and Proxy Statement of the Annual Shareholders Meeting.

**This proxy, when properly executed, will be voted in the manner directed herein. If no such direction is made as to any item, this proxy will be voted in accordance with the Board of Directors' recommendations.**

Address Changes/Comments: \_\_\_\_\_  
\_\_\_\_\_

(If you noted any Address Changes/Comments above, please mark corresponding box on the reverse side.)

**Continued and to be signed on reverse side**

**\*\*\* 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

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**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](http://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](http://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 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](http://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 → [XXXX XXXX XXXX XXXX] (located on the following page) and visit: [www.proxyvote.com](http://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](http://www.proxyvote.com)
- 2) **BY TELEPHONE:**    1-800-579-1639
- 3) **BY E-MAIL\*:**        [sendmaterial@proxyvote.com](mailto: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 → [XXXX XXXX XXXX XXXX] (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



**SCAN TO**  
VIEW MATERIALS & VOTE



### Vote By Internet:

#### Before The Meeting:

Go to [www.proxyvote.com](http://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 → [XXXX XXXX XXXX XXXX] (located on the following page) available and follow the instructions.

#### During The Meeting:

Go to [www.virtualshareholdermeeting.com/MSFT19](http://www.virtualshareholdermeeting.com/MSFT19). Have the information that is printed in the box marked by the arrow → [XXXX XXXX XXXX XXXX] (located on the following page) available and follow the instructions.

**Vote By Telephone:** To vote now by telephone, call 1-800-690-6903. Use any touch-tone telephone to transmit your voting instructions. Have your proxy card in hand when you call and follow the instructions.

**Vote By Mail:** Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

EB7300P26603

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

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**Non-Voting Items**

**Change of Address/Comments**

Please print new address or  
comments in the box below.

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**MICROSOFT CORPORATION**

**This Proxy is Solicited on Behalf of the Board of Directors**

The undersigned hereby appoints JOHN W. THOMPSON and SATYA NADELLA, and each of them, with full power of substitution, as proxies to vote all the shares the undersigned is entitled to vote at the Annual Shareholders Meeting of the Company to be held virtually December 4, 2019 at 8:00 a.m. Pacific Time and at any adjournments thereof. Such shares shall be voted as indicated with respect to the proposals listed on the reverse side hereof and in the discretion of the proxies on such other matters as may properly come before the meeting or any adjournment thereof in accordance with and as described in the Notice and Proxy Statement of the Annual Shareholders Meeting.

**This proxy, when properly executed, will be voted in the manner directed herein. If no such direction is made as to any item, this proxy will be voted in accordance with the Board of Directors' recommendations.**

**Authorized Signatures - This section must be completed for your instructions to be executed.**

**Note:** Please sign exactly as your name or names appear on this Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.

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\_\_\_\_\_/\_\_\_\_\_/\_\_\_\_\_  
Signature 1 - (Please sign on line)    Signature 2 - (Joint Owners)    Date - (Please print date)