

MICROSOFT CORP  
Form 8-K  
December 04, 2014

**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 3, 2014**

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

**Washington**  
**(State or Other Jurisdiction of Incorporation)**

**0-14278**  
**(Commission)**

**91-1144442**  
**(IRS Employer)**

**File Number)**

**Identification No.)**

**One Microsoft Way, Redmond, Washington**

**98052-6399**

**(Address of Principal Executive Offices)**

**(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 5.07 Submission of Matters to a Vote of Security Holders**

On December 3, 2014, Microsoft Corporation (the Company) held its 2014 Annual Shareholders Meeting (the Annual Meeting). There were 8,255,024,407 shares of common stock entitled to be voted. There were 7,005,292,367 shares voted in person or by proxy. At the Annual Meeting:

- (1) The shareholders voted to elect each of the ten (10) nominees for director.
- (2) The shareholders approved, on an advisory basis, the compensation of the Company's named executive officers.
- (3) The shareholders voted to ratify the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for fiscal year 2015.
- (4) The shareholders rejected a non-binding shareholder proposal for the adoption of proxy access.

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

**Election of directors**

		<b>Vote Result</b>	<b>% Votes For</b>	<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
William H. Gates III	Re-elected	93.9%	5,606,116,491	365,721,899	2,265,393	1,031,188,584	
Maria Klawe	Re-elected	92.6%	5,531,572,830	439,103,380	3,427,573	1,031,188,584	
Teri L. List-Stoll	Elected	99.7%	5,955,193,132	15,258,441	3,652,210	1,031,188,584	
G. Mason Morfit	Elected	99.7%	5,654,036,396	18,217,262	301,850,125	1,031,188,584	
Satya Nadella	Elected	99.5%	5,942,449,976	28,462,079	3,191,728	1,031,188,584	
Charles H. Noski	Re-elected	99.4%	5,935,196,762	35,098,514	3,808,507	1,031,188,584	
Helmut Panke	Re-elected	97.7%	5,834,406,180	135,861,949	3,835,654	1,031,188,584	
Charles W. Scharf	Elected	99.7%	5,954,552,546	15,704,412	3,846,825	1,031,188,584	
John W. Stanton	Elected	99.1%	5,914,329,420	56,041,826	3,732,537	1,031,188,584	
John W. Thompson	Re-elected	92.1%	5,497,993,411	472,460,503	3,649,869	1,031,188,584	

**Advisory vote on executive compensation**

	<b>Vote Result</b>	<b>% Votes For</b>	<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
	Approved	72.6%	4,316,712,740	1,625,320,427	32,070,616	1,031,188,584

**Ratification of appointment of independent auditors**

	<b>Vote Result</b>	<b>% Votes For</b>	<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
	Approved	98.9%	6,919,256,043	77,642,108	8,394,216	0

**Shareholder proposal: adoption of proxy access**

<b>Vote Result</b>	<b>%</b>	<b>Votes For</b>	<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
Not approved	10.5%	622,160,860	5,319,463,402	32,479,521	1,031,188,584	

**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 4, 2014

/S/ JOHN A. SEETHOFF  
John A. Seethoff  
Assistant Secretary