

MICROSOFT CORP  
Form DEFA14A  
October 16, 2018

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934 (Amendment No. \_\_)**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement  
**Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**  
Definitive Proxy Statement  
Definitive Additional Materials  
Soliciting Material Pursuant to §240.14a-12

**Microsoft Corporation**

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(Name of Registrant as Specified In Its Charter)

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

(1) Title of each class of securities to which transaction applies:

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(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

**Persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**MICROSOFT CORPORATION**  
**SHAREHOLDERS OF RECORD AS OF**  
**SEPTEMBER 26, 2018**  
**ANNUAL SHAREHOLDERS MEETING TO BE**  
**HELD ON NOVEMBER 28, 2018**

**Your vote is important. Thank you for voting.**

Read the Proxy Statement and have the voting instruction form below at hand. Please note that the telephone and Internet voting turns off at 11:59 pm ET the night before the meeting or cut-off date.

**To vote by Internet**

*Before The Meeting*

- 1) Go to website [www.proxyvote.com](http://www.proxyvote.com) or scan the QR Barcode above.
- 2) Follow the instructions provided on the website.

*During The Meeting*

- 1) Go to website [microsoft.onlineshareholdermeeting.com](http://microsoft.onlineshareholdermeeting.com).
- 2) Follow the instructions provided on the website.

**To vote by Telephone**

- 1) Call 1-800-454-8683.

**To vote by Mail**

1) Complete and return your voting instruction form in the envelope provided.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

E51530-TBD

Important Notice Regarding the Availability of Proxy Materials for the Annual Shareholders Meeting. The following materials are available at [www.proxyvote.com](http://www.proxyvote.com): Notice and Proxy Statement and Annual Report

PLEASE X HERE ONLY IF YOU PLAN TO ATTEND THE MEETING AND VOTE THESE SHARES IN PERSON

**The Board of Directors recommends you vote FOR the following proposals:**

1. Election of Directors:  
(The Board recommends a vote FOR each nominee)

	<b>For</b>	<b>Against</b>	<b>Abstain</b>		<b>For</b>	<b>Against</b>	<b>Abstain</b>
01. William H. Gates III				12. John W. Stanton			
02. Reid G. Hoffman				13. John W. Thompson			
03. Hugh F. Johnston				14. Padmasree Warrior			
04.				2.			

Teri L.  
List-Stoll

Advisory vote to  
approve named  
executive officer  
compensation

(The Board  
recommends a  
vote FOR this  
proposal)

05. Satya  
Nadella

3. Ratification of  
Deloitte &  
Touche LLP as  
our  
independent  
auditor for fiscal  
year 2019

(The Board  
recommends a  
vote FOR this  
proposal)

06. Charles  
H. Noski

**NOTE:** Such other  
business as may  
properly come before  
the meeting or any  
adjournment thereof.

07. Helmut  
Panke

08. Sandra E.  
Peterson

09. Penny S.  
Pritzker

10. Charles  
W. Scharf

11. Arne M.  
Sorenson

Yes

No

**HOUSEHOLDING**

**ELECTION** -

Please indicate if  
you consent to  
receive certain  
future investor  
communications  
in a single  
package per  
household.

Date

Signature [PLEASE SIGN WITHIN BOX]

**\*\*\* Exercise Your *Right to Vote* \*\*\***

**Important Notice Regarding the Availability of Proxy Materials for the  
Annual Shareholders Meeting to Be Held on November 28, 2018.**

**Meeting Information**

*C/O PROXY SERVICES  
P.O. BOX 9163  
FARMINGDALE, NY 11735*

**Meeting Type:** Annual Meeting  
**For holders as of:** September 26, 2018  
**Date:** November 28, 2018     **Time:** 8:00 a.m. PT  
**Location:** Meydenbauer Center  
11100 NE 6th Street  
Bellevue, Washington

Meeting live via the Internet-please visit  
[microsoft.onlineshareholdermeeting.com](http://microsoft.onlineshareholdermeeting.com).

You are receiving this communication because you hold shares  
in the company named above.

This is not a ballot. You cannot use this notice to vote these  
shares. This communication presents only an overview of the  
more complete proxy materials that are available to you on the  
Internet. You may view the proxy materials online at  
[www.proxyvote.com](http://www.proxyvote.com), scan the QR Barcode on the reverse side,  
or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important  
information contained in the proxy materials before voting.

**See the reverse side of this notice to obtain proxy  
materials and voting instructions.**



## Before You Vote

### *How to Access the Proxy Materials*

#### **Proxy Materials Available to VIEW or RECEIVE:**

NOTICE AND PROXY STATEMENT

ANNUAL REPORT

#### **How to View Online:**

Have the information that is printed in the box marked by the arrow (located on the following page) and visit: [www.proxyvote.com](http://www.proxyvote.com), or scan the QR Barcode below.

#### **How to Request and Receive a PAPER or E-MAIL Copy:**

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy.

Please choose one of the following methods to make your request:

- 1) *BY INTERNET:*        [www.proxyvote.com](http://www.proxyvote.com)
- 2) *BY TELEPHONE:*    1-800-579-1639
- 3) *BY E-MAIL\*:*        [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com)

\* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor.

Please make the request as instructed above on or before November 14, 2018 to facilitate timely delivery.

## How To Vote

*Please Choose One of the Following Voting Methods*

**Vote In Person:** Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

**Vote By Internet:** Go to [www.proxyvote.com](http://www.proxyvote.com) or from a smartphone, scan the QR Barcode above. Have the information that is printed in the box marked by the arrow (located on the following page) available and follow

the instructions.

*During The Meeting:* Go to [microsoft.onlineshareholdermeeting.com](http://microsoft.onlineshareholdermeeting.com). Have the information that is printed in the box marked by the arrow (located on the following page) available and follow the instructions.

**Vote By Mail:** You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

**Voting Items**

**The Board of Directors recommends a vote FOR EACH OF THE FOLLOWING NOMINEES, FOR PROPOSAL 2, and FOR PROPOSAL 3.**

- |                                                                          |                                                                                          |
|--------------------------------------------------------------------------|------------------------------------------------------------------------------------------|
| 1. Election of Directors: (The Board recommends a vote FOR each nominee) | 2. Advisory vote to approve named executive officer compensation                         |
|                                                                          | (The Board recommends a vote FOR this proposal)                                          |
| 01. William H. Gates III                                                 | 3. Ratification of Deloitte & Touche LLP as our independent auditor for fiscal year 2019 |
|                                                                          | (The Board recommends a vote FOR this proposal)                                          |
| 02. Reid G. Hoffman                                                      |                                                                                          |
| 03. Hugh F. Johnston                                                     |                                                                                          |
| 04. Teri L. List-Stoll                                                   |                                                                                          |
| 05. Satya Nadella                                                        |                                                                                          |
| 06. Charles H. Noski                                                     |                                                                                          |
| 07. Helmut Panke                                                         |                                                                                          |
| 08. Sandra E. Peterson                                                   |                                                                                          |
| 09. Penny S. Pritzker                                                    |                                                                                          |
| 10. Charles W. Scharf                                                    |                                                                                          |

11. Arne M. Sorenson

12. John W. Stanton

13. John W. Thompson

14. Padmasree Warrior

