

MICROSOFT CORP
Form POS AM
June 20, 2003

As filed with the Securities and Exchange Commission on June 20, 2003

Registration No. 033-57651

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1

to

FORM S-4

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

MICROSOFT CORPORATION

(Exact name of registrant as specified in its charter)

Washington
(State or other jurisdiction
of incorporation or organization)

7273
(Primary Standard Industrial
Classification Code Number)

91-1144442
(IRS Employer
Identification No.)

One Microsoft Way

Redmond, Washington 98052-6399

(425) 882-8080

(Address, including zip code, and telephone

number including area code, of registrant's principal

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executive office)

John Seethoff

Deputy General Counsel, Finance and Operations

One Microsoft Way

Redmond, Washington 98052-6399

(425) 882-8080

(Name, address, including zip code and telephone number,
including area code, of agent for service)

Copies of all communications to:

Christopher H. Cunningham

Ryan R. Montecucco

Preston Gates & Ellis LLP

925 Fourth Avenue, Suite 2900

Seattle, Washington 98104-1158

(206) 623-7580

Approximate date of commencement of proposed sale to the public: Not applicable.

If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box: "

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, please check the following box: "

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act of 1933, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with section 8(a) of the Securities Act of 1933 or until the registration statement shall become effective on such date as the Commission, acting pursuant to said section 8(a), may determine.

On February 9, 1995, Microsoft Corporation (Microsoft) filed a Registration Statement on Form S-4, SEC 1933 Act Number 33-57651 (the Registration Statement), which was subsequently amended on February 17, 1995, covering the 28,271,076 Microsoft Common Shares (the Common Shares) issuable in the proposed merger (the Merger) of a Microsoft wholly-owned subsidiary with and into Intuit, Inc. (Intuit).

The proposed Merger was abandoned by the parties in Microsoft 's fourth fiscal quarter of 1995. Therefore, the shares registered in connection with the Merger were never issued. Accordingly, Microsoft hereby de-registers all of the Common Shares registered pursuant to the Registration Statement.

¹ Represents 452,337,216 Common Shares after taking into account the two-for-one stock splits effected by Microsoft on December 6, 1996, February 20, 1998, March 26, 1999, and February 14, 2003.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-4 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Redmond, State of Washington, on June 20, 2003.

MICROSOFT CORPORATION

By: /s/ KEITH R. DOLLIVER

Keith R. Dolliver

Associate General Counsel

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

| | |
|---------------------------------|--|
| * | Chief Executive Officer, Director (Principal Executive Officer) |
| Steven A. Ballmer | |
| * | Chairman, Chief Software Architect, Director |
| William H. Gates III | |
| * | Senior Vice President, Finance and Administration, Chief Financial Officer |
| John G. Connors | |
| * | Director |
| James I. Cash | |
| * | Director |
| Raymond V. Gilmartin | |
| * | Director |
| David F. Marquardt | |
| * | Director |
| Ann McLaughlin Korologos | |
| * | Director |
| W. G. Reed, Jr. | |

*

Director

Jon A. Shirley

*By: /s/ KEITH R. DOLLIVER

Keith R. Dolliver

**Attorney-in-Fact pursuant to a power
of attorney attached as an Exhibit hereto.**

EXHIBIT INDEX

24. Resolution of Board of Directors and Power of Attorney