
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

**POST-EFFECTIVE AMENDMENT NO. 3
FILE NO. No. 333-52852
POST-EFFECTIVE AMENDMENT NO. 1
FILE NO. No. 333-221833**

**TO FORM S-8
REGISTRATION STATEMENT**
*UNDER
THE SECURITIES ACT OF 1933*

MICROSOFT CORPORATION

(Exact Name of Registrant as Specified in Its Charter)

Washington
(State or Other Jurisdiction of
Incorporation or Organization)

91-1144442
(I.R.S. Employer
Identification No.)

**One Microsoft Way
Redmond, Washington 98052-6399**
(Address of Principal Executive Offices) (Zip Code)

**Microsoft Corporation 2026 Stock Plan
Microsoft Corporation 2017 Stock Plan
Microsoft Corporation 2001 Stock Plan**
(Full Title of the Plans)

Keith R. Dolliver, Esq.
Deputy General Counsel and Corporate Secretary
Microsoft Corporation
One Microsoft Way
Redmond, Washington 98052-6399
(Name and Address of Agent for Service)

(425) 882-8080
(Telephone Number, including Area Code, of Agent for Service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer
Non-accelerated filer

Accelerated filer
Smaller reporting company
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 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

On December 5, 2025, the shareholders of Microsoft Corporation (“Microsoft”) approved the Microsoft Corporation 2026 Stock Plan (the “Plan”), which becomes effective on March 1, 2026 (the “Effective Date”). The total number of shares of Microsoft common stock that may be granted under the Plan includes, in addition to 226,000,000 new shares (registered concurrently on a new registration statement on Form S-8), (i) the number of shares available for future awards under the Microsoft Corporation 2017 Stock Plan (the “2017 Plan”) as of the Effective Date and (ii) the number of undelivered shares subject to outstanding awards under the 2017 Plan and the Microsoft Corporation 2001 Stock Plan that again become available for future awards under the Plan on or after the Effective Date, as provided for in the Plan (the shares described in (i) and (ii), the “Prior Plans’ Shares”).

In accordance with Item 512(a)(1)(iii) of Regulation S-K and Compliance and Disclosure Interpretation 126.43, this Post-Effective Amendment No. 3 to Registration Statement No. 333-52852 and this Post-Effective Amendment No. 1 to Registration Statement No. 333-221833 (together, the “Post-Effective Amendments”) are hereby filed to cover the issuance of the Prior Plans’ Shares pursuant to the Plan.

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed by Microsoft with the Securities and Exchange Commission (the “Commission”) are hereby incorporated by reference in this registration statement:

(a) Microsoft’s Annual Report on Form 10-K for the fiscal year ended June 30, 2025, filed on [July 30, 2025](#), which contains Microsoft’s audited financial statements for the latest fiscal year for which such statements have been filed;

(b) All other reports of Microsoft filed with the Commission, pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) since the end of the fiscal year covered by Microsoft’s Annual Report referred to in (a) above; and

(c) The description of Microsoft’s common stock, included in Exhibit 4.26 to Microsoft’s Annual Report on Form 10-K for the fiscal year ended June 30, 2024, filed on [July 30, 2024](#), and all amendments and reports filed for the purpose of updating such description.

All documents filed by Microsoft pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act, after the date hereof (excluding any documents or portions of such documents that are furnished under Item 2.02 or Item 7.01 of a current report on Form 8-K and any exhibits included with such Items), and prior to the filing of a post-effective amendment that indicates that all the securities offered hereby have been sold or that deregisters the securities offered hereby then remaining unsold, shall also be deemed to be incorporated by reference into this registration statement and to be a part hereof from the date of filing of such documents.

Any statement contained in this registration statement or in a document incorporated or deemed to be incorporated by reference in this registration statement will be deemed to be modified or superseded to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference in this registration statement modifies or supersedes that statement. Any statement so modified or superseded will not be deemed, except as so modified or superseded, to constitute a part of this registration statement.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

None.

Item 6. Indemnification of Directors and Officers.

Sections 23B.08.510 and 23B.08.570 of the Washington Business Corporation Act (“WBCA”) authorize Washington corporations to indemnify their officers and directors under certain circumstances against expenses and liabilities incurred in legal proceedings involving them as a result of their service as an officer or director. Section 23B.08.560 of the WBCA authorizes a corporation by provision in its articles of incorporation to indemnify or agree to indemnify a director made a party to a proceeding, or obligate itself to advance or reimburse expenses incurred in a proceeding, without regard to the limitations imposed by Sections 23B.08.510 through .550 of the WBCA; provided, however, that no such indemnity shall be made for or on account of (a) acts or omissions of the director finally adjudged to be intentional misconduct or a knowing violation of law, (b) conduct of the director finally adjudged to be in violation of Section 23B.08.310 of the WBCA (relating to unlawful distributions) or (c) any transaction with respect to which it was finally adjudged that the director personally received a benefit in money, property, or services to which the director is not legally entitled.

Microsoft’s Amended and Restated Articles of Incorporation require indemnification of Microsoft’s officers and directors and advancement of expenses to the fullest extent not prohibited by applicable law. Microsoft’s Amended and Restated Articles of Incorporation provide for procedures for those seeking indemnification and/or advancement of expenses. In addition, as authorized by Section 23B.08.320 of the WBCA, Microsoft’s Amended and Restated Articles of Incorporation contain a provision eliminating the personal liability of directors to Microsoft or its shareholders for monetary damages for conduct as a director, except for (a) omissions involving intentional misconduct by the director or a knowing violation of law by the director, (b) conduct violating Section 23B.08.310 of the WBCA or (c) any transaction from which the director will personally receive a benefit in money, property or services to which the director is not legally entitled.

Microsoft has established an indemnification trust (“2025 Directors’ Trust”) to fund Microsoft’s obligations to indemnify and/or advance expenses to directors arising from their board service in the event Microsoft does not or is financially unable to provide the indemnification and/or advancement. As required by the 2025 Directors’ Trust agreement, Microsoft has funded a minimum balance of principal assets of no less than \$50 million in the trust. Microsoft also has an indemnification trust (“2025 Officers’ Trust”) that funds Microsoft’s indemnification obligations to certain past and present officers arising from their activities as such. As required by the 2025 Officers’ Trust agreement, Microsoft has funded a minimum balance of principal assets of no less than \$50 million in the trust. The 2025 Directors’ Trust and 2025 Officers’ Trust are successors to certain trusts originally established in 1993, and amended from time to time, to fund Microsoft’s indemnification obligations to directors and officers.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

| Exhibit Number | Description of Document |
|-----------------------|--|
| 5.1+ | Opinion of Counsel regarding legality of the common stock being registered |
| 15+ | Letter re unaudited interim financial information |
| 23.1+ | Consent of Independent Registered Public Accounting Firm |
| 23.2+ | Consent of Counsel (included in opinion filed as Exhibit 5.1) |

- 99.1* [Microsoft Corporation 2017 Stock Plan \(incorporated by reference to Annex C of Microsoft's Proxy Statement for its 2017 Annual Meeting of Stockholders, filed with the Commission on October 16, 2017\)](#)
- 99.2* [Microsoft Corporation 2001 Stock Plan \(incorporated by reference to Exhibit 10.1 to Microsoft's Form 10-K Annual Report for the year ended June 30, 2016, filed with the Commission on July 28, 2016\)](#)
- 99.3* [Microsoft Corporation 2026 Stock Plan \(incorporated by reference to Annex A of Microsoft's Proxy Statement for its 2025 Annual Shareholders Meeting, filed with the Commission on October 21, 2025\)](#)

+ Filed herewith.

* Incorporated herein by reference.

Item 9. Undertakings.

A. The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(a) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933, as amended (the "Securities Act");

(b) To reflect in the prospectus any facts or events arising after the effective date of this registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this registration statement; and

(c) To include any material information with respect to the plan of distribution not previously disclosed in this registration statement or any material change to such information in this registration statement; *provided, however*, that paragraphs (1)(a) and (1)(b) above do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this registration statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

B. The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the registrant's annual report pursuant to Section 13(a) or 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in this registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

C. Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers, and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that, in the opinion of the Commission, such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer, or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.



Orrick, Herrington & Sutcliffe LLP
401 UNION STREET - SUITE 3300
SEATTLE, WA 98101
+1 206 839 4300
orrick.com

December 30, 2025

Microsoft Corporation
One Microsoft Way
Redmond, Washington 98052-6399

Re: Microsoft Post-Effective Amendments to Form S-8

Ladies and Gentlemen:

We have acted as counsel for Microsoft Corporation, a Washington corporation (“Microsoft”), in connection with the preparation and filing with the Securities and Exchange Commission (the “Commission”) of Microsoft’s Post-Effective Amendment No. 3 to Registration Statement No. 333-52852 and Post-Effective Amendment No. 1 to Registration Statement No. 333-221833 (together, the “Post-Effective Amendments”), under the Securities Act of 1933, as amended (the “Securities Act”).

On December 5, 2025, the shareholders of Microsoft approved the Microsoft Corporation 2026 Stock Plan (the “Plan”), which becomes effective on March 1, 2026 (the “Effective Date”). The total number of shares of Microsoft common stock that may be granted under the Plan includes, in addition to 226,000,000 new shares (registered concurrently on a new registration statement on Form S-8), (i) the number of shares available for future awards under the Microsoft Corporation 2017 Stock Plan (the “2017 Plan”) as of the Effective Date and (ii) the number of undelivered shares subject to outstanding awards under the 2017 Plan and the Microsoft Corporation 2001 Stock Plan that again become available for future awards under the Plan on or after the Effective Date, as provided for in the Plan (the shares described in (i) and (ii), the “Prior Plans’ Shares”).

As your legal counsel, we have reviewed the actions proposed to be taken by you to cover the issuance of the Prior Plans’ Shares pursuant to the Plan.

In connection with this opinion, we have examined and relied upon originals or copies, certified or otherwise identified to our satisfaction, of (i) the Amended and Restated Articles of Incorporation of Microsoft Corporation, (ii) the Bylaws of Microsoft Corporation, (iii) the Post-Effective Amendments, (iv) the Plan, and (v) such corporate records, agreements, documents and other instruments, and such certificates or comparable documents of public officials and of officers and representatives of Microsoft, and have made such inquiries of such officers and representatives, as we have deemed relevant and necessary or appropriate as a basis for the opinion set forth below.



In our examination, we have assumed the legal capacity of all natural persons, the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as facsimile, electronic, certified or photostatic copies, and the authenticity of the originals of such copies. In making our examination of documents executed or to be executed, we have assumed that the parties thereto, other than Microsoft, had or will have the power, corporate or other, to enter into and perform all obligations thereunder and have also assumed the due authorization by all requisite action, corporate or other, and the execution and delivery by such parties of such documents and the validity and binding effect thereof on such parties. As to any facts material to the opinions expressed herein that we did not independently establish or verify, we have relied upon statements and representations of officers and other representatives of Microsoft and others and of public officials.

Based on the foregoing and subject to the limitations, qualifications and assumptions set forth herein, we are of the opinion that the Prior Plans' Shares to be issued pursuant to the terms of the Plan have been duly authorized and, when issued, delivered and paid for in accordance with the terms of the Plan, will be validly issued, fully paid and non-assessable.

The opinion expressed herein is limited to the corporate laws of the State of Washington and the federal laws of the United States of America, and we express no opinion as to the effect on the matters covered by this letter of the laws of any other jurisdictions.

We hereby consent to the filing of this opinion as an exhibit to the Post-Effective Amendment. In giving such consent, we do not hereby admit that we are included in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission promulgated thereunder.

Very truly yours,

/s/ ORRICK, HERRINGTON & SUTCLIFFE LLP
ORRICK, HERRINGTON & SUTCLIFFE LLP

December 30, 2025

The Board of Directors and Stockholders of Microsoft Corporation
One Microsoft Way
Redmond, Washington 98052-6399

We are aware that our report dated October 29, 2025, on our review of the interim financial information of Microsoft Corporation appearing in Microsoft Corporation's Quarterly Report on Form 10-Q for the quarter ending September 30, 2025, is being incorporated by reference in this Post-Effective Amendment No. 3 to the Form S-8 Registration Statement No. 333-52852 pertaining to the Microsoft Corporation 2001 Stock Plan and this Post-Effective Amendment No. 1 to the Form S-8 Registration Statement No. 333-221833 pertaining to the Microsoft Corporation 2017 Stock Plan.

/s/ DELOITTE & TOUCHE LLP

Seattle, Washington

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Post-Effective Amendment No. 3 to the Form S-8 Registration Statement (333-52852) pertaining to the Microsoft Corporation 2001 Stock Plan and this Post-Effective Amendment No. 1 to the Form S-8 Registration Statement (333-221833) pertaining to the Microsoft Corporation 2017 Stock Plan of our reports dated July 30, 2025, relating to the consolidated financial statements of Microsoft Corporation and subsidiaries (the “Company”), and the effectiveness of the Company’s internal control over financial reporting, appearing in the Annual Report on Form 10-K of Microsoft Corporation for the year ended June 30, 2025.

/s/ DELOITTE & TOUCHE LLP

Seattle, Washington
December 30, 2025