

**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) December 4, 2019

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 5.07. Submission of Matters to a Vote of Security Holders

On December 4, 2019, Microsoft Corporation (the “Company”) held its 2019 Annual Shareholders Meeting (the “Annual Meeting”). There were 7,632,138,696 shares of common stock entitled to be voted at the Annual Meeting, of which 6,610,123,128 were voted in person or by proxy. The results for each item submitted for a vote of shareholders are as follows. The shareholders:

- (1) Voted to elect each of the thirteen (13) nominees for director.
- (2) Approved, on an advisory basis, the compensation of the Company’s named executive officers.
- (3) Voted to ratify the appointment of Deloitte & Touche LLP as the Company’s independent registered public accounting firm for fiscal year 2020.
- (4) Rejected a shareholder proposal concerning a report on employee representation on the Board of Directors.
- (5) Rejected a shareholder proposal concerning a report on gender pay gap.

The Company’s inspector of election certified the following vote tabulations:

Election of Directors

| Director | Vote Results | % Votes For | For | Against | Abstain | Broker Non-Votes |
|----------------------|--------------|-------------------|---------------|-------------|-------------|---------------------|
| William H. Gates III | Re-elected | 99.72% | 5,379,317,204 | 14,898,746 | 254,359,793 | 961,547,385 |
| Reid G. Hoffman | Re-elected | 99.90% | 5,386,985,842 | 5,125,673 | 256,464,228 | 961,547,385 |
| Hugh F. Johnston | Re-elected | 99.84% | 5,383,610,459 | 8,444,864 | 256,520,420 | 961,547,385 |
| Teri L. List-Stoll | Re-elected | 98.69% | 5,318,471,023 | 70,806,007 | 259,298,713 | 961,547,385 |
| Satya Nadella | Re-elected | 99.91% | 5,388,999,838 | 4,730,329 | 254,845,576 | 961,547,385 |
| Sandra E. Peterson | Re-elected | 98.10% | 5,289,588,581 | 102,475,985 | 256,511,177 | 961,547,385 |
| Penny S. Pritzker | Re-elected | 99.82% | 5,380,036,421 | 9,870,113 | 258,669,209 | 961,547,385 |
| Charles W. Scharf | Re-elected | 98.37% | 5,303,524,956 | 87,939,453 | 257,111,334 | 961,547,385 |
| Arne M. Sorenson | Re-elected | 99.90% | 5,386,114,678 | 5,658,144 | 256,802,921 | 961,547,385 |
| John W. Stanton | Re-elected | 99.87% | 5,384,483,376 | 7,065,572 | 257,026,795 | 961,547,385 |
| John W. Thompson | Re-elected | 99.12% | 5,344,326,057 | 47,480,462 | 256,769,224 | 961,547,385 |
| Emma N. Walmsley | Elected | 99.89% | 5,385,958,687 | 6,049,602 | 256,567,454 | 961,547,385 |
| Padmasree Warrior | Re-elected | 99.12% | 5,344,344,109 | 47,377,833 | 256,853,801 | 961,547,385 |

Advisory Vote to Approve Named Executive Officer Compensation

| Vote result | % Votes For | For | Against | Abstain | Broker Non-Votes |
|-------------|-------------|---------------|---------------|------------|------------------|
| Approved | 76.69% | 4,316,834,964 | 1,312,380,149 | 19,360,630 | 961,547,385 |

Ratification of Appointment of Independent Auditor

| Vote result | % Votes For | For | Against | Abstain | Broker Non-Votes |
|-------------|-------------|---------------|-------------|-------------|------------------|
| Approved | 96.48% | 6,111,769,376 | 222,719,362 | 275,634,390 | 0 |

Shareholder Proposal Concerning Report on Employee Representation on Board of Directors

| Vote result | % Votes For | For | Against | Abstain | Broker Non-Votes |
|-------------|-------------|-------------|---------------|-------------|------------------|
| Rejected | 4.42% | 237,810,952 | 5,137,678,850 | 273,085,941 | 961,547,385 |

Shareholder Proposal Concerning Report on Gender Pay Gap

| Vote result | % Votes For | For | Against | Abstain | Broker Non-Votes |
|-------------|-------------|---------------|---------------|-------------|------------------|
| Rejected | 29.55% | 1,581,396,964 | 3,769,301,747 | 297,877,032 | 961,547,385 |

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: December 5, 2019

/s/ KEITH R. DOLLIVER

Keith R. Dolliver
Assistant Secretary