

**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, \$0.00000625 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