

MICROSOFT CORP
Form 8-K
July 31, 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) July 30, 2014

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

Washington
(State or Other Jurisdiction of Incorporation)

0-14278
(Commission File Number)

91-1144442
(IRS Employer 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 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.

(d) On July 30, 2014, Microsoft Corporation (Microsoft) issued a press release to announce that the Microsoft Board of Directors appointed John Stanton to the Microsoft Board of Directors, effective immediately. Mr. Stanton, age 59, serves as chairman of Trilogy Equity Partners and Trilogy International Partners. Mr. Stanton will serve on the Compensation Committee of the Board.

Mr. Stanton will receive the same compensation as other non-employee Microsoft directors as described in the Microsoft 2013 Proxy Statement under Director compensation.

There is no arrangement or understanding between Mr. Stanton and any other persons pursuant to which he was selected as a director. Mr. Stanton has no direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K. Mr. Stanton and Microsoft have entered into the standard Microsoft director indemnification agreement, whereby Microsoft agrees to indemnify, defend and hold its directors harmless from and against losses and expenses incurred as a result of their board service, subject to the terms and conditions provided in the agreement.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

99.1 Press Release of Microsoft Corporation dated July 30, 2014.

SIGNATURES

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: July 31, 2014

/s/ JOHN A. SEETHOFF
John A. Seethoff

Assistant Secretary

INDEX TO EXHIBITS

Exhibit

No.	Description of Exhibit
99.1	Press release dated July 30, 2014