
**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) July 8, 2015

Microsoft Corporation
(Exact Name of Registrant as Specified in Its Charter)

Washington
(State or Other Jurisdiction of Incorporation)

0-14278
(Commission
File Number)

91-1144442
(IRS Employer
Identification No.)

One Microsoft Way, Redmond, Washington
(Address of Principal Executive Offices)

98052-6399
(Zip Code)

(425) 882-8080
(Registrant's Telephone Number, Including Area Code)

(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 (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 7.01 Regulation FD Disclosure

On July 8, 2015, Microsoft Corporation (the "Company") announced plans to restructure the company's phone hardware business to better focus and align resources. The Company also announced the reduction of up to 7,800 positions, primarily in the phone business. As a result, in the quarter ending June 30, 2015 the Company will record a charge of approximately \$7.6 billion for impairment of goodwill and assets in its Phone Hardware segment related to assets associated with the acquisition of the Nokia Devices and Services business. This charge has no impact on cash flow from operations and is non-deductible for tax purposes. Based on the new plans, the future prospects for the Phone Hardware segment are below original expectations. The Company will record a restructuring charge of approximately \$750 million to \$850 million in connection with the plan. The actions associated with the plan are expected to be substantially completed by the end of the calendar year and fully completed by the end of the 2016 fiscal year.

A copy of Microsoft's press release is provided as Exhibit 99.1 to this report.

Note about forward-looking statements. Certain statements in this report, other than purely historical information, including estimates, projections, statements relating to our business plans, objectives and expected operating results, and the assumptions upon which those statements are based, are "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. These forward-looking statements generally are identified by the words "believe," "project," "expect," "anticipate," "estimate," "intend," "strategy," "future," "opportunity," "plan," "may," "should," "will," "would," "will be," "will continue," "will likely result," and similar expressions. Forward-looking statements are based on current expectations and assumptions that are subject to risks and uncertainties which may cause actual results to differ materially from the forward-looking statements. A detailed discussion of risks and uncertainties that could cause actual results and events to differ materially from such forward-looking statements is included in the section titled "Risk Factors" of our Forms 10-K and 10-Q. We undertake no obligation to update or revise publicly any forward-looking statements, whether as a result of new information, future events, or otherwise.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits:

99.1 Press release, dated July 8, 2015, issued by Microsoft Corporation

SIGNATURE

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.

MICROSOFT CORPORATION

(Registrant)

Date: July 8, 2015

/s/ FRANK H. BROD

Frank H. Brod
Corporate Vice President, Finance and
Administration;
Chief Accounting Officer

INDEX TO EXHIBITS

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release dated July 8, 2015

Microsoft Announces Restructuring of Phone Hardware Business

Commits to streamlining phone business near-term and reinventing mobility long-term

REDMOND, Wash. — July 8, 2015 — Microsoft Corp. today announced plans to restructure the company's phone hardware business to better focus and align resources. Microsoft also announced the reduction of up to 7,800 positions, primarily in the phone business. As a result, the company will record an impairment charge of approximately \$7.6 billion related to assets associated with the acquisition of the Nokia Devices and Services (NDS) business in addition to a restructuring charge of approximately \$750 million to \$850 million.

Today's announcement follows recent moves by Microsoft to better align with company priorities, including recent changes to Microsoft's engineering teams and leadership, plans to transfer the company's imagery acquisition operations to Uber, and shifts in Microsoft's display advertising business that enable the company to further invest in search as its core advertising technology and service.

Today's plans were outlined in an email from Microsoft CEO Satya Nadella to Microsoft employees.

"We are moving from a strategy to grow a standalone phone business to a strategy to grow and create a vibrant Windows ecosystem including our first-party device family," Nadella said. "In the near term, we'll run a more effective and focused phone portfolio business while retaining capability for long-term reinvention in mobility."

Microsoft will record a charge in the fourth quarter of fiscal 2015 for the impairment of assets and goodwill in its Phone Hardware segment, related to the NDS business. This charge has no impact on cash flow from operations and is nondeductible for income tax purposes. Based on the new plans, the future prospects for the Phone Hardware segment are below original expectations. Accordingly, the company concluded that an impairment adjustment of its Phone Hardware segment assets and goodwill of approximately \$7.6 billion is required.

The actions associated with today's announcement are expected to be substantially complete by the end of the calendar year and fully completed by the end of the company's fiscal year.

More information about these charges will be provided in Microsoft's fourth-quarter earnings announcement on July 21, 2015, and in the company's 2015 Annual Report on Form 10-K.

Microsoft (Nasdaq "MSFT" @microsoft) is the leading platform and productivity company for the mobile-first, cloud-first world and its mission is to empower every person and every organization on the planet to achieve more.

For more information, press only:

Rapid Response Team, Waggener Edstrom Communications, (503) 443-7070, rrt@waggeneredstrom.com

Note to editors: For more information, news and perspectives from Microsoft, please visit the Microsoft News Center at <http://www.microsoft.com/news>. Web links, telephone numbers and titles were correct at time of publication, but may have changed. For additional assistance, journalists and analysts may contact Microsoft's Rapid Response Team or other appropriate contacts listed at <http://www.microsoft.com/news/contactpr.msp>.

Note about forward-looking statements. Certain statements in this press release, other than purely historical information, including estimates, projections, statements relating to our business plans, objectives and expected operating results, and the assumptions upon which those statements are based, are "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. These forward-looking statements generally are identified by the words "believe," "project," "expect," "anticipate," "estimate," "intend," "strategy," "future," "opportunity," "plan," "may," "should," "will," "would," "will be," "will continue," "will likely result," and similar expressions. Forward-looking statements are based on current expectations and assumptions that are subject to risks and uncertainties which may cause actual results to differ materially from the forward-looking statements. A detailed discussion of risks and uncertainties that could cause actual results and events to differ materially from such forward-looking statements is included in the section titled "Risk Factors" of our Forms 10-K and 10-Q. We undertake no obligation to update or revise publicly any forward-looking statements, whether as a result of new information, future events, or otherwise.