
**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) March 11, 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))
-
-

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

(d) On March 11, 2014, Microsoft Corporation (“Microsoft”) issued a press release to announce that the Microsoft Board of Directors appointed G. Mason Morfit, age 38, to the Microsoft Board of Directors, effective immediately. Mr. Morfit is the President of ValueAct Capital. Mr. Morfit will serve on the Audit Committee of the Board.

Mr. Morfit will receive the same compensation as other non-employee Microsoft directors as described in the Microsoft 2013 Proxy Statement under “Director compensation.”

As described in Microsoft’s Form 8-K filed on August 30, 2013, Microsoft entered into a Cooperation Agreement with VA Partners I, LLC, ValueAct Capital Master Fund, L.P., ValueAct Co-Invest Master Fund, L.P., ValueAct Capital Management, L.P., ValueAct Capital Management, LLC, ValueAct Holdings, L.P., ValueAct Holdings GP, LLC and Mr. Morfit (collectively, the “ValueAct Group”). Under this agreement Microsoft agreed, at the ValueAct Group’s election, to appoint Mr. Morfit to the company’s Board of Directors at any time commencing with the first regularly scheduled quarterly meeting of the Board after the date of the Company’s 2013 annual meeting of shareholders. The ValueAct Group exercised its rights under the agreement to have Mr. Morfit appointed to the Board.

Mr. Morfit has no direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K. Mr. Morfit and Microsoft 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.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

99.1 Press Release of Microsoft Corporation dated March 11, 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: March 11, 2014

/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 March 11, 2014

Microsoft Board Expands to Include Mason Morfit

Company declares quarterly dividend of \$0.28 per share payable in June.

REDMOND, Wash. — Mar. 11, 2014 — Microsoft Corp. today announced that Mason Morfit, president of ValueAct Capital, has been appointed to the company's board of directors and its audit committee.

"We've had the opportunity to work with Mason over the past six months, and we look forward to working with him more closely as a member of the board," said John Thompson, chairman of the Microsoft board. "Mason brings valuable insights given his financial background, his extensive experience as a public company director, and his perspective as a significant Microsoft shareholder."

"Microsoft is an iconic global company with tremendous long-term potential," said Morfit. "I am honored to be joining the board, and I look forward to working with Satya Nadella, Chairman John Thompson and the rest of the board of directors to help continue to drive growth and value for all shareholders."

Microsoft also announced that its board of directors declared a quarterly dividend of \$0.28 per share. The dividend is payable June 12, 2014 to shareholders of record on May 15, 2014. The ex-dividend date will be May 13, 2014.

Morfit is the president of ValueAct Capital, a San Francisco-based investment firm with more than \$14 billion in assets under management.

On Aug. 30, 2013, Microsoft and ValueAct Capital announced a cooperation agreement which gave ValueAct Capital the option of having Morfit join the Microsoft board at the first quarterly board meeting after the 2013 annual shareholders meeting.

Before joining ValueAct Capital in January 2001, Morfit worked in equity research for Credit Suisse First Boston. He is also a director of Valeant Pharmaceuticals International and a

former director of Advanced Medical Optics Inc., C.R. Bard Inc., Immucor Inc., MSD Performance Inc. and Solexa Inc. He has a B.A. from Princeton University and is a CFA charterholder.

Microsoft's board of directors now consists of eleven members: Steven A. Ballmer, former Microsoft chief executive officer; Dina Dublon, former chief financial officer of JPMorgan Chase; William H. Gates, Microsoft founder and technology advisor; Maria M. Klawe, president of Harvey Mudd College; Stephen J. Luczo, chairman, president and chief executive officer of Seagate Technology PLC; David F. Marquardt, general partner at August Capital; Mason Morfit, president of ValueAct Capital; Satya Nadella, Microsoft chief executive officer; Charles H. Noski, former vice chairman of Bank of America Corp.; Dr. Helmut Panke, former chairman of the board of management at BMW Bayerische Motoren Werke AG; and John W. Thompson, chief executive officer of Virtual Instruments. Eight of the eleven board members are independent of Microsoft, which is consistent with the requirement in the company's governance guidelines that a substantial majority be independent.

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, financial analysts and investors only:

Investor Relations, Microsoft, (425) 706-4400

For more information, press only:

Rapid Response Team, Waggener Edstrom Worldwide, (503) 443-7070,
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 titles were correct at time of publication, but may since have changed. Shareholder and financial information is available at <http://www.microsoft.com/investor>.