

**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) **September 19, 2019**

**Microsoft Corporation**

**Washington**  
(State or Other Jurisdiction  
of Incorporation)

**001-37845**  
(Commission  
File Number)

**91-1144442**  
(IRS Employer  
Identification No.)

**One Microsoft Way, Redmond, Washington**

**98052-6399**

**(425) 882-8080**  
[www.microsoft.com/investor](http://www.microsoft.com/investor)

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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol	Name of exchange on which registered
<b>COMMON STOCK, \$0.0000625 par value per share</b>	<b>MSFT</b>	<b>NASDAQ</b>
<b>2.125% Notes due 2021</b>	<b>MSFT</b>	<b>New York Stock Exchange</b>
<b>3.125% Notes due 2028</b>	<b>MSFT</b>	<b>New York Stock Exchange</b>
<b>2.625% Notes due 2033</b>	<b>MSFT</b>	<b>New York Stock Exchange</b>

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 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter). 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.

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**Item 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.**

(b) Director retirement. Charles H. Noski and Helmut Panke, each of whom has served on the Microsoft Board of Directors since 2003, have informed the Company they have decided to retire from the Board and will not seek re-election at the 2019 annual shareholders meeting on December 4, 2019. Their retirement will be effective on that date.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits:

99.1 [Press release, dated September 19, 2019, 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: September 19, 2019

\_\_\_\_\_  
/s/ KEITH DOLLIVER

Keith Dolliver  
Assistant Secretary

Sept. 19, 2019

## Microsoft announces board changes and proposes election of new board member

**REDMOND, Wash. — Sept. 19, 2019** — Microsoft Corp. on Wednesday announced the nomination of Emma Walmsley, CEO of GlaxoSmithKline (GSK) and member of the GSK board, to the Microsoft board of directors. Walmsley will be presented for election at the company's annual shareholders meeting, which will be held Dec. 4, 2019.

"Emma is an accomplished business leader who led major advances in research and development at GSK and will bring her significant insights and global experience to Microsoft," said John W. Thompson, Microsoft independent board chair. "We believe she will be a valuable addition to the board."

Microsoft also announced that Charles H. Noski, former vice chairman of AT&T Corp. and Bank of America Corp., and Dr. Helmut Panke, former chairman of the board of management at BMW AG, have decided that after almost 16 years of service, both will not seek re-election to the Microsoft board. Their current term expires at the annual shareholders meeting.

"Chuck and Helmut each have brought tremendous wisdom and judgment to our board, including in the vital roles Chuck has played as chair of the Audit Committee and Helmut has played as chair of the Regulatory and Public Policy Committee," Thompson said.

Bill Gates, who served as chair when Noski and Panke joined the Microsoft board in 2003, said "Chuck and Helmut have been critical and insightful directors during multiple key moments for Microsoft for more than a decade and a half, and we are grateful for their many contributions."

"I very much appreciate the important role that Chuck and Helmut have both played as directors and advisors to me as we've pursued Microsoft's transformation," said Satya Nadella, Microsoft CEO.

Emma Walmsley was appointed CEO of GSK in April 2017 and has been a member of GSK's corporate executive team since 2011. She was the CEO of GSK Consumer Healthcare, a joint venture between GSK and Novartis, from its creation in March 2014 to 2017. Walmsley joined GSK in 2010, with responsibility for Consumer Healthcare, Europe. Before joining GSK, Walmsley worked for L'Oreal in a variety of marketing and general management roles in Paris, London, Shanghai and New York. She holds an MA in classics and modern languages from Oxford University.

If Walmsley and the rest of the company's nominees are elected, Microsoft's board of directors will consist of 13 members, including John W. Thompson, Microsoft independent board chair; William H. Gates, Microsoft co-founder and technology advisor; Reid Hoffman, partner at Greylock Partners; Hugh Johnston, vice chairman and chief financial officer of PepsiCo; Teri L. List-Stoll, executive vice president and chief financial officer of Gap Inc.; Satya Nadella, chief executive officer of Microsoft; Sandra E. Peterson, operating partner at Clayton, Dubilier & Rice; Penny Pritzker, founder and chairman of PSP Partners; Charles W. Scharf, chairman and chief executive officer of The Bank of New York Mellon Corp.; Arne Sorenson, president and CEO of Marriott International Inc.; John W. Stanton, chairman of Trilogy Partnerships; and Padmasree Warrior, founder, president and CEO, Fable Group Inc.

If nominees are elected by shareholders, the updated composition of each committee will be as follows. The board will determine a committee appointment for Ms. Walmsley once elected to the board.

- Audit Committee: Hugh Johnston (chair); committee members include Teri List-Stoll, Arne Sorenson and John W. Stanton.
- Compensation Committee: Sandra E. Peterson (chair); committee members include Charles W. Scharf and Padmasree Warrior.
- Governance and Nominating Committee: John W. Thompson (chair); committee members include Teri List-Stoll, Sandra E. Peterson and Charles W. Scharf.
- Regulatory and Public Policy Committee: Penny Pritzker (chair); committee members include John W. Stanton and John W. Thompson.

#### **About Microsoft**

Microsoft (Nasdaq "MSFT" @microsoft) enables digital transformation for the era of an intelligent cloud and an intelligent edge. Its mission is to empower every person and every organization on the planet to achieve more.

#### ***For more information, financial analysts and investors only:***

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