

MICROSOFT CORP  
Form 8-K  
November 29, 2012

**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) November 28, 2012**

**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)**

Edgar Filing: MICROSOFT CORP - Form 8-K

File Number)

Identification No.)

**One Microsoft Way, Redmond, Washington**  
(Address of Principal Executive Offices)

**98052-6399**  
(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 November 28, 2012, Microsoft Corporation (the Company) held its 2012 Annual Meeting of Shareholders (the Annual Meeting). There were 8,430,933,156 shares of common stock entitled to be voted. There were 7,247,154,348 shares voted in person or by proxy. At the Annual Meeting:

- (1) The shareholders voted to elect each of the nine (9) nominees for director.
- (2) The shareholders approved, on an advisory basis, the compensation of the Company's named executive officers.
- (3) The shareholders approved the Employee Stock Purchase Plan.
- (4) The shareholders voted to ratify the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for fiscal year 2013.
- (5) The shareholders rejected a shareholder proposal to adopt cumulative voting.

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

**Election of Directors**

|                      | Vote       |             |               |             |            | Broker Non-Votes |
|----------------------|------------|-------------|---------------|-------------|------------|------------------|
|                      | Results    | % Votes For | For           | Against     | Abstain    |                  |
| Steven A. Ballmer    | Re-elected | 96.64%      | 5,718,081,903 | 198,676,752 | 13,359,963 | 1,317,035,730    |
| Dina Dublon          | Re-elected | 98.92%      | 5,855,205,068 | 63,854,126  | 11,059,424 | 1,317,035,730    |
| William H. Gates III | Re-elected | 96.69%      | 5,724,546,035 | 195,700,046 | 9,872,537  | 1,317,035,730    |
| Maria Klawe          | Re-elected | 98.92%      | 5,855,097,008 | 63,903,476  | 11,118,134 | 1,317,035,730    |
| Stephen J. Luczo     | Elected    | 99.16%      | 5,868,022,164 | 49,475,620  | 12,620,834 | 1,317,035,730    |
| David F. Marquardt   | Re-elected | 98.56%      | 5,833,630,148 | 84,985,727  | 11,502,743 | 1,317,035,730    |
| Charles H. Noski     | Re-elected | 98.99%      | 5,858,968,641 | 59,834,908  | 11,315,069 | 1,317,035,730    |
| Helmut Panke         | Re-elected | 98.88%      | 5,852,665,674 | 66,191,131  | 11,261,813 | 1,317,035,730    |
| John W. Thompson     | Elected    | 98.90%      | 5,852,434,556 | 65,132,750  | 12,551,312 | 1,317,035,730    |

**Advisory Vote on Executive Compensation**

|          | Vote    |               |             |            |               | Broker Non-Votes |
|----------|---------|---------------|-------------|------------|---------------|------------------|
|          | Results | % Votes For   | For         | Against    | Abstain       |                  |
| Approved | 94.12%  | 5,563,078,796 | 347,351,143 | 19,688,679 | 1,317,035,730 |                  |

**Approval of Employee Stock Purchase Plan**

|          | Vote    |               |            |            |               | Broker Non-Votes |
|----------|---------|---------------|------------|------------|---------------|------------------|
|          | Results | % Votes For   | For        | Against    | Abstain       |                  |
| Approved | 99.26%  | 5,850,353,971 | 43,533,200 | 36,231,447 | 1,317,035,730 |                  |

**Ratification of Appointment of Independent Auditors**

| <b>Vote Results</b> | <b>% Votes For</b> | <b>For</b>    | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|---------------------|--------------------|---------------|----------------|----------------|-------------------------|
| Approved            | 98.66%             | 7,132,273,496 | 96,626,756     | 18,254,096     | 0                       |

**Adopt Cumulative Voting**

| <b>Vote Results</b> | <b>% Votes For</b> | <b>For</b>    | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|---------------------|--------------------|---------------|----------------|----------------|-------------------------|
| Not Approved        | 26.20%             | 1,548,061,749 | 4,360,871,122  | 21,185,747     | 1,317,035,730           |

**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: November 29, 2012

/s/ John A. Seethoff  
John A. Seethoff  
Assistant Secretary