

**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) April 29, 2020

Microsoft Corporation

Washington
(State or Other Jurisdiction
of Incorporation)

001-37845
(Commission
File Number)

91-1144442
(IRS Employer
Identification No.)

One Microsoft Way, Redmond, Washington

98052-6399

(425) 882-8080
www.microsoft.com/investor

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))

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class | Trading Symbol | Name of exchange on which registered |
|--|----------------|--------------------------------------|
| Common stock, \$0.0000625 par value per share | MSFT | NASDAQ |
| 2.125% Notes due 2021 | MSFT | NASDAQ |
| 3.125% Notes due 2028 | MSFT | NASDAQ |
| 2.625% Notes due 2033 | MSFT | NASDAQ |

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 2.02. Results of Operations and Financial Condition

On April 29, 2020, Microsoft Corporation issued a press release announcing its financial results for the fiscal quarter ended March 31, 2020. A copy of the press release is furnished as Exhibit 99.1 to this report.

In accordance with General Instruction B.2 of Form 8-K, the information in this Current Report on Form 8-K, including Exhibit 99.1, shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liability of that section, and shall not be incorporated by reference into any registration statement or other document filed under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits:

- | | |
|------|--|
| 99.1 | Press release, dated April 29, 2020, issued by Microsoft Corporation |
| 104 | Cover Page Interactive Data File (embedded within the Inline XBRL document) |

SIGNATURE

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: April 29, 2020

/s/ FRANK H. BROD

Frank H. Brod
Corporate Vice President, Finance and
Administration;
Chief Accounting Officer

Microsoft Cloud Strength Drives Third Quarter Results

REDMOND, Wash. — April 29, 2020 — Microsoft Corp. today announced the following results for the quarter ended March 31, 2020, as compared to the corresponding period of last fiscal year:

- Revenue was \$35.0 billion and increased 15%
- Operating income was \$13.0 billion and increased 25%
- Net income was \$10.8 billion and increased 22%
- Diluted earnings per share was \$1.40 and increased 23%

“We’ve seen two years’ worth of digital transformation in two months. From remote teamwork and learning, to sales and customer service, to critical cloud infrastructure and security – we are working alongside customers every day to help them adapt and stay open for business in a world of remote everything,” said Satya Nadella, chief executive officer of Microsoft. “Our durable business model, diversified portfolio, and differentiated technology stack position us well for what’s ahead.”

“In this dynamic environment, our sales teams and partners executed a solid third quarter, with Commercial Cloud revenue generating \$13.3 billion, up 39% year over year,” said Amy Hood, executive vice president and chief financial officer of Microsoft. “We remain committed to balancing operational discipline with continued investments in key strategic areas to drive future growth.”

COVID-19 Impact

In the third quarter of fiscal year 2020, COVID-19 had minimal net impact on the total company revenue.

In the Productivity and Business Processes and Intelligent Cloud segments, cloud usage increased, particularly in Microsoft 365 including Teams, Azure, Windows Virtual Desktop, advanced security solutions, and Power Platform, as customers shifted to work and learn from home. In the final weeks of the quarter, there was a slowdown in transactional licensing, particularly in small and medium businesses, and a reduction in advertising spend in LinkedIn.

In the More Personal Computing segment, Windows OEM and Surface benefited from increased demand to support remote work and learn scenarios, offset in part by supply chain constraints in China that improved late in the quarter. Gaming benefited from increased engagement following stay-at-home guidelines. Search was negatively impacted by reductions in advertising spend, particularly in the industries most impacted by COVID-19. The effects of COVID-19 may not be fully reflected in the financial results until future periods.

Segment Highlights

Revenue in Productivity and Business Processes was \$11.7 billion and increased 15% (up 16% in constant currency), with the following business highlights:

- Office Commercial products and cloud services revenue increased 13% (up 15% in constant currency) driven by Office 365 Commercial revenue growth of 25% (up 27% in constant currency)
- Office Consumer products and cloud services revenue increased 15% (up 17% in constant currency) with continued growth in Office 365 Consumer subscribers to 39.6 million
- LinkedIn revenue increased 21% (up 22% in constant currency)

- Dynamics products and cloud services revenue increased 17% (up 20% in constant currency) driven by Dynamics 365 revenue growth of 47% (up 49% in constant currency)

Revenue in Intelligent Cloud was \$12.3 billion and increased 27% (up 29% in constant currency), with the following business highlights:

- Server products and cloud services revenue increased 30% (up 32% in constant currency) driven by Azure revenue growth of 59% (up 61% in constant currency)
- Enterprise Services revenue increased 6% (up 7% in constant currency)

Revenue in More Personal Computing was \$11.0 billion and increased 3% (up 4% in constant currency), with the following business highlights:

- Windows OEM revenue was relatively unchanged year over year
- Windows Commercial products and cloud services revenue increased 17% (up 18% in constant currency)
- Search advertising revenue excluding traffic acquisition costs increased 1%
- Xbox content and services revenue increased 2%
- Surface revenue increased 1% (up 2% in constant currency)

Return to Shareholders

Microsoft returned \$9.9 billion to shareholders in the form of share repurchases and dividends in the third quarter of fiscal year 2020, an increase of 33% compared to the third quarter of fiscal year 2019.

Business Outlook

Microsoft will provide forward-looking guidance in connection with this quarterly earnings announcement on its earnings conference call and webcast.

Responding to COVID-19

At Microsoft, our focus remains on ensuring the safety of our employees, striving to protect the health and well-being of the communities in which we operate, and providing technology and resources to our customers and partners to help them do their best work while remote. Additional information about Microsoft's COVID-19 response can be found [here](#).

Quarterly Product Releases and Enhancements

Every quarter Microsoft delivers hundreds of products, either as new releases, services, or enhancements to current products and services. These releases are a result of significant research and development investments, made over multiple years, designed to help customers be more productive and secure and to deliver differentiated value across the cloud and the edge.

Here are the [major product releases and other highlights](#) for the quarter, organized by product categories, to help illustrate how we are accelerating innovation across our businesses while expanding our market opportunities.

Environmental, Social, and Governance (ESG)

To better execute on Microsoft's mission, we focus our Environmental, Social, and Governance (ESG) efforts where we can have the most positive impact. To learn more about our latest initiatives and priorities, please visit our investor relations [ESG website](#).

Webcast Details

Satya Nadella, chief executive officer, Amy Hood, executive vice president and chief financial officer, Frank Brod, chief accounting officer, Keith Dolliver, deputy general counsel, and Michael Spencer, general manager of investor relations, will host a conference call and webcast at 2:30 p.m. Pacific time (5:30 p.m. Eastern time) today to discuss details of the company's performance for the quarter and certain forward-looking information. The session may be accessed at <http://www.microsoft.com/en-us/investor>. The webcast will be available for replay through the close of business on April 29, 2021.

Constant Currency

Microsoft presents constant currency information to provide a framework for assessing how our underlying businesses performed excluding the effect of foreign currency rate fluctuations. To present this information, current and comparative prior period results for entities reporting in currencies other than United States dollars are converted into United States dollars using the average exchange rates from the comparative period rather than the actual exchange rates in effect during the respective periods. All growth comparisons relate to the corresponding period in the last fiscal year. Microsoft has provided this non-GAAP financial information to aid investors in better understanding our performance. The non-GAAP financial measures presented in this release should not be considered as a substitute for, or superior to, the measures of financial performance prepared in accordance with generally accepted accounting principles (GAAP).

Financial Performance Constant Currency Reconciliation

Three Months Ended March 31,

| (\$ in millions, except per share amounts) | Revenue | Operating Income | Net Income | Diluted Earnings per Share |
|--|----------|------------------|------------|----------------------------|
| 2019 As Reported | \$30,571 | \$10,341 | \$8,809 | \$1.14 |
| 2020 As Reported | \$35,021 | \$12,975 | \$10,752 | \$1.40 |
| Percentage Change Y/Y | 15% | 25% | 22% | 23% |
| Constant Currency Impact | \$(404) | \$(296) | \$(375) | \$(0.05) |
| Percentage Change Y/Y Constant Currency | 16% | 28% | 26% | 27% |

Segment Revenue Constant Currency Reconciliation

Three Months Ended March 31,

| (\$ in millions) | Productivity and Business Processes | Intelligent Cloud | More Personal Computing |
|---|-------------------------------------|-------------------|-------------------------|
| 2019 As Reported | \$10,242 | \$9,649 | \$10,680 |
| 2020 As Reported | \$11,743 | \$12,281 | \$10,997 |
| Percentage Change Y/Y | 15% | 27% | 3% |
| Constant Currency Impact | \$(162) | \$(164) | \$(78) |
| Percentage Change Y/Y Constant Currency | 16% | 29% | 4% |

Selected Product and Service Revenue Constant Currency Reconciliation

Three Months Ended March 31, 2020

| | Percentage Change Y/Y (GAAP) | Constant Currency Impact | Percentage Change Y/Y Constant Currency |
|--|------------------------------|--------------------------|---|
| Office Commercial products and cloud services | 13% | 2% | 15% |
| Office 365 Commercial | 25% | 2% | 27% |
| Office Consumer products and cloud services | 15% | 2% | 17% |
| LinkedIn | 21% | 1% | 22% |
| Dynamics products and cloud services | 17% | 3% | 20% |
| Dynamics 365 | 47% | 2% | 49% |
| Server products and cloud services | 30% | 2% | 32% |
| Azure | 59% | 2% | 61% |
| Enterprise Services | 6% | 1% | 7% |
| Windows OEM | 0% | 0% | 0% |
| Windows Commercial products and cloud services | 17% | 1% | 18% |
| Search advertising excluding traffic acquisition costs | 1% | 0% | 1% |
| Surface | 1% | 1% | 2% |
| Xbox content and services | 2% | 0% | 2% |

About Microsoft

Microsoft (Nasdaq "MSFT" @microsoft) enables digital transformation for the era of an intelligent cloud and an intelligent edge. Its mission is to empower every person and every organization on the planet to achieve more.

Forward-Looking Statements

Statements in this release that are "forward-looking statements" are based on current expectations and assumptions that are subject to risks and uncertainties. Actual results could differ materially because of factors such as:

- intense competition in all of our markets that may lead to lower revenue or operating margins;
- increasing focus on cloud-based services presenting execution and competitive risks;
- significant investments in products and services that may not achieve expected returns;
- acquisitions, joint ventures, and strategic alliances that may have an adverse effect on our business;
- impairment of goodwill or amortizable intangible assets causing a significant charge to earnings;
- cyberattacks and security vulnerabilities that could lead to reduced revenue, increased costs, liability claims, or harm to our reputation or competitive position;
- disclosure and misuse of personal data that could cause liability and harm to our reputation;
- the possibility that we may not be able to protect information stored in our products and services from use by others;
- abuse of our advertising or social platforms that may harm our reputation or user engagement;
- the development of the internet of things presenting security, privacy, and execution risks;
- issues about the use of artificial intelligence in our offerings that may result in competitive harm, legal liability, or reputational harm;
- excessive outages, data losses, and disruptions of our online services if we fail to maintain an adequate operations infrastructure;
- quality or supply problems;
- the possibility that we may fail to protect our source code;
- legal changes, our evolving business model, piracy, and other factors may decrease the value of our intellectual property;
- claims that Microsoft has infringed the intellectual property rights of others;
- claims against us that may result in adverse outcomes in legal disputes;

-
- government litigation and regulatory activity relating to competition rules that may limit how we design and market our products;
 - potential liability under trade protection, anti-corruption, and other laws resulting from our global operations;
 - laws and regulations relating to the handling of personal data that may impede the adoption of our services or result in increased costs, legal claims, fines, or reputational damage;
 - additional tax liabilities;
 - damage to our reputation or our brands that may harm our business and operating results;
 - exposure to increased economic and operational uncertainties from operating a global business, including the effects of foreign currency exchange;
 - uncertainties relating to our business with government customers;
 - adverse economic or market conditions that may harm our business;
 - catastrophic events or geo-political conditions, such as the COVID-19 pandemic, that may disrupt our business; and
 - the dependence of our business on our ability to attract and retain talented employees.

For more information about risks and uncertainties associated with Microsoft's business, please refer to the "Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Risk Factors" sections of Microsoft's SEC filings, including, but not limited to, its annual report on Form 10-K and quarterly reports on Form 10-Q, copies of which may be obtained by contacting Microsoft's Investor Relations department at (800) 285-7772 or at Microsoft's Investor Relations website at <http://www.microsoft.com/en-us/investor>.

All information in this release is as of March 31, 2020. The company undertakes no duty to update any forward-looking statement to conform the statement to actual results or changes in the company's expectations.

For more information, press only:

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For more information, financial analysts and investors only:

Michael Spencer, General Manager, Investor Relations, (425) 706-4400

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 since have changed. Shareholder and financial information, as well as today's 2:30 p.m. Pacific time conference call with investors and analysts, is available at <http://www.microsoft.com/en-us/investor>.

INCOME STATEMENTS

(In millions, except per share amounts) (Unaudited)

| | Three Months Ended | | Nine Months Ended | |
|---|--------------------|-------------------|-------------------|-------------------|
| | 2020 | March 31, 2019 | 2020 | March 31, 2019 |
| Revenue: | | | | |
| Product | \$15,871 | \$15,448 | \$49,894 | \$48,966 |
| Service and other | 19,150 | 15,123 | 55,088 | 43,160 |
| Total revenue | 35,021 | 30,571 | 104,982 | 92,126 |
| Cost of revenue: | | | | |
| Product | 3,376 | 3,441 | 11,647 | 12,975 |
| Service and other | 7,599 | 6,729 | 22,092 | 19,523 |
| Total cost of revenue | 10,975 | 10,170 | 33,739 | 32,498 |
| Gross margin | 24,046 | 20,401 | 71,243 | 59,628 |
| Research and development | 4,887 | 4,316 | 14,055 | 12,363 |
| Sales and marketing | 4,911 | 4,565 | 14,181 | 13,251 |
| General and administrative | 1,273 | 1,179 | 3,455 | 3,460 |
| Operating income | 12,975 | 10,341 | 39,552 | 30,554 |
| Other income (expense), net | (132) | 145 | 62 | 538 |
| Income before income taxes | 12,843 | 10,486 | 39,614 | 31,092 |
| Provision for income taxes | 2,091 | 1,677 | 6,535 | 5,039 |
| Net income | \$10,752 | \$8,809 | \$33,079 | \$26,053 |
| Earnings per share: | | | | |
| Basic | \$1.41 | \$1.15 | \$4.34 | \$3.39 |
| Diluted | \$1.40 | \$1.14 | \$4.30 | \$3.36 |
| Weighted average shares outstanding: | | | | |
| Basic | 7,602 | 7,672 | 7,619 | 7,679 |
| Diluted | 7,675 | 7,744 | 7,693 | 7,759 |

COMPREHENSIVE INCOME STATEMENTS

(In millions) (Unaudited)

| | Three Months Ended | | Nine Months Ended | |
|--|--------------------|---------|-------------------|----------|
| | 2020 | 2019 | 2020 | 2019 |
| Net income | \$10,752 | \$8,809 | \$33,079 | \$26,053 |
| Other comprehensive income (loss), net of tax: | | | | |
| Net change related to derivatives | (36) | (33) | (42) | (93) |
| Net change related to investments | 3,508 | 714 | 3,665 | 1,334 |
| Translation adjustments and other | (541) | 67 | (607) | (252) |
| Other comprehensive income | 2,931 | 748 | 3,016 | 989 |
| Comprehensive income | \$13,683 | \$9,557 | \$36,095 | \$27,042 |

BALANCE SHEETS
(In millions) (Unaudited)

| | March 31, 2020 | June 30, 2019 |
|--|-------------------|------------------|
| Assets | | |
| Current assets: | | |
| Cash and cash equivalents | \$11,710 | \$11,356 |
| Short-term investments | 125,916 | 122,463 |
| Total cash, cash equivalents, and short-term investments | 137,626 | 133,819 |
| Accounts receivable, net of allowance for doubtful accounts of \$446 and \$411 | 22,699 | 29,524 |
| Inventories | 1,644 | 2,063 |
| Other current assets | 8,536 | 10,146 |
| Total current assets | 170,505 | 175,552 |
| Property and equipment, net of accumulated depreciation of \$41,512 and \$35,330 | 41,221 | 36,477 |
| Operating lease right-of-use assets | 8,448 | 7,379 |
| Equity investments | 2,660 | 2,649 |
| Goodwill | 42,064 | 42,026 |
| Intangible assets, net | 6,855 | 7,750 |
| Other long-term assets | 13,696 | 14,723 |
| Total assets | \$285,449 | \$286,556 |
| Liabilities and stockholders' equity | | |
| Current liabilities: | | |
| Accounts payable | \$9,246 | \$9,382 |
| Current portion of long-term debt | 3,748 | 5,516 |
| Accrued compensation | 6,254 | 6,830 |
| Short-term income taxes | 3,296 | 5,665 |
| Short-term unearned revenue | 27,012 | 32,676 |
| Other current liabilities | 9,151 | 9,351 |
| Total current liabilities | 58,707 | 69,420 |
| Long-term debt | 62,862 | 66,662 |
| Long-term income taxes | 28,888 | 29,612 |
| Long-term unearned revenue | 3,385 | 4,530 |
| Deferred income taxes | 185 | 233 |
| Operating lease liabilities | 7,248 | 6,188 |
| Other long-term liabilities | 9,673 | 7,581 |
| Total liabilities | 170,948 | 184,226 |
| Commitments and contingencies | | |
| Stockholders' equity: | | |
| Common stock and paid-in capital — shares authorized 24,000; outstanding 7,590 and 7,643 | 79,813 | 78,520 |
| Retained earnings | 32,012 | 24,150 |
| Accumulated other comprehensive income (loss) | 2,676 | (340) |
| Total stockholders' equity | 114,501 | 102,330 |
| Total liabilities and stockholders' equity | \$285,449 | \$286,556 |

CASH FLOWS STATEMENTS

(In millions) (Unaudited)

| | Three Months Ended March 31, | | Nine Months Ended March 31, | |
|--|---------------------------------|----------|--------------------------------|----------|
| | 2020 | 2019 | 2020 | 2019 |
| Operations | | | | |
| Net income | \$10,752 | \$8,809 | \$33,079 | \$26,053 |
| Adjustments to reconcile net income to net cash from operations: | | | | |
| Depreciation, amortization, and other | 3,118 | 2,926 | 9,292 | 8,758 |
| Stock-based compensation expense | 1,338 | 1,172 | 3,940 | 3,462 |
| Net recognized losses (gains) on investments and derivatives | 52 | (95) | (140) | (470) |
| Deferred income taxes | (206) | (320) | (436) | (740) |
| Changes in operating assets and liabilities: | | | | |
| Accounts receivable | 891 | 460 | 6,778 | 7,258 |
| Inventories | 181 | 12 | 419 | 710 |
| Other current assets | 94 | (14) | (179) | (864) |
| Other long-term assets | 124 | (517) | (726) | (969) |
| Accounts payable | 546 | (197) | (8) | (1,032) |
| Unearned revenue | (736) | 20 | (6,564) | (4,543) |
| Income taxes | 765 | 276 | (3,042) | (879) |
| Other current liabilities | 695 | 649 | (1,136) | (1,017) |
| Other long-term liabilities | (110) | 339 | 725 | 350 |
| Net cash from operations | 17,504 | 13,520 | 42,002 | 36,077 |
| Financing | | | | |
| Repayments of debt | (3,000) | 0 | (5,518) | (3,000) |
| Common stock issued | 342 | 274 | 1,003 | 834 |
| Common stock repurchased | (7,059) | (4,753) | (17,177) | (14,910) |
| Common stock cash dividends paid | (3,876) | (3,526) | (11,272) | (10,290) |
| Other, net | (1,052) | 404 | (805) | (835) |
| Net cash used in financing | (14,645) | (7,601) | (33,769) | (28,201) |
| Investing | | | | |
| Additions to property and equipment | (3,767) | (2,565) | (10,697) | (9,874) |
| Acquisition of companies, net of cash acquired, and purchases of intangible and other assets | (329) | (269) | (871) | (2,107) |
| Purchases of investments | (15,910) | (5,846) | (58,311) | (42,255) |
| Maturities of investments | 17,247 | 5,893 | 47,559 | 14,889 |
| Sales of investments | 2,810 | 1,424 | 14,559 | 30,831 |
| Net cash from (used in) investing | 51 | (1,363) | (7,761) | (8,516) |
| Effect of foreign exchange rates on cash and cash equivalents | (64) | 18 | (118) | (94) |
| Net change in cash and cash equivalents | 2,846 | 4,574 | 354 | (734) |
| Cash and cash equivalents, beginning of period | 8,864 | 6,638 | 11,356 | 11,946 |
| Cash and cash equivalents, end of period | \$11,710 | \$11,212 | \$11,710 | \$11,212 |

SEGMENT REVENUE AND OPERATING INCOME

(In millions) (Unaudited)

| | Three Months Ended | | Nine Months Ended | |
|-------------------------------------|--------------------|-------------------|-------------------|-------------------|
| | 2020 | March 31, 2019 | 2020 | March 31, 2019 |
| Revenue | | | | |
| Productivity and Business Processes | \$11,743 | \$10,242 | \$34,646 | \$30,113 |
| Intelligent Cloud | 12,281 | 9,649 | 34,995 | 27,594 |
| More Personal Computing | 10,997 | 10,680 | 35,341 | 34,419 |
| Total | <u>\$35,021</u> | <u>\$30,571</u> | <u>\$104,982</u> | <u>\$92,126</u> |
| Operating Income | | | | |
| Productivity and Business Processes | \$4,788 | \$3,979 | \$14,752 | \$11,875 |
| Intelligent Cloud | 4,560 | 3,208 | 12,980 | 9,418 |
| More Personal Computing | 3,627 | 3,154 | 11,820 | 9,261 |
| Total | <u>\$12,975</u> | <u>\$10,341</u> | <u>\$39,552</u> | <u>\$30,554</u> |