
**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 19, 2017

Microsoft Corporation
(Exact Name of Registrant as Specified in Its Charter)

Washington
(State or Other Jurisdiction of Incorporation)

001-37845
(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act

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

(b) Director retirement. Mason Morfit, who has served on the Microsoft Board of Directors since 2014, has informed the Company he has decided to retire from the Board and will not seek re-election at the 2017 annual shareholders meeting. His retirement will be effective on that date.

(d) Director appointment. On September 19, 2017, Microsoft Corporation (“Microsoft”) issued a press release to announce that the Microsoft Board of Directors appointed Hugh Johnston to the Microsoft Board of Directors, effective immediately. Mr. Johnston, age 56, is vice chairman and chief financial officer of PepsiCo, Inc. Mr. Johnston will serve on the Audit Committee of the Board.

Mr. Johnston will receive the same compensation as other non-employee Microsoft directors as described in the Microsoft 2016 Proxy Statement under “Director compensation.”

There is no arrangement or understanding between Mr. Johnston and any other persons pursuant to which he was selected as a director. Mr. Johnston has no direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K. Mr. Johnston 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 September 19, 2017.](#)

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 19, 2017

/s/ JOHN A. SEETHOFF

John A. Seethoff
Secretary

INDEX TO EXHIBITS

Exhibit
No.

Description of Exhibit

99.1 Press release dated September 19, 2017

Microsoft announces quarterly dividend and changes to its board of directors

Annual shareholders meeting set for Nov. 29, 2017

REDMOND, Wash. — Sept. 19, 2017 — Microsoft Corp. on Tuesday announced that its board of directors declared a quarterly dividend of \$0.42 per share, reflecting a 3 cent or 7.6 percent increase over the previous quarter's dividend. The dividend is payable Dec. 14, 2017, to shareholders of record on Nov. 16, 2017. The ex-dividend date will be Nov. 15, 2017.

The company also announced the date for the 2017 annual shareholders meeting, to be held Nov. 29, 2017. Shareholders at the close of business on Sept. 29, 2017, the record date, will be entitled to vote at the annual shareholders meeting.

In addition, the company announced the appointment of Hugh Johnston, vice chairman and chief financial officer of PepsiCo, to its board of directors and to the board's audit committee, effective immediately. Johnston brings valuable experience through his nearly 30-year history at PepsiCo, the global food and beverage company whose product portfolio includes 22 brands that generate more than \$1 billion each in estimated annual retail sales.

Johnston, 56, has served as the chief financial officer since 2010 and became vice chairman in 2015. In his career at PepsiCo, he has served as executive vice president of global operations, president of Pepsi-Cola North America, senior vice president of transformation, and senior vice president of mergers and acquisitions. Johnston has previously served as a director and audit committee chair for Twitter Inc. and AOL Inc. He currently serves as a director for the Peterson Institute for International Economics, on the University of Chicago's Booth School CFO Advisory Board, and on Syracuse University's Whitman School of Management Advisory council. Adding Johnston increases Microsoft's board to 13 members.

"Hugh is an accomplished financial and business leader who brings a depth of experience from his successful career at PepsiCo where he has oversight of finance, IT, e-commerce and the company's digital transformation," said John W. Thompson, independent Microsoft board chairman. "He is a great addition to Microsoft's board of directors, and we look forward to working with him."

Microsoft also announced that G. Mason Morfit, president and chief investment officer of ValueAct Capital, will not seek re-election to the board. His current term expires at the annual shareholders meeting in November.

"Mason has been a valuable adviser at an important time in Microsoft's transformation, and we are grateful for his contributions," Thompson said.

Other board members include John W. Thompson, Microsoft independent chairman; William H. Gates, Microsoft founder and technology advisor; Reid Hoffman, partner at Greylock Partners; Teri L. List-Stoll, executive vice president and chief financial officer of Gap Inc.; Satya Nadella, chief executive officer of Microsoft; Charles H. Noski, former vice chairman of Bank of

America Corp.; Dr. Helmut Panke, former chairman of the board of management at BMW AG; Sandra E. Peterson, group worldwide chairman for Johnson & Johnson; Charles W. Scharf, chief executive officer of The Bank of New York Mellon Corp.; John W. Stanton, chairman of Trilogy Equity Partners; and Padmasree Warrior, CEO and chief development officer of NIO USA Inc.

Microsoft (Nasdaq "MSFT" @microsoft) is the leading platform and productivity company for the mobile-first, cloud-first world, and its mission is to empower every person and every organization on the planet to achieve more.

Note to editors: For more information, news and perspectives from Microsoft, please visit the Microsoft News Center at <http://news.microsoft.com>. 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://news.microsoft.com/microsoft-public-relations-contacts>.