

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

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):

- 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:

 - (5) Total fee paid:
- 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.**



VO PROXY SERVICES
P.O. BOX 9163
FARMINGDALE, NY 11735

D23609-P44 182-Z78135

Meeting Information

Meeting Type: Annual Meeting
For holders as of: October 8, 2020
Date: December 2, 2020 **Time:** 8:00 a.m. PT
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 be sure to have
the information that is printed in the box marked by the arrow
→ [XXXX 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.**

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

D23611-P44182-Z7135

D23612-P44182-Z78135

BROADRIDGE FINANCIAL SOLUTIONS, INC.

BROADRIDGE CORPORATE ISSUER SOLUTIONS
PO BOX 13427, SUITE 1300
BRENTWOOD, NY 11717

**BROADRIDGE
FINANCIAL SOLUTIONS, INC.**
**ATTENTION:
TEST PRINT**
51 MERCEDES WAY
EDGEWOOD, NY
11717

**



MICROSOFT CORPORATION

THIS IS A VOTING INSTRUCTION FORM.

You are receiving this voting instruction form because you hold shares in the above security. You have the right to vote on proposals being presented at the upcoming Annual Meeting to be held on **12/02/20 at 08:00 A.M. PST**

Make your vote count.

Vote must be received by 12/01/2020 to be counted.

→ **1472 0797 1133 0441**



Visit
www.ProxyVote.com



Call
1-800-454-8683



Return this form
in the enclosed
postage-paid
envelope.



Vote in person
the day of the
meeting.



Scan to view materials and vote via smartphone.

Voting on www.ProxyVote.com is easy and fast!

Go to www.ProxyVote.com, enter the
control number above and vote!

The following proxy materials for the meeting are available at
www.ProxyVote.com:

The Notice & Proxy Statement, Annual Report

VOTING INSTRUCTIONS

As the record holder for your shares, we will vote your shares based on your instructions.

Please provide us with your voting instructions before the meeting. If you do not provide us with your voting instructions, we may vote your shares at our discretion on those proposals we are permitted to vote on by New York Stock Exchange rules.

If you sign and return this form, we will vote any unmarked items based on the board's recommendations.

If your securities are held by a bank, your securities cannot be voted without your specific instructions.

X

THIS VOTING INSTRUCTION FORM IS VALID ONLY WHEN SIGNED AND DATED. PLEASE USE BLUE OR BLACK INK AND RETURN ONLY THE BOTTOM PORTION.

MICROSOFT CORPORATION

Please check this box if you plan to attend the Meeting and vote your shares in person.

The Board recommends you vote FOR the following director nominee(s): 1A through 1L

1A. Election of Director: Reid G. Hoffman

For Against Abstain

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. Walsley

1L. Election of Director: Padmasree Warrior

The Board recommends you vote FOR the following proposal(s): 2 and 3

2. Advisory vote to approve named executive officer compensation.

3. Ratification of Deloitte & Touche LLP as our independent auditor for fiscal year 2021.

For Against Abstain

The Board recommends you vote AGAINST the following proposal(s): 4

4. Shareholder Proposal - Report on Employee Representation on Board of Directors.

For Against Abstain

NOTE Such other business as may properly come before the meeting or any adjournment thereof.



1472 0797 1133 0441 12/02/20 123,456,789,012.00000
594918104 *****ACCOUNT P44133-01S GS2



Signature [PLEASE SIGN WITHIN BOX] _____ Date _____

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BROADRIDGE FINANCIAL SOLUTIONS, INC.

BROADRIDGE CORPORATE ISSUER SOLUTIONS
PO BOX 1342T, SUITE 1300
BRENTWOOD, NY 11717

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1 OF 2
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2 OF 2
2



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 Household.
- You agree to or do not object to the Householding of your materials.
- 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.