



Secretary of State

SI-PT

Corporate Disclosure Statement
(Domestic Stock and Foreign Corporations)

24

FILED
Secretary of State
State of California

NOV 23 2021

IMPORTANT - Read Instructions before completing this form.**Filing Fee** - There is no fee for filing the Corporate Disclosure Statement.

Copy Fees - First page \$1.00; each additional page \$0.50;
 Certification Fee - \$5.00

This Space For Office Use Only

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

Microsoft Corporation

2. 7-Digit 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. Board Diversity****5a.** Check the applicable statement for the **current** calendar year (select only one box):

- ☒ The corporation has **not** moved its principal executive office either into California from another state or out of California into another state.
- ☐ The corporation has moved its principal executive office **into** California from another state.
- ☐ The corporation has moved its principal executive office **out** of California into another state.

5b. Total number of directors on the corporation's **current** Board of Directors (select only one box):

- ☒ 9 or more
- ☐ 8
- ☐ 7
- ☐ 6
- ☐ 5
- ☐ 4 or fewer

5c. Number of female directors on the corporation's **current** Board of Directors (select only one box):

- ☒ 3 or more
- ☐ 2
- ☐ 1
- ☐ 0

5d. Number of directors from underrepresented communities on the corporation's **current** Board of Directors (select only one box):

- ☒ 3 or more
- ☐ 2
- ☐ 1
- ☐ 0

6. Required Statutory Disclosures**6a.** Has an order for relief been entered in a bankruptcy case with respect to the corporation during the preceding 10 years?☐ Yes ☒ No**6b.** 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**6c.** Has the corporation been found legally liable in any material legal proceeding during the preceding five years? If yes, attach a description.☐ Yes ☒ No

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(Domestic Stock and Foreign Corporations)
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7. Directors

Names of Directors	Compensation	Shares	Option	Bankruptcy	Fraud
1) See Item 7 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
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

8. Executive Officers

Names of Executive Officers	Compensation	Shares	Options	Bankruptcy	Fraud
1) See Item 8a 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

Chief Executive Officer (if not named in 8a)	Compensation	Shares	Options	Bankruptcy	Fraud
See Item 8b Attachment				☐ Yes ☐ No	☐ Yes ☐ No

8c. Additional Executive Officers (if not named in 8a or 8b)					
1)				☐ Bankruptcy	☐ Fraud
2)				☐ Bankruptcy	☐ Fraud
3)				☐ Bankruptcy	☐ Fraud

9. 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

Assistant Secretary

Title

Date

11/15/2021

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 7
of Form SI-PT

Corporate Name: MICROSOFT CORPORATION

21-990242

7. Name of Director	Total Compensation (\$)	Shares (1)	Options Granted	Bankruptcy	Fraud
Reid G. Hoffman	325,000	1,432 (2)	0	No	No
Hugh F. Johnston	375,000	882 (2)(3)	0	No	No
Teri L. List	355,000	1,498 (2)(3)	0	No	No
Satya Nadella	none	none	0	No	No
Sandra E. Peterson	355,000	1,498 (2)(3)	0	No	No
Penny S. Pritzker	340,000	1,498 (2)	0	No	No
Charles W. Scharf	325,000	882 (2)	0	No	No
Arne M. Sorenson	266,653	680 (2)(4)	0	No	No
John W. Stanton	355,000	882 (2)(3)	0	No	No
John W. Thompson	500,000	1,586 (2)(3)	0	No	No
Emma N. Walmsley	338,422	882 (2)(3)	0	No	No
Padmasree Warrior	325,000	1,156 (2)	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 Messrs. Nadella and Thompson, receive a total annual retainer of \$325,000 per year with \$200,000 of the retainer provided in the form of a stock award. Each Committee chair and 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 Independent Chairman receives a total annual retainer of \$485,000 per year with \$360,000 of the retainer provided in the form of a stock award. 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) Mr. Sorenson passed away in February 2021.

A/S

8a. Names of Executive Officers	Total Compensation		Shares (#)	Options (#)	Bankruptcy	Fraud
	(\$)					
Jean-Philippe Courtois	16,809,865	(1)(2)	49,756	0	No	No
Amy E. Hood	23,466,141	(1)	73,022	0	No	No
Bradford L. Smith	20,455,896	(1)	62,019	0	No	No
Christopher D. Young	28,495,083	(1)	106,213	0	No	No
Kathleen Hogan	10,710,832	(1)	29,115	0	No	No
8b. Name of Chief Executive Officer (who is also a director)	Total Compensation		Shares (#)	Options (#)	Bankruptcy	Fraud
	(\$)					
Satya Nadella	49,858,280	(1)	126,438	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 paid in Euros have been converted to U.S. dollars using the average daily exchange rate from July 1, 2020 to June 30, 2021 of €1 to \$1.19.

(3) Amounts in this column include time-based stock awards and target performance-based stock awards. See page 56 of the Microsoft Corporation 2021 Proxy Statement for the Threshold, Target, and Maximum estimated future stock award payouts.