13-990739

State of California
Secretary of State
Corporate Disclosure Statement
(Domestic Stock and Foreign Corporations)

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There is no fee for filing the Corporate Disclosure Statement.

IMPORTANT — PLEASE READ INSTRUCTIONS BEFORE COMPLETING THIS FORM

FILED
Secretary of State
State of California
NOV 27 2013

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1. CORPORATE NAME

Microsoft Corporation

C1868807

Independent Auditor

2. NAME OF THE INDEPENDENT AUDITOR THAT PREPARED THE MOST RECENT AUDITOR'S REPORT
Deoitte & Touche LLP

3. DESCRIPTION OF OTHER SERVICES, IF ANY, PERFORMED BY THE INDEPENDENT AUDITOR NAMED IN ITEM 2
See Item 3 Attachment

4. NAME OF THE INDEPENDENT AUDITOR EMPLOYED BY THE CORPORATION ON THE DATE OF THIS STATEMENT, IF DIFFERENT FROM ITEM 2

Directors and Executive Officers

5. NAMES OF DIRECTORS

NAMES OF DIRECTORS	COMPENSATION	SHARES	OPTIONS	BANKRUPTCY	FRAUD
1) See Item 5 Attachment				☐ YES ☐ NO	☐ YES ☐ NO
2)				☐ YES ☐ NO	☐ YES ☐ NO
3)				☐ YES ☐ NO	☐ YES ☐ NO

IF THE CORPORATION HAS ADDITIONAL DIRECTORS, COMPLETE ITEM B OF THE ATTACHMENT (FORM SI-PTA).

6a. NAMES OF EXECUTIVE OFFICERS

NAMES OF EXECUTIVE OFFICERS	COMPENSATION	SHARES	OPTIONS	BANKRUPTCY	FRAUD
1) See Item 6 Attachment				☐ YES ☐ NO	☐ YES ☐ NO
2)				☐ YES ☐ NO	☐ YES ☐ NO
3)				☐ YES ☐ NO	☐ YES ☐ NO
4)				☐ YES ☐ NO	☐ YES ☐ NO
5)				☐ YES ☐ NO	☐ YES ☐ NO

6b. CHIEF EXECUTIVE OFFICER (if not named in 6a)

CHIEF EXECUTIVE OFFICER	COMPENSATION	SHARES	OPTIONS	BANKRUPTCY	FRAUD
				☐ YES ☐ NO	☐ YES ☐ NO

6c. ADDITIONAL EXECUTIVE OFFICERS (if not named in 6a or 6b)

1) ☐ BANKRUPTCY ☐ FRAUD
2) ☐ BANKRUPTCY ☐ FRAUD
3) ☐ BANKRUPTCY ☐ FRAUD

IF MORE SPACE IS NEEDED, ENTER ADDITIONAL INFORMATION IN ITEM D OF THE ATTACHMENT (FORM SI-PTA).

Loans to Members of the Board of Directors

7.

NAMES OF DIRECTORS	DESCRIPTION OF LOAN (INCLUDING AMOUNT AND TERMS)
1)	
2)	
3)	

IF THE CORPORATION HAS MADE ADDITIONAL LOANS TO DIRECTORS, COMPLETE ITEM C OF THE ATTACHMENT (FORM SI-PTA).

Additional Statutory Disclosures

8. Has an order for relief been entered in a bankruptcy case with respect to the corporation during the preceding 10 years? ☐ YES ☑ NO

9. Has the corporation or any of its subsidiaries been a party to, or any of their property been subject to, any material pending legal proceedings, as specified by Item 103, Part 229 of SEC Regulation S-K? If yes, attach a description. ☐ YES ☑ NO

10. Has the corporation been found legally liable in any material legal proceeding during the preceding five years? If yes, attach a description. ☑ YES ☐ NO

11. By submitting this Corporate Disclosure Statement to the Secretary of State, the corporation certifies the information contained herein, including any attachments, is true and correct.

Keith R. Dolliver	←	Assistant Secretary	11/25/2013
TYPE OR PRINT NAME OF PERSON COMPLETING THE FORM	SIGNATURE	TITLE	DATE

13-990739

State of California
Secretary of State

Attachment to Corporate Disclosure Statement
(Domestic Stock and Foreign Corporations)

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IMPORTANT — READ INSTRUCTIONS BEFORE COMPLETING THIS FORM

A. CORPORATE NAME Microsoft Corporation

B. Additional Directors (Continued from Item 5 on Form SI-PT)

	NAMES OF DIRECTORS	COMPENSATION	SHARES	OPTIONS	BANKRUPTCY	FRAUD
4)					☐YES ☐NO	☐YES ☐NO
5)					☐YES ☐NO	☐YES ☐NO
6)					☐YES ☐NO	☐YES ☐NO
7)					☐YES ☐NO	☐YES ☐NO
8)					☐YES ☐NO	☐YES ☐NO
9)					☐YES ☐NO	☐YES ☐NO
10)					☐YES ☐NO	☐YES ☐NO
11)					☐YES ☐NO	☐YES ☐NO
12)					☐YES ☐NO	☐YES ☐NO
13)					☐YES ☐NO	☐YES ☐NO
14)					☐YES ☐NO	☐YES ☐NO
15)					☐YES ☐NO	☐YES ☐NO
16)					☐YES ☐NO	☐YES ☐NO
17)					☐YES ☐NO	☐YES ☐NO
18)					☐YES ☐NO	☐YES ☐NO

IF THE CORPORATION HAS ADDITIONAL DIRECTORS, ATTACH ADDITIONAL PAGES AS NEEDED.

C. Additional Loans to Members of the Board of Directors (Continued from Item 7 on Form SI-PT)

	NAMES OF DIRECTORS	DESCRIPTION OF LOAN (INCLUDING AMOUNT AND TERMS)
4)		
5)		
6)		
7)		
8)		

IF THE CORPORATION HAS MADE ADDITIONAL LOANS TO DIRECTORS, ATTACH ADDITIONAL PAGES AS NEEDED.

D. Additional Information (Please reference item number from Form SI-PT or Form SI-PTA, as applicable)

Item 3 from Form SI-PT - See attachment

Item 5 from Form SI-PT - See attachment

Item 6 from Form SI-PT - See attachment

Item 10 from Form SI-PT - See attachment

DIRECTORS

Corporate Disclosure Statement
Items 5
of Form SI-PT

Corporate Name: **MICROSOFT CORPORATION**

5. Name of Director	Fees Paid in Cash ($)	Shares	Total Compensation ($)		Options Granted	Bankruptcy	Fraud
Steven A. Ballmer	N/A	N/A	1,261,218	(1)	0	No	No
Dina Dublon	122,500	5,062	272,500	(2)	0	No	No
William H. Gates III	100,000	5,062	250,000	(2)	0	No	No
Raymond V. Gilmartin	57,500	2,626	132,500	(2)(3)	0	No	No
Reed Hastings	57,500	2,626	132,500	(2)(3)	0	No	No
Maria Klawe	100,000	5,062	250,000	(2)	0	No	No
Stephen J. Luczo	115,000	5,062	265,000	(2)(3)	0	No	No
David F. Marquardt	110,313	5,062	260,313	(2)(4)	0	No	No
Charles H. Noski	130,000	5,062	280,000	(2)	0	No	No
Helmut Panke	130,000	5,062	280,000	(2)	0	No	No
John W. Thompson	115,000	5,062	265,000	(2)	0	No	No

(1) Mr. Ballmer was an employee in fiscal year 2013. His employee compensation includes, salary, bonus, 401(k) matching, and the value of imputed income received under our broad-based benefits program. During fiscal year 2013, Mr. Ballmer received no compensation for serving as a director, except that he, like all directors, is eligible to be reimbursed for any expenses incurred in attending Board and committee meetings.

(2) Non-employee directors received a total annual retainer of $250,000 per year with $150,000 of the retainer provided in the form of a stock award. Each Committee chair, each member of the Audit Committee, and the Lead Independent Director received an additional annual retainer of $15,000. These amounts are prorated for partial years of service. The retainer is paid quarterly in arrears. Quarterly periods are measured beginning on the date of the annual shareholders meeting and each three months after that date. At the end of each quarterly period each director is paid 25% of the total annual retainer to each director serving as of the last day of the service period. Under our Deferred Compensation Plan for Non-Employee Directors, non-employee directors may elect to defer and convert to equity all or part of their annual cash retainer, and to defer receipt of all or part of their annual equity retainer. Amounts deferred by non-employee directors are maintained in bookkeeping accounts that are deemed invested in Microsoft common stock, and dividends paid on our common stock are deemed to be invested in our common stock. Accounts in the Plan are distributed in shares of Microsoft common stock, with payments either in installments beginning on separation from Board service or in a lump amount paid no later than the fifth anniversary after separation from Board service.

(3) Each of Messrs. Gilmartin and Hastings compensation was prorated for a partial year of service. They left the Board as of the 2012 annual meeting of shareholders.

(4) Mr. Marquardt's compensation was prorated for his service as chair of the Finance Committee which was dissolved effective July 24, 2012.

3/6

13-990739

EXECUTIVE OFFICERS

Corporate Disclosure Statement
Item 6
of Form SI-PT

Corporate Name: **MICROSOFT CORPORATION**

6a. Name of Officer	Total Compensation ($)		Shares (#)		Options (#)	Bankruptcy	Fraud
B. Kevin Turner	10,383,613	(1)	259,572	(2)	0	No	No
Satya Nadella	7,668,952	(1)	188,190	(2)	0	No	No
Kurt D. DelBene	7,592,445	(1)	188,190	(2)	0	No	No
Amy E. Hood	7,460,569	(1)	207,761	(2)	0	No	No
Steven J. Sinofsky	6,822,772	(1)	220,636	(2)	0	No	No

(1) All amounts in this column are calculated using cash compensation plus the grant date fair value of equity awards under Accounting Standards Codification Topic 718 based on the market price as of the date of grant of common stock awarded, reduced by the present value of estimated future dividends because the awards are not entitled to receive dividends prior to vesting.

(2) All amounts in this column are calculated using the grant date fair value of equity awards under Accounting Standards Codification Topic 718 based on the market price as of the date of grant of common stock awarded, reduced by the present value of estimated future dividends because the awards are not entitled to receive dividends prior to vesting.

4/6

13-990739

Corporate Name: **Microsoft Corporation**

California Disclosure Statement
Item 3 of Form SI-PT

Services provided by the Independent Auditor other than audits of statutory financial statements of the domestic and international entities as required include: assurance and related services; audits and attest services not required by statute or regulations; audits of employee benefit plans; due diligence related to mergers, acquisitions, and investments; revenue and license compliance procedures related to performance of the review or audit of Microsoft's financial statements; accounting consultations about the application of generally accepted accounting principles to proposed transactions; advice about controls associated with the completeness and accuracy of software licensing revenue; tax compliance and return preparation; tax planning and advice; training activities, and economic, industry, and accounting subscriptions and surveys.

Corporate Name: **Microsoft Corporation**

California Disclosure Statement
Item 10 of Form SI-PT

In December 2009, the European Commission adopted a decision that rendered legally binding commitments offered by Microsoft to address the Commission's concerns about the inclusion of Web browsing software in Windows. Among other things, Microsoft committed to display a "Browser Choice Screen" on Windows-based PCs in Europe where Internet Explorer is set as the default browser. Due to a technical error, we failed to deliver the requisite software to enable that display to PCs that came preinstalled with a version of Windows 7 called Windows 7 Service Pack 1. After conducting an investigation and issuing a Statement of Objections in October 2012, the Commission concluded that Microsoft failed to comply with the 2009 commitments and imposed a fine of €561 million (approximately $733 million) in March 2013.