



# Secretary of State

SI-PT

## Corporate Disclosure Statement (Domestic Stock and Foreign Corporations)

For Office Use Only

**-FILED-**

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**Filing Fee** – There is no fee for filing the Corporate Disclosure Statement.

**Certification Fee (Optional)** – \$5.00

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**1. Corporate Name** (Enter the **exact** name of the corporation as it is recorded with the California Secretary of State.)

Microsoft Corporation

**2. Secretary of State Entity Number**

C1868807

**3. Jurisdiction** (Enter the state, foreign country or other place where the corporation is formed.)

Washington

### 4. Independent Auditor

**4a. Name of the Independent Auditor that prepared the most recent auditor's report.**

Deloitte & Touche LLP

**4b. Description of other services, if any, performed by the Independent Auditor named in Item 4a.**

See Item 4b Attachment

**4c. Name of the Independent Auditor employed by the corporation on the date of this statement, if different from Item 4a.**

### 5. Required Statutory Disclosures

**5a. Has an order for relief been entered in a bankruptcy case with respect to the corporation during the preceding 10 years?**

☐ Yes ☒ No

**5b. 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

**5c. Has the corporation been found legally liable in any material legal proceeding during the preceding five years? If yes, attach a description.**

☐ Yes ☒ No

- CONTINUE ON NEXT PAGE -  
(Page 1 of 2)

**Corporate Disclosure Statement**  
**(Domestic Stock and Foreign Corporations)**  
 (Page 2 of 2)

**6. Directors**

Names of Directors	Compensation	Shares	Options	Bankruptcy	Fraud
1) See Item 6 Attachment				<input type="checkbox"/> Yes <input type="checkbox"/> No	<input type="checkbox"/> Yes <input type="checkbox"/> No
2)				<input type="checkbox"/> Yes <input type="checkbox"/> No	<input type="checkbox"/> Yes <input type="checkbox"/> No
3)				<input type="checkbox"/> Yes <input type="checkbox"/> No	<input type="checkbox"/> Yes <input type="checkbox"/> No
4)				<input type="checkbox"/> Yes <input type="checkbox"/> No	<input type="checkbox"/> Yes <input type="checkbox"/> No
5)				<input type="checkbox"/> Yes <input type="checkbox"/> No	<input type="checkbox"/> Yes <input type="checkbox"/> No
6)				<input type="checkbox"/> Yes <input type="checkbox"/> No	<input type="checkbox"/> Yes <input type="checkbox"/> No
7)				<input type="checkbox"/> Yes <input type="checkbox"/> No	<input type="checkbox"/> Yes <input type="checkbox"/> No
8)				<input type="checkbox"/> Yes <input type="checkbox"/> No	<input type="checkbox"/> Yes <input type="checkbox"/> No
9)				<input type="checkbox"/> Yes <input type="checkbox"/> No	<input type="checkbox"/> Yes <input type="checkbox"/> No
10)				<input type="checkbox"/> Yes <input type="checkbox"/> No	<input type="checkbox"/> Yes <input type="checkbox"/> No
11)				<input type="checkbox"/> Yes <input type="checkbox"/> No	<input type="checkbox"/> Yes <input type="checkbox"/> No
12)				<input type="checkbox"/> Yes <input type="checkbox"/> No	<input type="checkbox"/> Yes <input type="checkbox"/> No
13)				<input type="checkbox"/> Yes <input type="checkbox"/> No	<input type="checkbox"/> Yes <input type="checkbox"/> No
14)				<input type="checkbox"/> Yes <input type="checkbox"/> No	<input type="checkbox"/> Yes <input type="checkbox"/> No
15)				<input type="checkbox"/> Yes <input type="checkbox"/> No	<input type="checkbox"/> Yes <input type="checkbox"/> No
16)				<input type="checkbox"/> Yes <input type="checkbox"/> No	<input type="checkbox"/> Yes <input type="checkbox"/> No

**7. Executive Officers**

7a. Names of Executive Officers	Compensation	Shares	Options	Bankruptcy	Fraud
1) See Item 7a Attachment				<input type="checkbox"/> Yes <input type="checkbox"/> No	<input type="checkbox"/> Yes <input type="checkbox"/> No
2)				<input type="checkbox"/> Yes <input type="checkbox"/> No	<input type="checkbox"/> Yes <input type="checkbox"/> No
3)				<input type="checkbox"/> Yes <input type="checkbox"/> No	<input type="checkbox"/> Yes <input type="checkbox"/> No
4)				<input type="checkbox"/> Yes <input type="checkbox"/> No	<input type="checkbox"/> Yes <input type="checkbox"/> No
5)				<input type="checkbox"/> Yes <input type="checkbox"/> No	<input type="checkbox"/> Yes <input type="checkbox"/> No

7b. Chief Executive Officer (if not named in 7a)	Compensation	Shares	Options	Bankruptcy	Fraud
See Item 7b Attachment				<input type="checkbox"/> Yes <input type="checkbox"/> No	<input type="checkbox"/> Yes <input type="checkbox"/> No

7c. Additional Executive Officers (if not named in 7a or 7b)					
1)				<input type="checkbox"/> Bankruptcy	<input type="checkbox"/> Fraud
2)				<input type="checkbox"/> Bankruptcy	<input type="checkbox"/> Fraud
3)				<input type="checkbox"/> Bankruptcy	<input type="checkbox"/> Fraud

**8. Loans to Members of the Board of Directors**

Names of Directors	Description of Loan including Amount and Terms
1)	
2)	

If additional space is needed, place the additional information on only one side of a standard letter-sized piece of paper (8 1/2 x 11) clearly marked as an attachment to the Corporate Disclosure Statement and attach the extra page(s) to the completed Corporate Disclosure Statement.

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  
 Type or Print Name of Person Completing the Form

Signature

Corporate Secretary  
 Title

Date

Corporate Name: **Microsoft Corporation**

**California Disclosure Statement**  
**Item 4b 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; third party assurance audits for cloud services; accounting consultations about the application of generally accepted accounting principles to proposed transactions; revenue assurance and license compliance; 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 subscriptions and surveys on economic, industry, accounting, and human resources topics.

## DIRECTORS

Corporate Disclosure Statement  
Item 6  
of Form SI-PT

Corporate Name: MICROSOFT CORPORATION

6. Name of Director	Total Compensation (\$)	Shares (1)	Options Granted	Bankruptcy	Fraud
Reid G. Hoffman	360,000	949 (2)	0	No	No
Hugh F. Johnston	405,000	720 (2)	0	No	No
Teri L. List	390,000	620 (2)(3)	0	No	No
Catherine MacGregor	180,000	438 (2)(4)	0	No	No
Mark A. L. Mason	180,000	285 (2)(4)	0	No	No
Satya Nadella	none	none	0	No	No
Sandra E. Peterson	440,000	1,121 (2)(3)	0	No	No
Penny S. Pritzker	385,000	1,015 (2)	0	No	No
Carlos A. Rodriguez	410,000	1,080 (2)	0	No	No
Charles W. Scharf	360,000	620 (2)	0	No	No
John W. Stanton	375,000	620 (2)	0	No	No
John W. Thompson	180,000	333 (2)(5)	0	No	No
Emma N. Walmsley	360,000	620 (2)	0	No	No
Padmasree Warrior	205,000	422 (2)(3)(5)	0	No	No

(1) Includes equity retainer and cash retainer deferred as shares under the Deferred Compensation Plan for Non-Employee Directors. Does not include fractional shares and common stock dividend equivalents on deferred stock.

(2) Directors, except for Mr. Nadella and the Lead Independent Director, receive a total annual retainer of \$360,000 per year with \$235,000 of the retainer provided in the form of a stock award. Each member of the Audit Committee receives an additional annual retainer of \$15,000 and the Audit Committee chair receives an additional annual retainer of \$45,000. The Compensation Committee chair receives an additional annual retainer of \$35,000. The Environmental, Social, and Public Policy Committee chair and the Governance and Nominating Committee chair each receive an additional annual retainer of \$25,000. These amounts are prorated for partial years of service. The retainer is paid quarterly in arrears. Quarterly periods are measured beginning with the annual shareholders meeting. At the end of each quarterly period, we pay 25% of the total annual retainer to each director. The number of shares awarded each quarterly period is determined by dividing the dollar value of the stock award by the market price of our common stock as of the last business day of the period. Retainers are pro-rated for directors who join or leave the Board or have a change in Board role during a quarterly period. 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 under the Deferred Compensation Plan for Non-Employee Directors. Amounts deferred are maintained in bookkeeping accounts that are deemed invested in Microsoft common stock; dividends paid on the deferred equity are deemed to be invested in our common stock. We calculate the number of shares credited by dividing each quarterly amount deferred by the closing market price of our common stock on the originally scheduled payment date. 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 sum amount paid no later than the fifth anniversary after separation from Board service.

(3) Total Compensation also includes matching charitable contributions under the Microsoft corporate giving program.

(4) Ms. MacGregor and Mr. Mason were elected to the Board on December 7, 2023.

(5) Mr. Thompson and Ms. Warrior retired from the Board effective December 7, 2023.

## EXECUTIVE OFFICERS

Corporate Disclosure Statement  
Item 7  
of Form SI-PT

Corporate Name: MICROSOFT CORPORATION

7a. Names of Executive Officers	Total Compensation (\$)		Shares (#)		Options (#)	Bankruptcy	Fraud
Judson B. Althoff	18,515,353	(1)	50,135	(2)	0	No	No
Amy E. Hood	21,094,956	(1)	56,413	(2)	0	No	No
Bradford L. Smith	18,684,175	(1)	49,965	(2)	0	No	No
Christopher D. Young	9,040,931	(1)	24,178	(2)	0	No	No
Kathleen Hogan	7,956,006	(1)	21,276	(2)	0	No	No

  

7b. Name of Chief Executive Officer (who is also a director)	Total Compensation (\$)		Shares (#)		Options (#)	Bankruptcy	Fraud
Satya Nadella	71,236,392	(1)	169,801	(2)	0	No	No

(1) All amounts in this column are calculated using cash and equity compensation. The grant date fair value of time-based stock awards under Accounting Standards Codification Topic 718 is 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. The value of performance stock awards are calculated using a Monte Carlo simulation valuation performed as of the date of grant by an independent third party.

(2) Amounts in this column include time-based stock awards and target performance-based stock awards. See page 59 of the Microsoft Corporation 2024 Proxy Statement for the Threshold, Target, and Maximum estimated future stock award payouts.