
**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) June 13, 2016 (June 11, 2016)

Microsoft Corporation

(Exact Name of Registrant as Specified in Its Charter)

Washington

(State or Other Jurisdiction of Incorporation)

0-14278

(Commission File Number)

91-1144442

(IRS Employer Identification No.)

One Microsoft Way, Redmond, Washington

(Address of Principal Executive Offices)

98052-6399

(Zip Code)

(425) 882-8080

(Registrant's Telephone Number, Including Area Code)

(Former Name or Former Address, if Changed Since Last Report)

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))

Item 1.01. Entry into a Material Definitive Agreement.

On June 11, 2016, Microsoft Corporation, a Washington corporation (the "Company"), entered into an Agreement and Plan of Merger (the "Merger Agreement") with LinkedIn Corporation, a Delaware corporation ("LinkedIn") and Liberty Merger Sub Inc., a Delaware corporation and wholly owned subsidiary of the Company ("Merger Sub"), providing for the merger of Merger Sub with and into LinkedIn (the "Merger"), with LinkedIn surviving the Merger as a wholly owned subsidiary of the Company. The boards of directors of the Company and LinkedIn unanimously approved the Merger Agreement.

At the effective time of the Merger, each share of LinkedIn Class A common stock and Class B common stock issued and outstanding immediately prior to the effective time (other than shares (i) owned by the Company or its subsidiaries, (ii) held in treasury by LinkedIn or (iii) owned by LinkedIn stockholders who have properly exercised and perfected appraisal rights under Delaware law) will be automatically cancelled and converted into the right to receive \$196.00 in cash, without interest.

Consummation of the Merger is subject to customary conditions, including without limitation (i) the approval by the holders of at least a majority of the voting power of the outstanding shares of LinkedIn's common stock entitled to vote on the Merger and (ii) regulatory approvals. Closing is not subject to any financing condition or a vote of the Company's stockholders.

Under the Merger Agreement, LinkedIn may not solicit competing proposals or, subject to exceptions that permit its board of directors to take actions required by their fiduciary duties, participate in any discussions or negotiations regarding alternative business combination transactions.

The Merger Agreement contains certain termination rights for the Company and LinkedIn. Upon termination of the Merger Agreement under specified circumstances, LinkedIn will be required to pay the Company a termination fee of \$725.0 million.

The Merger Agreement contains customary representations, warranties and covenants by the Company, Merger Sub and LinkedIn, including covenants regarding operation of the business of LinkedIn and its subsidiaries prior to the closing.

The Merger Agreement has been included to provide investors and security holders with information regarding its terms. It is not intended to provide any other financial or other information about the Company, LinkedIn or their respective subsidiaries and affiliates. The representations, warranties and covenants contained in the Merger Agreement were made only for purposes of that agreement and as of specific dates, were solely for the benefit of the parties to the Merger Agreement, may be subject to important qualifications and limitations agreed upon by the parties, including being qualified by confidential disclosures made for the purposes of allocating contractual risk between the parties to the Merger Agreement instead of establishing these matters as facts, and may be subject to standards of materiality applicable to the contracting parties that differ from those applicable to investors and security holders. The Company's and LinkedIn's investors should not rely on the representations, warranties and covenants or any description thereof as characterizations of the actual state of facts or condition of the Company, LinkedIn or any of their respective subsidiaries or affiliates. Moreover, information concerning the subject matter of the representations, warranties and covenants may change after the date of the Merger Agreement, which subsequent information may or may not be fully reflected in public disclosures by the Company and LinkedIn.

The foregoing description of the Merger Agreement and the transactions contemplated thereby does not purport to be complete and is subject to, and qualified in its entirety by, the full text of the Merger Agreement, a copy of which is attached hereto as Exhibit 2.1, which is incorporated by reference herein.

Item 7.01 Regulation FD Disclosure.

On and after June 13, 2016, representatives the Company will present the information described in the slides attached hereto to various investors.

The presentation will include the slides attached hereto as Exhibit 99.1 and is incorporated by reference herein.

The information contained in this Item 7.01 and in the accompanying Exhibit 99.1 shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or incorporated by reference in any filing under the Exchange Act or the Securities Act of 1933, as amended except as shall be expressly set forth by specific reference in such filing.

Item 8.01 Other Events.

A copy of the joint press release announcing, among other things, the execution of the Merger Agreement is attached hereto as Exhibit 99.2 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
2.1	Agreement and Plan of Merger, dated as of June 11, 2016, by and among the Company, Merger Sub and LinkedIn (incorporated by reference to Exhibit 2.1 of the Current Report on Form 8-K of LinkedIn filed with the Securities and Exchange Commission on June 13, 2016).
99.1	Investor Presentation
99.2	Joint Press Release, dated June 13, 2016

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: June 13, 2016

/s/ John A. Seethoff

John A. Seethoff
Corporate Secretary

INDEX TO EXHIBITS

Exhibit No.	Description
2.1	Agreement and Plan of Merger, dated as of June 11, 2016, by and among the Company, Merger Sub and LinkedIn (incorporated by reference to Exhibit 2.1 of the Current Report on Form 8-K of LinkedIn filed with the Securities and Exchange Commission on June 13, 2016).
99.1	Investor Presentation
99.2	Joint Press Release, dated June 13, 2016



On today's call



SATYA NADELLA



JEFF WEINER



AMY HOOD



BRAD SMITH

Forward-Looking Statements

This presentation contains certain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 with respect to the proposed transaction and business combination between Microsoft and LinkedIn, including statements regarding the benefits of the transaction, the anticipated timing of the transaction and the products and markets of each company. These forward-looking statements generally are identified by the words "believe," "project," "expect," "anticipate," "estimate," "intend," "strategy," "future," "opportunity," "plan," "may," "should," "will," "would," "will be," "will continue," "will likely result," and similar expressions. Forward-looking statements are predictions, projections and other statements about future events that are based on current expectations and assumptions and, as a result, are subject to risks and uncertainties. Many factors could cause actual future events to differ materially from the forward-looking statements in this presentation, including but not limited to: (i) the risk that the transaction may not be completed in a timely manner or at all, which may adversely affect LinkedIn's business and the price of the common stock of LinkedIn, (ii) the failure to satisfy the conditions to the consummation of the transaction, including the adoption of the merger agreement by the stockholders of LinkedIn and the receipt of certain governmental and regulatory approvals, (iii) the occurrence of any event, change or other circumstance that could give rise to the termination of the merger agreement, (iv) the effect of the announcement or pendency of the transaction on LinkedIn's business relationships, operating results and business generally, (v) risks that the proposed transaction disrupts current plans and operations of LinkedIn or Microsoft and potential difficulties in LinkedIn employee retention as a result of the transaction, (vi) risks related to diverting management's attention from LinkedIn's ongoing business operations, (vii) the outcome of any legal proceedings that may be instituted against us or against LinkedIn related to the merger agreement or the transaction, (viii) the ability of Microsoft to successfully integrate LinkedIn's operations, product lines, and technology and (ix) the ability of Microsoft to implement its plans, forecasts, and other expectations with respect to LinkedIn's business after the completion of the proposed merger and realize additional opportunities for growth and innovation. In addition, please refer to the documents that Microsoft and LinkedIn file with the SEC on Forms 10-K, 10-Q and 8-K. These filings identify and address other important risks and uncertainties that could cause events and results to differ materially from those contained in the forward-looking statements set forth in this presentation. Forward-looking statements speak only as of the date they are made. Readers are cautioned not to put undue reliance on forward-looking statements, and Microsoft and LinkedIn assume no obligation and do not intend to update or revise these forward-looking statements, whether as a result of new information, future events or otherwise.

Additional Information and Where to Find It

Nothing in this presentation shall constitute a solicitation to buy or subscribe for or an offer to sell any securities of LinkedIn or Microsoft or a solicitation of any vote or approval. In connection with the transaction, LinkedIn will file relevant materials with the Securities and Exchange Commission (the "SEC"), including a proxy statement on Schedule 14A. This filing does not constitute a solicitation of any vote or approval. Promptly after filing its definitive proxy statement with the SEC, LinkedIn will mail the definitive proxy statement and a proxy card to each stockholder entitled to vote at the special meeting relating to the transaction. INVESTORS AND STOCKHOLDERS OF LINKEDIN ARE URGED TO READ THESE MATERIALS (INCLUDING ANY AMENDMENTS OR SUPPLEMENTS THERETO) AND ANY OTHER RELEVANT DOCUMENTS IN CONNECTION WITH THE TRANSACTION THAT LINKEDIN WILL FILE WITH THE SEC WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT LINKEDIN AND THE TRANSACTION. The definitive proxy statement, the preliminary proxy statement and other relevant materials in connection with the transaction (when they become available), and any other documents filed by LinkedIn with the SEC, may be obtained free of charge at the SEC's website (<http://www.sec.gov>) or at LinkedIn's website (<http://investors.linkedin.com>) or by writing to LinkedIn Corporation, Investor Relations, 2029 Stierlin Court, Mountain View, California 94043.

LinkedIn and its directors and executive officers may be deemed "participants" in the solicitation of proxies from LinkedIn's stockholders with respect to the transaction. Information about LinkedIn's directors and executive officers and their ownership of LinkedIn's common stock is set forth in LinkedIn's proxy statement on Schedule 14A filed with the SEC on April 22, 2016 and will be set forth in the proxy statement and other materials to be filed with SEC in connection with the transaction.

June 13, 2016

World's Leading Professional Cloud + World's Leading Professional Network

Microsoft's and LinkedIn's vision for the opportunity ahead



The deal

Microsoft will acquire LinkedIn for \$196 per share in an all-cash transaction valued at approximately \$26.2 billion (inclusive of LinkedIn's net cash)

LinkedIn will retain its distinct brand, culture and independence

Jeff Weiner will remain CEO, report to Satya Nadella and join the Microsoft Senior Leadership Team

Reid Hoffman (LinkedIn's chairman of the board, co-founder and controlling shareholder) has stated his full support for the transaction, which the LinkedIn Board recommended unanimously, and his intention to vote all of his shares in accordance with the Board's recommendation

The transaction is expected to close this calendar year

A common mission

Microsoft and LinkedIn share a common mission centered on empowering people and organizations

Empower
people and organizations

Microsoft

Empower every person and every organization on the planet to achieve more

LinkedIn

Connect the world's professionals to make them more productive and successful

LinkedIn

The world's largest and most valuable professional network



Growing membership

200+ countries and territories
433M+ members (+19% yr/yr)
105M+ MAU (+9% yr/yr)



Growing engagement

60%+ traffic from mobile (+49% yr/yr)
45B quarterly page views (+34% yr/yr)
7M+ active job listings (+101% yr/yr)



Growing results

\$3B total revenue (+35% yr/yr)
~\$2.0B Talent Solutions revenue (+41% yr/yr)
~\$0.3B Sponsored Updates revenue (+101% yr/yr)

Note: Membership and engagement data as of Q1 FY16. Results data FY15 actuals.

Opportunity ahead

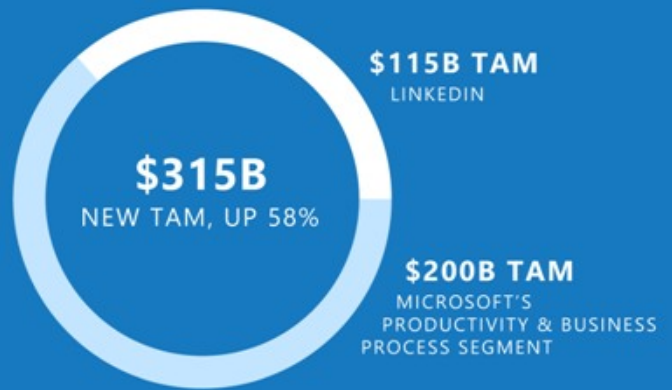
Realize a common mission by bringing together the world's leading professional cloud and network

Drive increased engagement across LinkedIn as well as Office 365 and Dynamics

Accelerate monetization through individual and organization subscriptions and targeted advertising

A larger total addressable market

While LinkedIn and Microsoft are highly complementary, they participate in unique total addressable markets (TAM). In addition to TAM growth, the likelihood of seizing more of the TAM will increase through differentiated experiences.



Note: TAM data reflects an internal analysis by Microsoft and LinkedIn from third-party sources including IDC, Gartner, Dell'Oro and ITU

The professional world



1.2B+ Office users

300M+ Windows 10 MAD

70M+ Office 365
commercial MAU

8M+ paid Dynamics seats

5M+ Azure Active Directory
organizations



433M+ members

105M+ MAU

7M+ active job listings

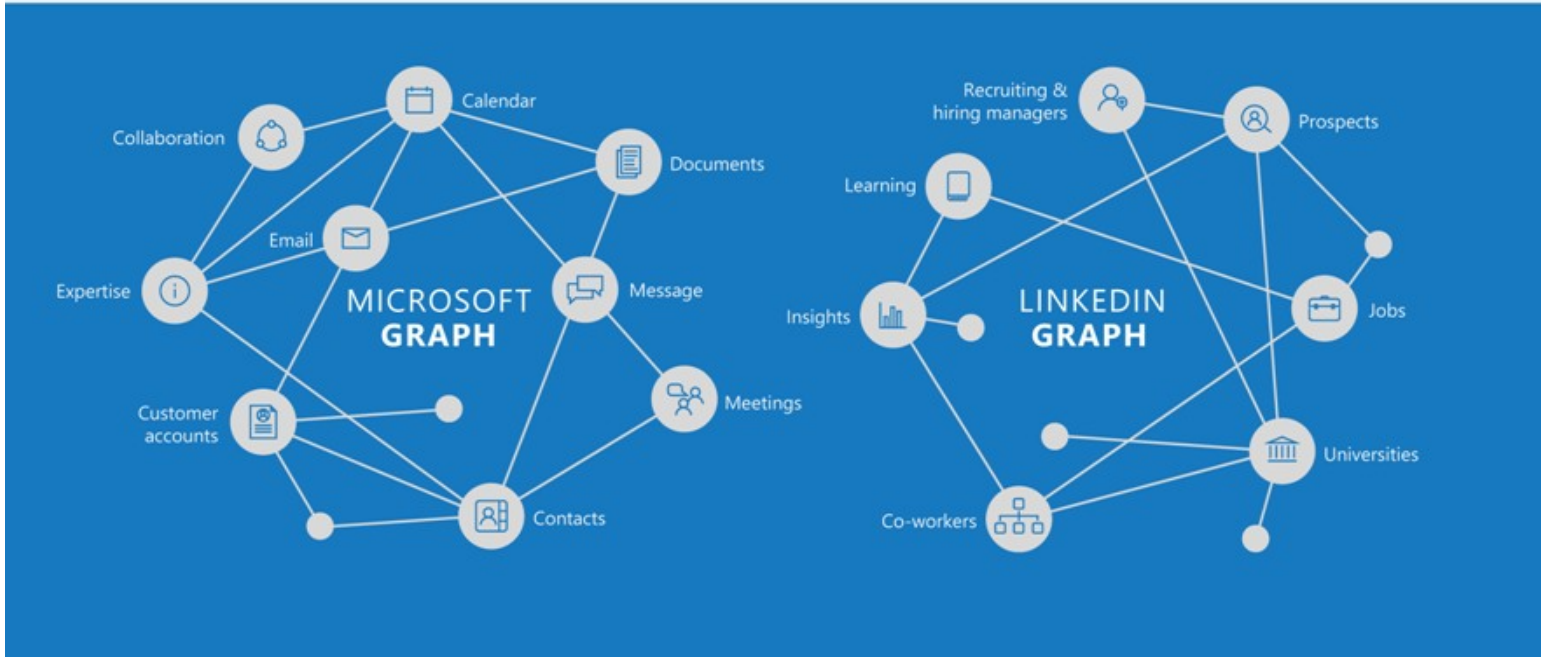
9M+ company pages

50K+ university pages

2M+ paid subscribers

Connecting the professional world

Today, all the information a professional needs to be successful lives in silos. By connecting the world's leading professional cloud and the professional network, we can create more connected, intelligent and productive experiences. We also have the opportunity to accelerate the realization of the Economic Graph.



Illustrations

How Microsoft and LinkedIn can reinvent ways to make professionals more productive

A professional's profile everywhere

Today, there is no one source of truth for an individual profile – the data is scattered across many endpoints often with outdated or incomplete information. In the future, a professional's profile will be unified and the right data at the right time will surface in an app, whether Outlook, Skype, Office, or elsewhere.

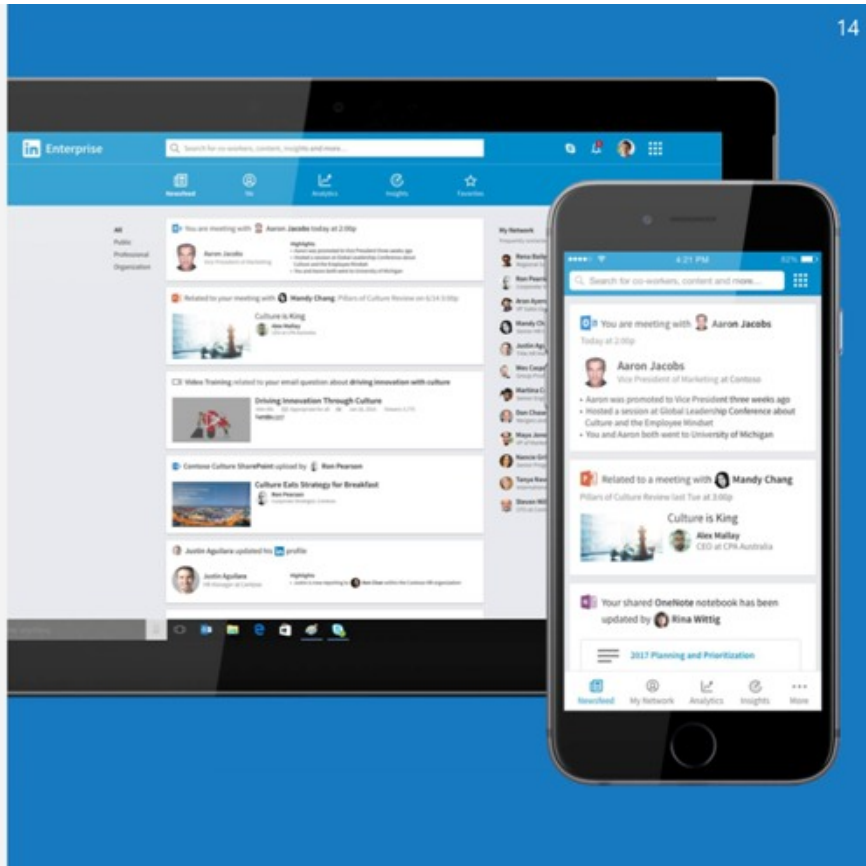
Growth opportunity

LinkedIn Membership & MAU
Office 365 MAU



A new daily habit: Intelligent Newsfeed

Today, since information lives in silos, professionals miss relevant news and waste time. In the future, the newsfeed will be the place to go for every professional to stay connected with the happenings in their network, industry and profession. Beyond all this, the feed will be constantly informed and tailored to the happenings at work like the meetings coming up and projects underway.



Growth opportunity
 LinkedIn Membership & MAU
 Office 365 MAU
 Ad revenue

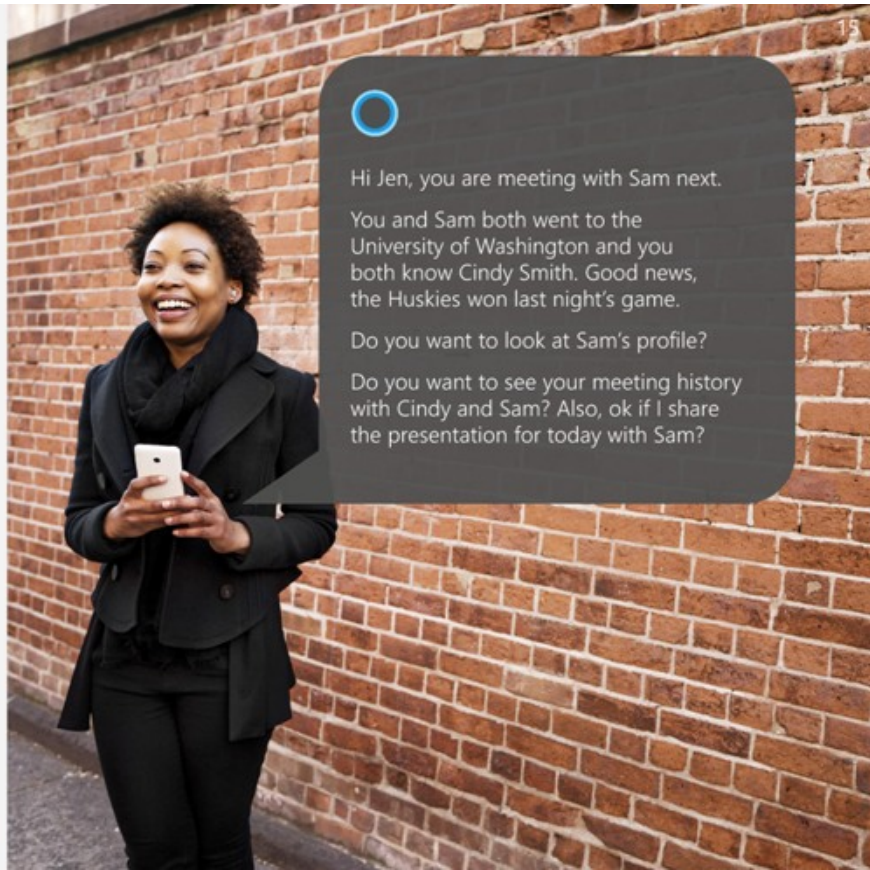


A digital assistant that's predictive

Today Cortana knows about you, your organization and about the world. In the future, Cortana will also know your entire professional network to connect dots on your behalf so you stay one step ahead.

Growth opportunity

Member MAU
Office 365 MAU
Ad revenue

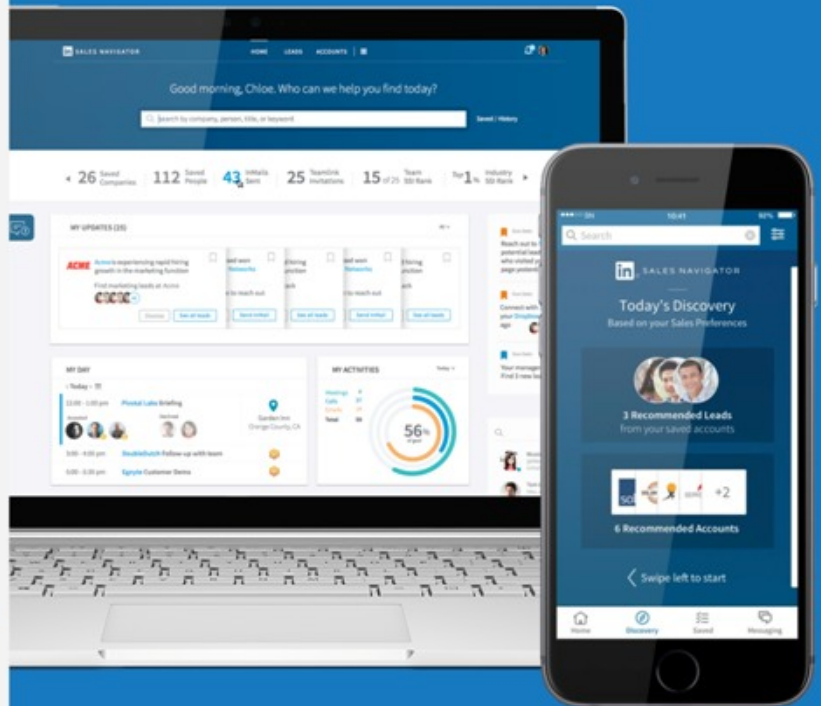


Illustrations

How Microsoft and LinkedIn can reinvent selling,
marketing and talent management business processes

Selling to Social Selling

Today, a sales person only sees doors to open through the lens of their individual contacts. In the future, professionals will move from selling to social selling. Users of Dynamics CRM and all other CRM systems will want to directly connect with LinkedIn Sales Navigator. This will transform the sales cycle with actionable insights and the ability for each seller to build deeper relationships with prospects and customers – all to accelerate results.



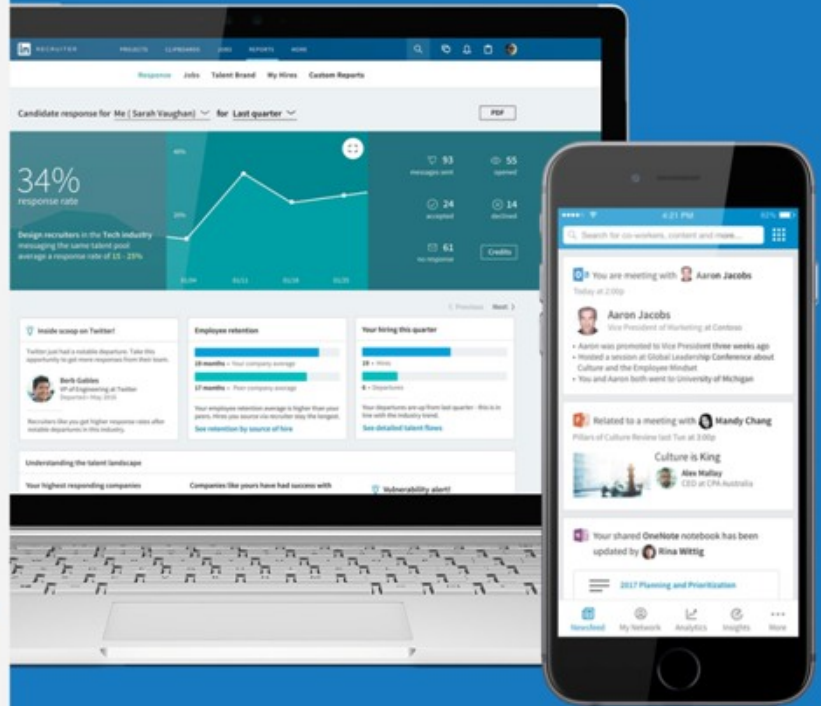
Growth opportunity

LinkedIn MAU
 LinkedIn Sales Navigator Revenue
 Dynamics Revenue



Organizational insights & transformation

Today, organizations have limited ability to understand their own team's capability or productivity. In the future, we can give leaders the insight they need to understand their talent (like who they are, where they come from, where they go next) as well as their employees' effectiveness (like where they spend time and who they collaborate with). This combination will enable organizations to transform.



Growth opportunity

LinkedIn Recruiter Revenue

Office 365 Revenue

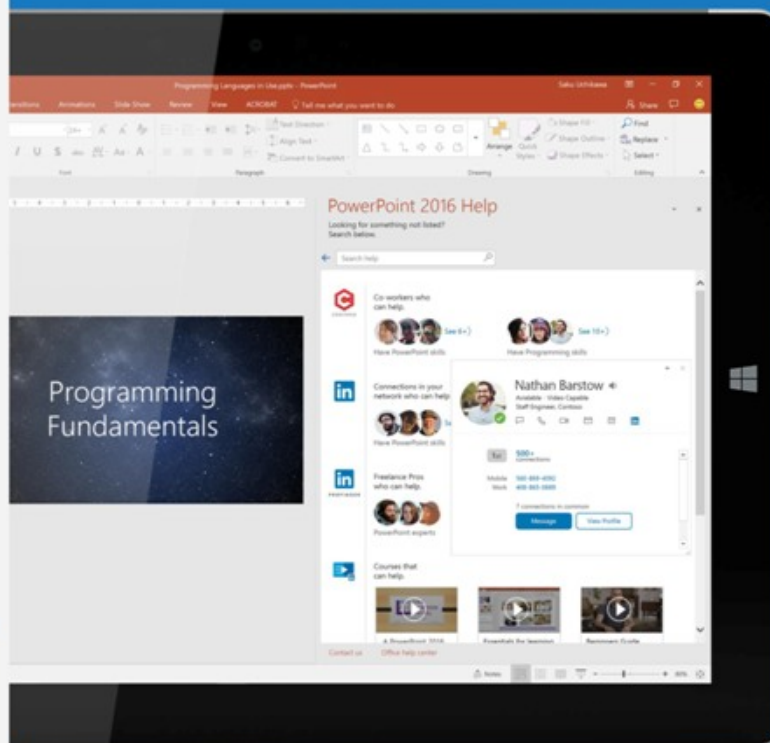
Dynamics Revenue

Just in time social learning

Today, despite the fact that the useful life of skills and knowledge has shrunk to less than five years, only 38% of employees believe they have the opportunities for learning and growth at their workplace. In the future, LinkedIn Learning will tightly integrate into Office, enabling users to have a more seamless experience and access to on-demand courses. Recommending the right course at the right time will enable individuals and companies to be more productive and successful – this will transform learning.

Growth opportunity

Lynda.com (LinkedIn Learning) MAU and Revenue
Office 365 MAU
Dynamics Revenue



Value beyond these scenarios

LinkedIn can utilize Microsoft's field and distribution channels to reach new audiences and more customers

Access to Microsoft's scaled cloud infrastructure and technology stack

Increased Bing engagement with the best professional search

LinkedIn feed with Windows notifications

Empower developers in new ways with rich APIs and new training opportunity

Summary of Approach

Regulatory approach

We plan to obtain regulatory approval in the United States, the European Union, Canada and Brazil before closing the transaction

We are confident about our prospects for obtaining regulatory approval by the end of this calendar year

We believe the merger is highly complementary and will benefit consumer and enterprise users who will achieve more through our joint innovation and new scenarios

Transaction Overview

Structure

- \$196 per share, \$26.2 billion enterprise value
- All cash consideration
- Expected to close by the end of this calendar year

Financing

- Purchase price to be financed primarily with new debt

Financial Impact

- Minimally (~1%) dilutive to non-GAAP EPS in FY17 and FY18 based on expected close date
- Accretive to Non-GAAP EPS in FY19 or less than two years post closing
- Non-GAAP includes stock based compensation expense consistent with Microsoft's reporting practice, and excludes expected impact of purchase accounting adjustments as well as integration and transaction related expenses
- \$150 million of cost synergies annually by 2018

Capital Return Program

- Previously announced share buyback program (~\$10B remaining) will be completed on schedule

Financial Reporting

- Currently expect to report results for LinkedIn post close in our Productivity and Business Processes segment
- New KPIs will be finalized prior to close



World's Leading Professional Cloud +
World's Leading Professional Network

Microsoft to acquire LinkedIn

Deal brings together the world's leading professional cloud with the world's leading professional network.

REDMOND, Wash., and MOUNTAIN VIEW, Calif. — June 13, 2016 — Microsoft Corp. (Nasdaq: MSFT) and LinkedIn Corporation (NYSE: LNKD) on Monday announced they have entered into a definitive agreement under which Microsoft will acquire LinkedIn for \$196 per share in an all-cash transaction valued at \$26.2 billion, inclusive of LinkedIn's net cash. LinkedIn will retain its distinct brand, culture and independence. Jeff Weiner will remain CEO of LinkedIn, reporting to Satya Nadella, CEO of Microsoft. Reid Hoffman, chairman of the board, co-founder and controlling shareholder of LinkedIn, and Weiner both fully support this transaction. The transaction is expected to close this calendar year.

LinkedIn is the world's largest and most valuable professional network and continues to build a strong and growing business. Over the past year, the company has launched a new version of its mobile app that has led to increased member engagement; enhanced the LinkedIn newsfeed to deliver better business insights; acquired a leading online learning platform called Lynda.com to enter a new market; and rolled out a new version of its Recruiter product to its enterprise customers. These innovations have resulted in increased membership, engagement and financial results, specifically:

- 19 percent growth year over year (YOY) to more than 433 million members worldwide
- 9 percent growth YOY to more than 105 million unique visiting members per month
- 49 percent growth YOY to 60 percent mobile usage
- 34 percent growth YOY to more than 45 billion quarterly member page views
- 101 percent growth YOY to more than 7 million active job listings

"The LinkedIn team has grown a fantastic business centered on connecting the world's professionals," Nadella said. "Together we can accelerate the growth of LinkedIn, as well as Microsoft Office 365 and Dynamics as we seek to empower every person and organization on the planet."

"Just as we have changed the way the world connects to opportunity, this relationship with Microsoft, and the combination of their cloud and LinkedIn's network, now gives us a chance to also change the way the world works," Weiner said. "For the last 13 years, we've been uniquely positioned to connect professionals to make them more productive and successful, and I'm looking forward to leading our team through the next chapter of our story."

The transaction has been unanimously approved by the Boards of Directors of both LinkedIn and Microsoft. The deal is expected to close this calendar year and is subject to approval by LinkedIn's shareholders, the satisfaction of certain regulatory approvals and other customary closing conditions.

"Today is a re-founding moment for LinkedIn. I see incredible opportunity for our members and customers and look forward to supporting this new and combined business," said Hoffman. "I fully support this transaction and the Board's decision to pursue it, and will vote my shares in accordance with their recommendation on it."

Microsoft will finance the transaction primarily through the issuance of new indebtedness. Upon closing, Microsoft expects LinkedIn's financials to be reported as part of Microsoft's Productivity and Business Processes segment. Microsoft expects the acquisition to have minimal dilution of ~1 percent to non-GAAP earnings per share for the remainder of fiscal year 2017 post-closing and for fiscal year 2018 based on the expected close date, and become accretive to Microsoft's non-GAAP earnings per share in Microsoft's fiscal year 2019 or less than two years post-closing. Non-GAAP includes stock-based compensation expense consistent with Microsoft's reporting practice, and excludes expected impact of purchase accounting adjustments as well as integration and transaction-related expenses. In addition, Microsoft also reiterated its intention to complete its existing \$40 billion share repurchase authorization by Dec. 31, 2016, the same timeframe as previously committed.

Microsoft and LinkedIn will host a joint conference call with investors on June 13, 2016, at 8:45 a.m. Pacific Time/11:45 a.m. Eastern Time to discuss this transaction. The call will be available via webcast at <https://www.microsoft.com/en-us/Investor> and will be hosted by Nadella and Weiner, as well as Microsoft Chief Financial Officer Amy Hood and Microsoft President and Chief Legal Officer Brad Smith. The presentation for the call is available on the Microsoft News Center.

Morgan Stanley is acting as exclusive financial advisor to Microsoft, and Simpson Thacher & Bartlett LLP is acting as legal advisor to Microsoft. Qatalyst Partners and Allen & Company LLC are acting as financial advisors to LinkedIn, while Wilson Sonsini Goodrich & Rosati, Professional Corporation, is acting as legal advisor.

About LinkedIn

LinkedIn connects the world's professionals to make them more productive and successful and transforms the way companies hire, market, and sell. Our vision is to create economic opportunity for every member of the global workforce through the ongoing development of the world's first Economic Graph. LinkedIn has more than 400 million members and has offices around the globe.

About Microsoft

Microsoft (Nasdaq "MSFT" @microsoft) is the leading platform and productivity company for the mobile-first, cloud-first world, and its mission is to empower every person and every organization on the planet to achieve more.

Additional Information and Where to Find It

In connection with the transaction, LinkedIn Corporation (the "Company") will file relevant materials with the Securities and Exchange Commission (the "SEC"), including a proxy statement on Schedule 14A. Promptly after filing its definitive proxy statement with the SEC, the Company will mail the definitive proxy statement and a proxy card to each stockholder entitled to vote at the special meeting relating to the transaction. INVESTORS AND SECURITY HOLDERS OF THE COMPANY ARE URGED TO READ THESE MATERIALS (INCLUDING ANY AMENDMENTS OR SUPPLEMENTS THERETO) AND ANY OTHER RELEVANT DOCUMENTS IN CONNECTION WITH THE TRANSACTION THAT THE COMPANY WILL FILE WITH THE SEC WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE COMPANY AND THE TRANSACTION. The definitive proxy statement, the preliminary proxy statement and other relevant materials in connection with the transaction (when they become available), and any other documents filed by the Company with the SEC, may be obtained free of charge at the SEC's website (<http://www.sec.gov>) or at LinkedIn's website (<http://investors.linkedin.com>) or by writing to LinkedIn Corporation, Investor Relations, 2029 Stierlin Court, Mountain View, California 94043.

The Company and its directors and executive officers are participants in the solicitation of proxies from the Company's stockholders with respect to the transaction. Information about the Company's directors and executive officers and their ownership of the Company's common stock is set forth in the Company's proxy statement on Schedule 14A filed with the SEC on April 22, 2016. To the extent that holdings of the Company's securities have changed since the amounts printed in the Company's proxy statement, such changes have been or will be reflected on Statements of Change in Ownership on Form 4 filed with the SEC. Information regarding the identity of the participants, and their direct or indirect interests in the transaction, by security holdings or otherwise, will be set forth in the proxy statement and other materials to be filed with SEC in connection with the transaction.

Forward-Looking Statements

This press release contains certain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 with respect to the proposed transaction and business combination between Microsoft and LinkedIn, including statements regarding the benefits of

the transaction, the anticipated timing of the transaction and the products and markets of each company. These forward-looking statements generally are identified by the words “believe,” “project,” “expect,” “anticipate,” “estimate,” “intend,” “strategy,” “future,” “opportunity,” “plan,” “may,” “should,” “will,” “would,” “will be,” “will continue,” “will likely result,” and similar expressions. Forward-looking statements are predictions, projections and other statements about future events that are based on current expectations and assumptions and, as a result, are subject to risks and uncertainties. Many factors could cause actual future events to differ materially from the forward-looking statements in this press release, including but not limited to: (i) the risk that the transaction may not be completed in a timely manner or at all, which may adversely affect LinkedIn’s business and the price of the common stock of LinkedIn, (ii) the failure to satisfy the conditions to the consummation of the transaction, including the adoption of the merger agreement by the stockholders of LinkedIn and the receipt of certain governmental and regulatory approvals, (iii) the occurrence of any event, change or other circumstance that could give rise to the termination of the merger agreement, (iv) the effect of the announcement or pendency of the transaction on LinkedIn’s business relationships, operating results, and business generally, (v) risks that the proposed transaction disrupts current plans and operations of LinkedIn or Microsoft and potential difficulties in LinkedIn employee retention as a result of the transaction, (vi) risks related to diverting management’s attention from LinkedIn’s ongoing business operations, (vii) the outcome of any legal proceedings that may be instituted against us or against LinkedIn related to the merger agreement or the transaction, (viii) the ability of Microsoft to successfully integrate LinkedIn’s operations, product lines, and technology, and (ix) the ability of Microsoft to implement its plans, forecasts, and other expectations with respect to LinkedIn’s business after the completion of the proposed merger and realize additional opportunities for growth and innovation. In addition, please refer to the documents that Microsoft and LinkedIn file with the SEC on Forms 10-K, 10-Q and 8-K. These filings identify and address other important risks and uncertainties that could cause events and results to differ materially from those contained in the forward-looking statements set forth in this press release. Forward-looking statements speak only as of the date they are made. Readers are cautioned not to put undue reliance on forward-looking statements, and Microsoft and LinkedIn assume no obligation and do not intend to update or revise these forward-looking statements, whether as a result of new information, future events, or otherwise.

For more information, press only:

Microsoft Media Relations, WE Communications, (425) 638-7777, rrt@we-worldwide.com
LinkedIn Media Relations, press@linkedin.com

Note to editors: For more information, news and perspectives from Microsoft, please visit the Microsoft News Center at <http://news.microsoft.com>. Web links, telephone numbers and titles were correct at time of publication, but may have changed. For additional assistance, journalists and analysts may contact Microsoft’s Rapid Response Team or other appropriate contacts listed at <http://news.microsoft.com/microsoft-public-relations-contacts>.