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

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**POST-EFFECTIVE AMENDMENT NO. 1  
FILE NO. No. 333-185757  
TO FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

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**MICROSOFT CORPORATION**  
(Exact name of registrant as specified in its charter)

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**Washington**  
(State or other jurisdiction of  
incorporation or organization)

**91-1144442**  
(I.R.S. Employer  
Identification Number)

**One Microsoft Way  
Redmond, Washington 98052-6399**  
(Address of principal executive offices, including zip code)

**Microsoft Corporation Employee Stock Purchase Plan**  
(Full title of the plan)

**Hossein Nowbar  
Corporate Vice President, General Counsel, Corporate Legal Affairs,  
and Corporate Secretary  
One Microsoft Way  
Redmond, Washington 98052-6399  
(425) 882-8080**  
(Name, address and telephone number, including area code, of agent for service)

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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.

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## EXPLANATORY NOTE

On November 30, 2021, the shareholders of Microsoft Corporation ("Microsoft") approved the Microsoft Corporation Employee Stock Purchase Plan (the "ESPP"). The total number of shares of Microsoft common stock, \$0.00000625 par value per share, that may be granted under the ESPP will be equal to the number of shares of Microsoft common stock that are available but not used as of January 1, 2021 under the previous Microsoft Corporation Employee Stock Purchase Plan, which was approved by shareholders in November 2012 and will terminate in connection with the ESPP becoming effective (the "Prior Plan 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. 1 (the "Post-Effective Amendment") to Registration Statement No. 333-185757 (the "Registration Statement") is being filed to cover the issuance of the Prior Plan Shares pursuant to the ESPP. For the avoidance of doubt, the Registration Statement shall continue to cover shares of Microsoft common stock for issuance, offer and sale under the Microsoft Corporation Savings Plus 401(k) Plan (the "401(k) Plan"), including interests offered or sold pursuant to the 401(k) 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 into this registration statement:

- (a) Microsoft's Annual Report on Form 10-K for the fiscal year ended June 30, 2021, filed on [July 29, 2021](#), which contains Microsoft's audited financial statements for the latest fiscal year for which such statements have been filed;
- (b) Microsoft's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2021, filed on [October 26, 2021](#), which contains unaudited interim financial statements;
- (c) Microsoft's Current Reports on Form 8-K filed on [July 8, 2021](#) and [November 30, 2021](#); and
- (d) The description of Microsoft's common stock, included in Exhibit 4.16 to Microsoft's Annual Report on Form 10-K for the fiscal year ended June 30, 2019 filed on [August 1, 2019](#), 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 Securities Exchange Act of 1934, as amended (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 (the "WBCA") authorize Washington corporations to indemnify their officers and directors under certain circumstances against expenses and liabilities incurred in legal proceedings involving them because they were an officer or director. Section 23B.08.560 of the WBCA authorizes a corporation by provision in its articles of incorporation to agree to indemnify a director and obligate itself to advance or reimburse expenses without regard to the provisions of Sections 23B.08.510 through 23B.08.550 of the WBCA; provided, however, that no such indemnity shall be made from or on account of any (a) acts or omissions of a director that involve intentional misconduct or a knowing violation of law, (b) conduct in violation of Section 23B.08.310 of the WBCA (relating to unlawful distributions), or (c) any transaction from which a director personally received a benefit in money, property, or services to which the director was not legally entitled.

Microsoft's Amended and Restated Articles of Incorporation require indemnification of Microsoft's officers and directors to the fullest extent not prohibited by applicable law. Microsoft's Amended and Restated Articles of Incorporation provide for procedures for individuals seeking indemnification and/or advancement of expenses. Microsoft's Amended and Restated Articles of Incorporation also contain a provision eliminating the personal liability of directors to Microsoft or its shareholders for monetary damages arising out of a breach of fiduciary duty. Under Washington law, this provision eliminates the liability of a director for breach of fiduciary duty but does not eliminate the personal liability of any director for (i) acts or omissions of a director that involve intentional misconduct or a knowing violation of law, (ii) conduct in violation of Section 23B.08.310 of the WBCA, or (iii) any transaction from which a director personally received a benefit in money, property, or services to which the director was not legally entitled.

Microsoft established an indemnification trust ("Directors' Indemnification Trust") to fund Microsoft's obligations to indemnify and/or advance expenses to directors arising from their service in the event Microsoft does not or is financially unable to provide the indemnification and/or advancement. Microsoft also has an indemnification trust ("Officers' Indemnification Trust") that funds Microsoft's indemnification obligations to certain past and present officers arising from their activities as such. The Directors' Indemnification Trust and the Officers' Indemnification Trust were most recently amended and restated in 2016 to increase the minimum balance of principal assets in each trust to \$50 million.

**Item 7. Exemption from Registration Claimed.**

Not applicable.

**Item 8. Exhibits.**

<u>Exhibit Number</u>	<u>Description of Document</u>
5.1+	<a href="#">Opinion of Orrick, Herrington &amp; Sutcliffe LLP regarding legality of the common stock being registered</a>
5.2*	<a href="#">Opinion of Keith R. Dolliver, Esq., Microsoft Corporation's counsel, and Assistant Secretary, as to matters of the law of the State of Washington regarding legality of the common stock being registered (incorporated by reference to Exhibit 5.1 to the Registration Statement, filed with the Commission on December 31, 2012).</a>
15+	<a href="#">Awareness Letter of Deloitte &amp; Touche LLP</a>
23.1+	<a href="#">Consent of Deloitte &amp; Touche LLP</a>

- 23.2+ [Consent of Orrick, Herrington & Sutcliffe LLP \(included in opinion filed as Exhibit 5.1\)](#)
- 23.3\* [Consent of Keith R. Dolliver, Esq. \(included in opinion filed as Exhibit 5.2\)](#)
- 99.1\* [Microsoft Corporation Employee Stock Purchase Plan \(incorporated by reference to Exhibit 10.4 to Microsoft's Form 10-K Annual Report for the year ended June 30, 2012, filed with the Commission on July 26, 2012\)](#)
- 99.2\* [Microsoft Corporation Employee Stock Purchase Plan \(incorporated by reference to Annex A of Microsoft's Proxy Statement for its 2021 Annual Shareholders Meeting, filed with the Commission on October 14, 2021\)](#)

+ 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

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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.

## SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Redmond, State of Washington, on December 10, 2021.

### MICROSOFT CORPORATION

By: /s/ Amy E. Hood  
Name: Amy E. Hood  
Title: Executive Vice President and  
Chief Financial Officer

Pursuant to the requirements of the Securities Act, this Post-Effective Amendment has been signed by the following persons in the capacities indicated below on December 10, 2021.

<u>Signature</u>	<u>Title</u>
<u>/s/ Satya Nadella</u> Satya Nadella	Chairman and Chief Executive Officer (Principal Executive Officer)
<u>/s/ Amy E. Hood</u> Amy E. Hood	Executive Vice President and Chief Financial Officer (Principal Financial Officer)
<u>/s/ Alice L. Jolla</u> Alice L. Jolla	Corporate Vice President and Chief Accounting Officer (Principal Accounting Officer)
<u>/s/ John W. Thompson</u> John W. Thompson	Lead Independent Director
<u>/s/ Reid G. Hoffman</u> Reid G. Hoffman	Director
<u>/s/ Hugh F. Johnston</u> Hugh F. Johnston	Director
<u>/s/ Teri L. List</u> Teri L. List	Director
<u>/s/ Sandra E. Peterson</u> Sandra E. Peterson	Director
<u>/s/ Penny S. Pritzker</u> Penny S. Pritzker	Director
<u>/s/ Carlos A. Rodriguez</u> Carlos A. Rodriguez	Director
<u>/s/ Charles W. Scharf</u> Charles W. Scharf	Director

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/s/ John W. Stanton Director  
John W. Stanton

/s/ Emma N. Walmsley Director  
Emma N. Walmsley

/s/ Padmasree Warrior Director  
Padmasree Warrior

**Orrick, Herrington & Sutcliffe LLP**

701 FIFTH AVENUE  
SUITE 5600  
Seattle, WA 98104-7097

+1 206 839 4300  
**orrick.com**

December 10, 2021

Microsoft Corporation  
One Microsoft Way  
Redmond, Washington 98052-6399

Re: Microsoft Post-Effective Amendment 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. 1 to Registration Statement No 333-185757 (the "Post-Effective Amendment") under the Securities Act of 1933, as amended (the "Securities Act").

On November 30, 2021, the shareholders of Microsoft approved the Microsoft Corporation Employee Stock Purchase Plan (the "ESPP"), which will become effective on January 1, 2022. The total number of shares of Microsoft common stock that may be granted under the ESPP will be equal to the number of shares of Microsoft common stock that were available but not used as of January 1, 2021 under the previous Microsoft Corporation Employee Stock Purchase Plan, which was approved by shareholders in November 2012 and will terminate in connection with the ESPP becoming effective (the "Prior Plan Shares").

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

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 Amendment, (iv) the ESPP, 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.



December 10, 2021  
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Based on the foregoing and subject to the limitations, qualifications and assumptions set forth herein, we are of the opinion that the Prior Plan Shares to be issued pursuant to the terms of the ESPP have been duly authorized and, when issued, delivered and paid for in accordance with the terms of the ESPP, 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 10, 2021

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

We are aware that our report dated October 26, 2021, on our review of interim financial information of Microsoft Corporation appearing in Microsoft Corporation's Quarterly Report on Form 10-Q for the quarter ended September 30, 2021, is incorporated by reference in this Registration Statement on Form S-8 No. 333-185757.

/s/ DELOITTE & TOUCHE LLP

Seattle, Washington

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in this Registration Statement on Form S-8 No. 333-185757 of our reports dated July 29, 2021 relating to the financial statements of Microsoft Corporation and the effectiveness of Microsoft Corporation's internal control over financial reporting, appearing in the Annual Report on Form 10-K of Microsoft Corporation for the year ended June 30, 2021.

/s/ DELOITTE & TOUCHE LLP

Seattle, Washington  
December 10, 2021