

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.



SCAN TO
VIEW MATERIALS & VOTE



MICROSOFT CORPORATION
SHAREHOLDERS OF RECORD AS OF SEPTEMBER 29, 2017
ANNUAL SHAREHOLDERS MEETING TO BE HELD ON NOVEMBER 29, 2017

Your vote is important. Thank you for voting.

Read the Proxy Statement and have the voting instruction form below at hand. Please note that the telephone and Internet voting turns off at 11:59 pm ET the night before the meeting or cutoff date.

To vote by Internet

Before The Meeting

- 1) Go to website www.proxyvote.com or scan the QR Barcode above.
- 2) Follow the instructions provided on the website.

During The Meeting

- 1) Go to website microsoft.onlineshareholdermeeting.com.
- 2) Follow the instructions provided on the website.

To vote by Telephone

- 1) Call 1-800-454-8683.

To vote by Mail

- 1) Complete and return your voting instruction form in the envelope provided.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

E32567-TBD

Important Notice Regarding the Availability of Proxy Materials for the Annual Shareholders Meeting. The following materials are available at www.proxyvote.com:
Notice and Proxy Statement and Annual Report

PLEASE "X" HERE ONLY IF YOU PLAN TO ATTEND THE MEETING AND VOTE THESE SHARES IN PERSON

The Board of Directors recommends you vote FOR the following proposals:

1.	Election of Directors: (The Board recommends a vote FOR each nominee)	For	Against	Abstain
01.	William H. Gates III	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
02.	Reid G. Hoffman	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
03.	Hugh F. Johnston	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
04.	Teri L. List-Stoll	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
05.	Satya Nadella	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
06.	Charles H. Noski	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
07.	Helmut Panke	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
08.	Sandra E. Peterson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
09.	Penny S. Pritzker	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10.	Charles W. Scharf	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11.	Arne M. Sorenson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12.	John W. Stanton	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

13. John W. Thompson For Against Abstain

14. Padmasree Warrior For Against Abstain

2. Advisory vote to approve named executive officer compensation (The Board recommends a vote FOR this proposal) For Against Abstain

The Board of Directors recommends you vote 1 year on the following proposal: 1 Year 2 Years 3 Years Abstain

3. Advisory vote to approve the frequency of future advisory votes to approve executive compensation (The Board recommends a vote for 1 YEAR on this proposal) For Against Abstain

The Board of Directors recommends you vote FOR the following proposals: For Against Abstain

4. Ratification of Deloitte & Touche LLP as our independent auditor for fiscal year 2018 (The Board recommends a vote FOR this proposal) For Against Abstain

5. Approval of material terms of the performance goals under the Executive Incentive Plan (The Board recommends a vote FOR this proposal) For Against Abstain

6. Approval of the Microsoft Corporation 2017 Stock Plan (The Board recommends a vote FOR this proposal) For Against Abstain

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

Signature [PLEASE SIGN WITHIN BOX] _____ Date _____

***** Exercise Your *Right to Vote* *****
**Important Notice Regarding the Availability of Proxy Materials for the
Annual Shareholders Meeting to Be Held on November 29, 2017.**

Meeting Information

Meeting Type: Annual Meeting
For holders as of: September 29, 2017
Date: November 29, 2017 **Time:** 8:00 a.m. PT
Location: Meydenbauer Center
11100 NE 6th Street
Bellevue, Washington

Meeting live via the Internet-please visit
microsoft.onlineshareholdermeeting.com.



C/O PROXY SERVICES
P.O. BOX 9163
FARMINGDALE, NY 11735

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:

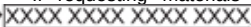
Have the information that is printed in the box marked by the arrow →  (located on the following page) and visit: www.proxyvote.com, or scan the QR Barcode below.

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@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 →  (located on the following page) in the subject line.

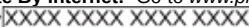
Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before November 15, 2017 to facilitate timely delivery.

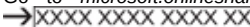
How To Vote

Please Choose One of the Following Voting Methods



Vote In Person: Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

Vote By Internet: Go to www.proxyvote.com or from a smart phone, scan the QR Barcode above. Have the information that is printed in the box marked by the arrow →  (located on the following page) available and follow the instructions.

During The Meeting: Go to microsoft.onlineshareholdermeeting.com. Have the information that is printed in the box marked by the arrow →  (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, "1 YEAR" ON PROPOSAL 3, "FOR" PROPOSAL 4, "FOR" PROPOSAL 5, and "FOR" PROPOSAL 6.

1. Election of Directors: (The Board recommends a vote FOR each nominee)

01. William H. Gates III
02. Reid G. Hoffman
03. Hugh F. Johnston
04. Teri L. List-Stoll
05. Satya Nadella
06. Charles H. Noski
07. Helmut Panke
08. Sandra E. Peterson
09. Penny S. Pritzker
10. Charles W. Scharf
11. Arne M. Sorenson
12. John W. Stanton
13. John W. Thompson

14. Padmasree Warrior

2. Advisory vote to approve named executive officer compensation
(The Board recommends a vote FOR this proposal)
3. Advisory vote on the frequency of future advisory votes to approve executive compensation
(The Board recommends a vote for 1 YEAR on this proposal)
4. Ratification of Deloitte & Touche LLP as our independent auditor for fiscal year 2018
(The Board recommends a vote FOR this proposal)
5. Approval of material terms of the performance goals under the Executive Incentive Plan
(The Board recommends a vote FOR this proposal)
6. Approval of the Microsoft Corporation 2017 Stock Plan
(The Board recommends a vote FOR this proposal)

