
**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) September 16, 2014

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))
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Item 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.

(b) Director retirements. Dina Dublon, who has served on the Microsoft Corporation Board of Directors since 2005, and David F. Marquardt, who has served on the Board since 1981, have informed the Company they have decided to retire from the Board and will not seek re-election at the 2014 annual shareholders meeting. Their retirement will be effective on that date.

(d) Director appointments. On September 16, 2014, the Microsoft Board of Directors appointed Teri List-Stoll and Charles W. Scharf to its Board of Directors, effective October 1. Ms. List-Stoll, age 51, is Executive Vice President and Chief Financial Officer for Kraft Foods Group, Inc. Ms. List-Stoll will serve on the Audit Committee of the Board. Mr. Scharf, age 49, has served as Chief Executive Officer of Visa Inc. since November 2012. Mr. Scharf will serve on the Governance and Nominating Committee of the Board.

Ms. List-Stoll and Mr. Scharf will receive the same compensation as other non-employee Microsoft directors as described in the Microsoft 2013 Proxy Statement under "Director compensation."

There is no arrangement or understanding between Ms. List-Stoll or Mr. Scharf and any other persons pursuant to which either was selected as a director. Neither Ms. List-Stoll nor Mr. Scharf has any direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K. Ms. List-Stoll and Mr. Scharf have entered into the standard Microsoft director indemnification agreement, whereby Microsoft agrees to indemnify, defend and hold its directors harmless from and against losses and expenses incurred as a result of their board service, subject to the terms and conditions provided in the agreement.

The Company issued a press release announcing these matters on September 16, 2014.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

99.1 Press Release of Microsoft Corporation dated September 16, 2014.

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: September 17, 2014

/s/ JOHN A. SEETHOFF

John A. Seethoff
Assistant Secretary

INDEX TO EXHIBITS

Exhibit
No.

Description of Exhibit

99.1 Press release dated September 16, 2014

For Immediate Release
Sept. 16, 2014

Microsoft announces board changes and quarterly dividend increase

Teri List-Stoll of Kraft and Charles W. Scharf of Visa to join board; Dave Marquardt and Dina Dublon to retire from board at end of current term; company increases dividend by 11 percent.

REDMOND, Wash. — Sept. 16, 2014 — Microsoft Corp. on Tuesday announced that Teri List-Stoll, executive vice president and chief financial officer of Kraft Foods Group Inc., and Charles W. Scharf, chief executive officer of Visa Inc., have been appointed to the company's board of directors and will join the board effective Oct. 1, 2014.

The company also announced that Dave Marquardt and Dina Dublon have decided not to seek reelection to the board of directors and will retire from the board at the expiration of their current term following the annual shareholders meeting in December.

Microsoft also announced its board of directors declared a quarterly dividend of \$0.31 per share, reflecting a 3-cent, or 11 percent, increase over the previous quarter's dividend. The dividend is payable Dec. 11, 2014, to shareholders of record on Nov. 20, 2014. The ex-dividend date will be Nov. 18, 2014.

"As we continue to focus on the company's transformation and the board continues to evaluate capital strategy options, this dividend increase is another step in our ongoing commitment to increase capital returns to shareholders," said Amy Hood, chief financial officer of Microsoft.

Scharf, 49, has served as CEO of Visa since November 2012. Before joining Visa, Scharf spent nine years at JPMorgan Chase & Co. as the chief executive officer of Retail Financial

Services and managing director at One Equity Partners, the firm's private investment arm. He has also served as the chief executive officer and chief financial officer of Bank One Corp., and chief financial officer of both Salomon Smith Barney and the global corporate and investment bank division of Citigroup Inc. He serves on the board of trustees for Johns Hopkins University and the board of directors for the Financial Services Roundtable.

List-Stoll, 51, is executive vice president and chief financial officer for Kraft Foods Group, Inc. Before joining Kraft, she served as senior vice president and treasurer at Procter & Gamble. Previously, over the course of a nearly 20-year career at Procter & Gamble, she held finance leadership roles across a diverse range of areas including business unit management, supply chain, sales, accounting, and financial planning and analysis. She serves on the board of Danaher Corp. and as a trustee of the Financial Accounting Foundation.

"These additions help strengthen our ability to serve our shareholders and work with Satya and the company's senior leadership team on Microsoft's ongoing transformation," said John Thompson, Microsoft chairman.

"I'm excited to have both Teri and Charlie joining our board," said Satya Nadella, CEO of Microsoft. "Teri brings exceptional financial and operational expertise, as well as great insights from her two decades of experience in consumer and retail industries. Charlie, as a sitting CEO of a large global business, brings additional strategic and operational depth to the Microsoft board, as well as a deep understanding of how commerce is changing globally."

Marquardt, 65, has served on the Microsoft board since 1981 in a variety of capacities. Dublon, 61, joined the Microsoft board in 2005, and has chaired the compensation committee.

"As one of our earliest board members, Dave has played an indispensable role in Microsoft's growth and development, providing sage counsel and invaluable industry insights," said Bill Gates, founder and technology advisor of Microsoft. "Dina has also been a great board member for almost a decade, and we all appreciate her guidance and support."

Adding List-Stoll and Scharf will increase Microsoft's board to 12 members effective Oct. 1.

Scharf will be joining the board's governance and nominating committee. List-Stoll will be joining the audit committee.

In addition to List-Stoll and Scharf, Microsoft's board of directors consists of John W. Thompson, Microsoft chairman and chief executive officer of Virtual Instruments; Dina Dublon, former chief financial officer of JPMorgan Chase; Bill Gates, Microsoft founder and technology advisor; Maria M. Klawe, president, Harvey Mudd College; David F. Marquardt, general partner at August Capital; G. Mason Morfit, president, ValueAct Capital; Satya Nadella, Microsoft CEO; Charles H. Noski, former vice chairman of Bank of America Corp.; Dr. Helmut Panke, former chairman of the board of management at BMW AG; and John W. Stanton, chairman, Trilogy Equity Partners and Trilogy International Partners.

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

For more information, press only:

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