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 \boxtimes

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

(Name of Registrant as Specified In Its Charter) (Name of Person(s) Filing Proxy Statement, if other than the Registrant) Payment of Filing Fee (Check the appropriate box): \mathbf{X} 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: Total fee paid: (5) 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.

*** Exercise Your *Right* to Vote *** Important Notice Regarding the Availability of Proxy Materials for the Annual Shareholders Meeting to Be Held on December 2, 2020.



CIO PROXY SERVICES P.O. BOX 9163 FARMINGDALE, NY 11735 Virtual Meeting: Meeting live via the Internet-please visit www.virtualshareholdermeeting.com/MSFT20. 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/MSFT20 and he sure to have

www.virtualshareholdermeeting.com/MSFT20 and be sure to have the information that is printed in the box marked by the arrow XXXX XXXX XXXX (located on the following page). You are receiving this communication because you hold shares

in the company named above. This is not a ballot. You cannot use this notice to vote these shares. 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, 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 \rightarrow XXXX XXXX XXXX XXXX (located on the following page) and visit: 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
- 2) BY TELEPHONE: 1-800-579-1639 3) BY E-MAIL*: sendmaterial@p
- 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 18, 2020 to facilitate timely delivery.

How To Vote

Please Choose One of the Following Voting Methods



Vote By Internet:

Before The Meeting:

Go to 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 \rightarrow XXXX XXXX XXXX XXXX (located on the following page) available and follow the instructions.

During The Meeting:

Go to www.virtualshareholdermeeting.com/MSFT20. Have the information that is printed in the box marked by the arrow \rightarrow [XXXX XXXX XXXX XXXX] (located on the following page) available and follow the instructions.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

Voting Items

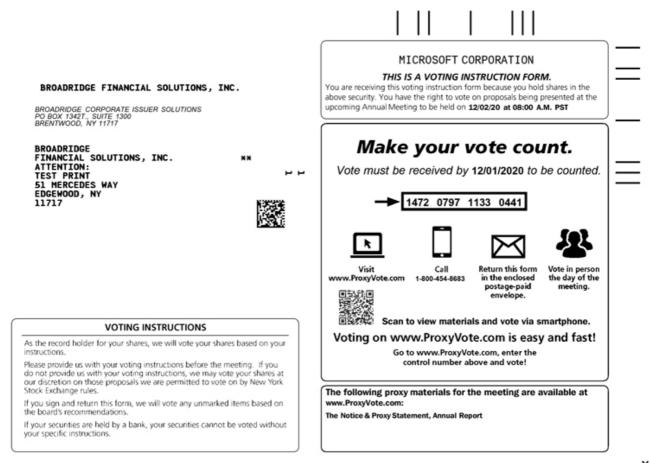
The Board of Directors recommends a vote "FOR" EACH OF THE FOLLOWING NOMINEES, "FOR" Proposal 2, "FOR" Proposal 3 and "AGAINST" Proposal 4.

- 1. Election of Directors: (The Board recommends a vote FOR each nominee)
 - 01. Reid G. Hoffman
 - 02. Hugh F. Johnston
 - 03. Teri L. List-Stoll
 - 04. Satya Nadella
 - 05. Sandra E. Peterson
 - 06. Penny S. Pritzker
 - 07. Charles W. Scharf
 - 08. Arne M. Sorenson
 - 09. John W. Stanton
 - 10. John W. Thompson
 - 11. Emma N. Walmsley
 - 12. Padmasree Warrior

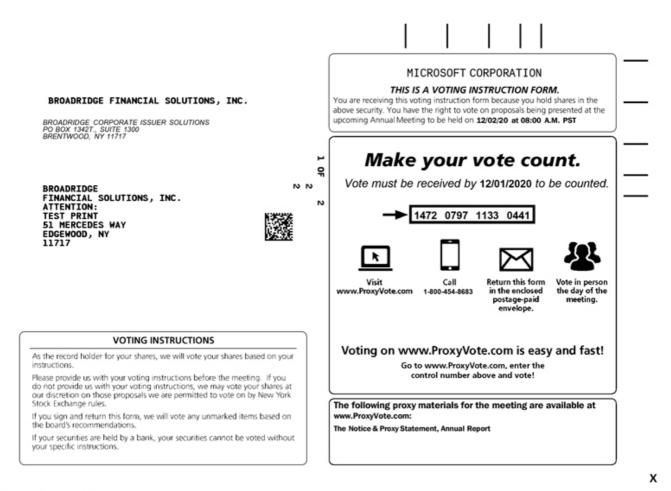
D23611-P44182-Z78135

- Advisory vote to approve named executive officer compensation (The Board recommends a vote FOR this proposal)
- Ratification of Deloitte & Touche LLP as our independent auditor for fiscal year 2021 (The Board recommends a vote FOR this proposal)
- Shareholder Proposal Report on Employee Representation on Board of Directors (The Board recommends a vote AGAINST this proposal)

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	THIS VOTING INSTRUCTION FORM IS VALID ONLY WH	EN SIG	NED AND	DATED.	PLEASE USE BLUE OR BI	ACK INK AND RETURN ONLY THE BO	том	PORTION.	
	MICROSOFT CORPORATION				Please check this vote your shares i	box if you plan to attend the Meeting and in person.	0	-	٦
.0.1.18 V31716 11	The Board recommends you vote FOR the following director nominee(s):1A through 1L 1A. Election of Director: Reid G. Hoffman 1B. Election of Director: Hugh F. Johnston 1C. Election of Director: Teri L. List-Stoll 1D. Election of Director: Satya Nadella 1E. Election of Director: Sandra E. Peterson 1F. Election of Director: Penny S. Pritzker 1G. Election of Director: Charles W. Scharf 1H. Election of Director: Arne M. Sorenson 1I. Election of Director: John W. Stanton 1J. Election of Director: John W. Thompson 1K. Election of Director: Emma N. Walmsley 1L. Election of Director: Padmasree Warrior		Against 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0	Abstain	proposal(s):2 and 3 2. Advisory vote to officer compensa 3. Ratification of independent audi The Board recommends following proposal(s 4. Shareholder Prop Representation of "NOTE" Such other t	Deloitte & Touche LLP as our tor for fiscal year 2021. s you vote AGAINST the	For C For C	Against	0
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PAGE 1 OF 2

	THIS VOTING INSTRUCTION FORM IS VALID ONLY WH	EN SIG	NED AND	DATED.	PLEASE USE BLUE OR BL	ACK INK AND RETURN ONLY THE BO	ттом	PORTION		
	MICROSOFT CORPORATION				Please check this vote your shares i	box if you plan to attend the Meeting and in person.	0	-	٦	
	The Board recommends you vote FOR the following	For	Against	Abstain		you vote FOR the following	For	Against	Abstain	
F	director nominee(s):1A through 1L 1A. Election of Director: Reid G. Hoffman	Ο	Ο	Ο		approve named executive	Ο	0	0	
	1B. Election of Director: Hugh F. Johnston	Ο	Ο	Ο		Deloitte & Touche LLP as our	0	0	0	
	1C. Election of Director: Teri L. List-Stoll	Ο	Ο	0	independent audi	tor for fiscal year 2021.				
	1D. Election of Director: Satya Nadella	Ο	Ο	0	The Board recommends following proposal(s	you vote AGAINST the	For	Against	Abstain	
	1E. Election of Director: Sandra E. Peterson	Ο	Ο	Ο	4. Shareholder Prop	osal - Report on Employee no Board of Directors.	Ο	0	0	
	1F. Election of Director: Penny S. Pritzker	Ο	Ο	Ο		usiness as may properly				
	1G. Election of Director: Charles W. Scharf	Ο	Ο	0		ing or any adjournment thereof.				
	1H. Election of Director: Arne M. Sorenson	Ο	Ο	0						
V31716	1I. Election of Director: John W. Stanton	Ο	0	Ο						
V31	1J. Election of Director: John W. Thompson	Ο	Ο	0						
	1K. Election of Director: Emma N. Walmsley	Ο	Ο	Ο						
.18	1L. Election of Director: Padmasree Warrior	Ο	Ο	Ο						
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	Signature [PLEASE SIGN WITHIN BOX] Date		2 0797 918104	1133 0	0441 12/02/20	123,456,789,012.00000 P44133-015 GS2				

N 윾 BROADRIDGE FINANCIAL SOLUTIONS, INC. ATTENTION: WN N

TEST PRINT 51 MERCEDES WAY EDGEWOOD, NY 11717

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PLEASE RETAIN FOR YOUR RECORDS

IMPORTANT NOTICE REGARDING HOUSEHOLDING ELECTION OF SHAREHOLDER COMMUNICATIONS

In December 2000, the Securities Exchange Commission enacted a rule that allows multiple shareholders residing at the same address the convenience of receiving a single copy of all shareholder communications if they consent to do so. This is known as "Householding". Please note that if you do not respond to this notice, Householding will start 60 days after the mailing of this notification. We will allow Householding only upon these certain conditions:

- The issuer agrees to have its documents Househeld.
- You agree to or do not object to the Householding of your materials. ٠
- You have the same last name and exact address as another shareholder(s).

The HOUSEHOLDING ELECTION, which appears on the enclosed proxy card, provides a means for you to notify us whether or not you consent to participate in Householding. By marking "Yes" in the block provided, you will consent to participate in Householding. By marking "No", you will withhold your consent to participate. If you do nothing, you will be deemed to have given your consent to participate. Your affirmative or implied consent to Household will remain in effect until you revoke it. If you wish to revoke your consent, please call 1-866-540-7095 and follow the instructions or you may send a written request with your name, the name of your financial institution and your account number at the firm to: Householding Department, 51 Mercedes Way, Edgewood, NY 11717. If you revoke your Householding election, each primary account holder will begin receiving individual copies within 30 days of your revocation.

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