

MICROSOFT CORP  
Form 8-K  
December 01, 2016

**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 30, 2016**

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

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

**001-37845**  
**(Commission)**

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

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**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 30, 2016, Microsoft Corporation (the Company) held its 2016 Annual Shareholders Meeting (the Annual Meeting). There were 7,779,736,996 shares of common stock entitled to be voted, of which 6,894,716,318 were voted in person or by proxy. At the Annual Meeting:

- (1) The shareholders voted to elect each of the eleven (11) 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 2017.
- (4) The shareholders approved an amendment to the Company's Articles of Incorporation.
- (5) The shareholders approved the French Sub Plan under the 2001 Stock Plan.
- (6) The shareholders rejected a non-binding shareholder proposal to amend the Company's proxy access bylaw.

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

**Election of directors**

|                      | Vote result | % Votes |               |            |           | Broker<br>Non-votes |
|----------------------|-------------|---------|---------------|------------|-----------|---------------------|
|                      |             | For     | For           | Against    | Abstain   |                     |
| William H. Gates III | Re-elected  | 99.6%   | 5,575,617,586 | 23,161,409 | 3,630,178 | 1,292,307,145       |
| Teri L. List-Stoll   | Re-elected  | 99.9%   | 5,591,273,174 | 6,357,894  | 4,778,105 | 1,292,307,145       |
| G. Mason Morfit      | Re-elected  | 99.4%   | 5,566,392,994 | 31,052,658 | 4,963,521 | 1,292,307,145       |
| Satya Nadella        | Re-elected  | 99.8%   | 5,584,792,413 | 13,408,811 | 4,207,949 | 1,292,307,145       |
| Charles H. Noski     | Re-elected  | 99.1%   | 5,543,846,320 | 51,444,972 | 7,117,881 | 1,292,307,145       |
| Helmut Panke         | Re-elected  | 99.1%   | 5,544,681,610 | 50,579,271 | 7,148,292 | 1,292,307,145       |
| Sandra E. Peterson   | Re-elected  | 99.9%   | 5,591,547,972 | 5,862,005  | 4,999,196 | 1,292,307,145       |
| Charles W. Scharf    | Re-elected  | 99.5%   | 5,571,794,442 | 25,647,798 | 4,966,933 | 1,292,307,145       |
| John W. Stanton      | Re-elected  | 99.4%   | 5,565,591,947 | 31,906,388 | 4,910,838 | 1,292,307,145       |
| John W. Thompson     | Re-elected  | 99.8%   | 5,589,164,855 | 8,503,166  | 4,741,152 | 1,292,307,145       |
| Padmasree Warrior    | Re-elected  | 99.5%   | 5,572,072,762 | 25,266,874 | 5,069,537 | 1,292,307,145       |

**Advisory vote on executive compensation**

| Vote result | % Votes |               |             |            | Broker<br>Non-votes |
|-------------|---------|---------------|-------------|------------|---------------------|
|             | For     | For           | Against     | Abstain    |                     |
| Approved    | 96.1%   | 5,361,963,742 | 218,233,286 | 22,212,145 | 1,292,307,145       |

**Ratification of appointment of independent auditors**

|  |                    | <b>% Votes</b> |               |                |                | <b>Broker</b>    |
|--|--------------------|----------------|---------------|----------------|----------------|------------------|
|  | <b>Vote result</b> | <b>For</b>     | <b>For</b>    | <b>Against</b> | <b>Abstain</b> | <b>Non-votes</b> |
|  | Approved           | 98.8%          | 6,798,905,732 | 85,344,033     | 10,466,553     | 0                |

**Amendment to the Company's Articles of Incorporation**

|  |                    | <b>% Votes</b> |               |                |                | <b>Broker</b>    |
|--|--------------------|----------------|---------------|----------------|----------------|------------------|
|  | <b>Vote result</b> | <b>For</b>     | <b>For</b>    | <b>Against</b> | <b>Abstain</b> | <b>Non-votes</b> |
|  | Approved           | 71.5%          | 5,566,320,739 | 27,171,557     | 8,916,877      | 1,292,307,145    |

**Approval of the French Sub Plan under the 2001 Stock Plan**

|  |                    | <b>% Votes</b> |               |                |                | <b>Broker</b>    |
|--|--------------------|----------------|---------------|----------------|----------------|------------------|
|  | <b>Vote result</b> | <b>For</b>     | <b>For</b>    | <b>Against</b> | <b>Abstain</b> | <b>Non-votes</b> |
|  | Approved           | 97.6%          | 5,418,980,911 | 135,313,255    | 48,115,007     | 1,292,307,145    |

**Shareholder proposal to amend proxy access bylaw**

|  |                    | <b>% Votes</b> |               |                |                | <b>Broker</b>    |
|--|--------------------|----------------|---------------|----------------|----------------|------------------|
|  | <b>Vote result</b> | <b>For</b>     | <b>For</b>    | <b>Against</b> | <b>Abstain</b> | <b>Non-votes</b> |
|  | Rejected           | 26.8%          | 1,477,965,264 | 4,035,982,475  | 88,461,434     | 1,292,307,145    |

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits:

- 3.1 Amended and Restated Articles of Incorporation of Microsoft Corporation

**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 1, 2016

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

**INDEX TO EXHIBITS**

**Exhibit**

| <b>No.</b> | <b>Description</b>                                                      |
|------------|-------------------------------------------------------------------------|
| 3.1        | Amended and Restated Articles of Incorporation of Microsoft Corporation |