

**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) March 13, 2020

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

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:

<u>Title of each class</u>	<u>Trading Symbol</u>	<u>Name of exchange on which registered</u>
Common stock, \$0.00000625 par value per share	MSFT	NASDAQ
2.125% Notes due 2021	MSFT	NASDAQ
3.125% Notes due 2028	MSFT	NASDAQ
2.625% Notes due 2033	MSFT	NASDAQ

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.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

(b) Bill Gates, co-founder and member of the Board of Directors of Microsoft, resigned from the Board effective March 13, 2020. The Company's press release announcing Mr. Gates' plans is attached as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits:

- 99.1 [Press release, dated March 13, 2020, issued by Microsoft Corporation](#)
- 104 Cover Page Interactive Data File (embedded within the Inline XBRL document)

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: March 13, 2020

/s/ KEITH R. DOLLIVER

Keith R. Dolliver
Assistant Secretary

Microsoft announces change to its board of directors

REDMOND, Wash. — March 13, 2020 — Microsoft Corp. today announced that Co-Founder and Technology Advisor Bill Gates stepped down from the company's Board of Directors to dedicate more time to his philanthropic priorities including global health, development, education, and his increasing engagement in tackling climate change. He will continue to serve as Technology Advisor to CEO Satya Nadella and other leaders in the company.

On June 27, 2008, Gates transitioned out of a day-to-day role in the company to spend more time on his work at the Bill & Melinda Gates Foundation. He served as Microsoft's chairman of the board until February 4, 2014.

"It's been a tremendous honor and privilege to have worked with and learned from Bill over the years. Bill founded our company with a belief in the democratizing force of software and a passion to solve society's most pressing challenges. And Microsoft and the world are better for it. The board has benefited from Bill's leadership and vision. And Microsoft will continue to benefit from Bill's ongoing technical passion and advice to drive our products and services forward. I am grateful for Bill's friendship and look forward to continuing to work alongside him to realize our mission to empower every person and every organization on the planet to achieve more," said Microsoft CEO Satya Nadella.

"On behalf of our shareholders and the Board, I want to express my deep appreciation to Bill for all his contributions to Microsoft. As a member of the Board, he challenged us to think big and then think even bigger. He leaves an enduring legacy of curiosity and insight that serves as an inspiration for us all," said John W. Thompson, Microsoft independent board chair.

With Gates' departure, the Board will consist of 12 members, including John W. Thompson, Microsoft independent chair; 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, Clayton, Dubilier & Rice; Penny Pritzker, founder and chairman, PSP Partners; Charles W. Scharf, chief executive officer and president of Wells Fargo & Co.; Arne Sorenson, president and CEO, Marriott International Inc.; John W. Stanton, chairman of Trilogy Equity Partners; Emma Walmsley, CEO of GlaxoSmithKline plc (GSK); and Padmasree Warrior, founder, CEO and president, Fable Group Inc.

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, press only: Microsoft Media Relations, WE Communications for Microsoft, (425) 638-7777, rrt@we-worldwide.com