

**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:

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(4) Date Filed:

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**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 30, 2016  
ANNUAL SHAREHOLDERS MEETING TO BE HELD ON  
NOVEMBER 30, 2016**

**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](http://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](http://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:

E13609-TBD

Important Notice Regarding the Availability of Proxy Materials for the Annual Shareholders Meeting. The following materials are available at [www.proxyvote.com](http://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:**

	For	Against	Abstain
1. Election of Directors: (The Board recommends a vote FOR each nominee)			
01. William H. Gates III	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
02. Teri L. List-Stoll	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
03. G. Mason Morfit	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
04. Satya Nadella	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
05. Charles H. Noski	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
06. Helmut Panke	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
07. Sandra E. Peterson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
08. Charles W. Scharf	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
09. John W. Stanton	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. John W. Thompson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. Padmasree Warrior	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

	For	Against	Abstain
2. Advisory vote to approve named executive officer compensation (The Board recommends a vote FOR this proposal)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Ratification of Deloitte & Touche LLP as our independent auditor for fiscal year 2017 (The Board recommends a vote FOR this proposal)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Approval of Amendment to our Amended and Restated Articles of Incorporation (The Board recommends a vote FOR this proposal)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Approval of French Sub Plan under the 2001 Stock Plan (The Board recommends a vote FOR this proposal)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**The Board of Directors recommends you vote AGAINST the following proposal:**

6. Shareholder Proposal – Requesting certain proxy access bylaw amendments (The Board recommends a vote AGAINST this proposal)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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**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 30, 2016.**



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

**Meeting Information**

**Meeting Type:** Annual Meeting  
**For holders as of:** September 30, 2016  
**Date:** November 30, 2016    **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](http://microsoft.onlineshareholdermeeting.com).

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](http://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](http://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](http://www.proxyvote.com)
- 2) *BY TELEPHONE:*    1-800-579-1639
- 3) *BY E-MAIL\*:*        [sendmaterial@proxyvote.com](mailto: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 16, 2016 to facilitate timely delivery.

# How To Vote

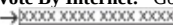
## Please Choose One of the Following Voting Methods




**SCAN TO**  
VIEW MATERIALS & VOTE



**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](http://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](http://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.

<b>Voting Items</b>
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**The Board of Directors recommends a vote “FOR” EACH OF THE FOLLOWING NOMINEES, “FOR” PROPOSAL 2, “FOR” PROPOSAL 3, “FOR” PROPOSAL 4, “FOR” PROPOSAL 5, and “AGAINST” PROPOSAL 6.**

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

01. William H. Gates III
02. Teri L. List-Stoll
03. G. Mason Morfit
04. Satya Nadella
05. Charles H. Noski
06. Helmut Panke
07. Sandra E. Peterson
08. Charles W. Scharf
09. John W. Stanton
10. John W. Thompson
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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 2017  
(The Board recommends a vote FOR this proposal)
  4. Approval of Amendment to our Amended and Restated Articles of Incorporation  
(The Board recommends a vote FOR this proposal)
  5. Approval of French Sub Plan under the 2001 Stock Plan  
(The Board recommends a vote FOR this proposal)
  6. Shareholder Proposal - Requesting certain proxy access bylaw amendments  
(The Board recommends a vote AGAINST this proposal)
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