

---

---

**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) August 23, 2013**

---

**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 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers**

(b) On August 21, 2013, Steven A. Ballmer, Chief Executive Officer (“CEO”), notified the board of directors of Microsoft Corporation (the “Company”) that he plans to retire within the next 12 months. Mr. Ballmer will continue to serve as CEO of the Company until his successor is appointed.

**Item 7.01. Regulation FD Disclosure**

The Company’s press release announcing Mr. Ballmer’s plans to retire is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

99.1 Press Release of Microsoft Corporation dated August 23, 2013.

**SIGNATURES**

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: August 23, 2013

/s/ JOHN A. SEETHOFF

John A. Seethoff

Assistant Secretary

**INDEX TO EXHIBITS**

| <u>Exhibit No.</u> | <u>Description of Exhibit</u>       |
|--------------------|-------------------------------------|
| 99.1               | Press release dated August 23, 2013 |

**Microsoft CEO Steve Ballmer to retire within 12 months**

*Board of directors initiates succession process; Ballmer remains CEO until successor is named.*

**REDMOND, Wash. — Aug. 23, 2013** — Microsoft Corp. today announced that Chief Executive Officer Steve Ballmer has decided to retire as CEO within the next 12 months, upon the completion of a process to choose his successor. In the meantime, Ballmer will continue as CEO and will lead Microsoft through the next steps of its transformation to a devices and services company that empowers people for the activities they value most.

“There is never a perfect time for this type of transition, but now is the right time,” Ballmer said. “We have embarked on a new strategy with a new organization and we have an amazing Senior Leadership Team. My original thoughts on timing would have had my retirement happen in the middle of our company’s transformation to a devices and services company. We need a CEO who will be here longer term for this new direction.”

The Board of Directors has appointed a special committee to direct the process. This committee is chaired by John Thompson, the board’s lead independent director, and includes Chairman of the Board Bill Gates, Chairman of the Audit Committee Charles Noski and Chairman of the Compensation Committee Steven Luczo. The special committee is working with Heidrick & Struggles International Inc., a leading executive recruiting firm, and will consider both external and internal candidates.

“The board is committed to the effective transformation of Microsoft to a successful devices and services company,” Thompson said. “As this work continues, we are focused on selecting a new CEO to work with the company’s senior leadership team to chart the company’s course and execute on it in a highly competitive industry.”

---

“As a member of the succession planning committee, I'll work closely with the other members of the board to identify a great new CEO,” said Gates. “We're fortunate to have Steve in his role until the new CEO assumes these duties.”

Founded in 1975, Microsoft (Nasdaq “MSFT”) is the worldwide leader in software, services and solutions that help people and businesses realize their full potential.

**For more information, press only:**

Rapid Response Team, Waggener Edstrom Worldwide, (503) 443-7070  
[rrt@waggeneredstrom.com](mailto:rrt@waggeneredstrom.com)

*Note to editors:* For more information, news and perspectives from Microsoft, please visit the Microsoft News Center at <http://www.microsoft.com/news>. 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://www.microsoft.com/news/contactpr.msp>.