

MICROSOFT CORP
Form 8-K
November 19, 2010

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) November 16, 2010

Microsoft Corporation

(Exact Name of Registrant as Specified in Its Charter)

Washington

(State or Other Jurisdiction

of Incorporation)

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0-14278
(Commission
File Number)

91-1144442
(IRS Employer
Identification No.)

One Microsoft Way, Redmond, Washington
(Address of Principal Executive Offices)

(425) 882-8080

98052-6399
(Zip Code)

(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 5.07 Submission of Matters to a Vote of Security Holders

On November 16, 2010, Microsoft Corporation (the Company) held its 2010 Annual Meeting of Shareholders (the Annual Meeting). There were 8,602,554,500 shares of common stock entitled to be voted. 7,400,374,953 shares were voted in person or by proxy. At the Annual Meeting:

- (1) The shareholders voted to elect each of the nine (9) nominees for director.
- (2) The shareholders voted to ratify the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for fiscal year 2011.
- (3) The shareholders rejected a shareholder proposal to amend the Company's Bylaws to establish a board committee on environmental sustainability.

The Company's inspector of election certified the following vote tabulations:

Board of Directors

| Nominee | % Votes For | For | Against | Abstain | Broker Non-Vote |
|----------------------|-------------|---------------|-------------|-------------|-----------------|
| Steven A. Ballmer | 94.74% | 5,680,928,036 | 315,715,610 | 120,044,200 | 1,283,687,108 |
| Dina Dublon | 99.12% | 6,048,464,472 | 53,642,403 | 14,580,751 | 1,283,687,328 |
| William H. Gates III | 98.43% | 6,010,035,432 | 96,154,478 | 10,497,946 | 1,283,687,097 |
| Raymond V. Gilmartin | 99.10% | 6,047,084,696 | 55,001,160 | 14,601,769 | 1,283,687,329 |
| Reed Hastings | 99.14% | 6,049,717,314 | 52,555,198 | 14,415,119 | 1,283,687,323 |
| Maria Klawe | 99.14% | 6,049,744,049 | 52,421,309 | 14,522,274 | 1,283,687,321 |
| David F. Marquardt | 98.37% | 6,003,308,065 | 99,453,602 | 13,926,177 | 1,283,687,109 |
| Charles H. Noski | 99.06% | 6,044,303,608 | 57,590,795 | 14,793,223 | 1,283,687,328 |
| Helmut Panke | 99.10% | 6,046,551,178 | 55,071,407 | 15,065,040 | 1,283,687,329 |

Independent Auditor

| | % Votes For | For | Against | Abstain | Broker Non-Vote |
|-------------------------------------|-------------|---------------|------------|------------|-----------------|
| Ratification of independent auditor | 98.91% | 7,302,762,891 | 80,752,943 | 16,859,120 | 0 |

Shareholder Proposal

| | % Votes For | For | Against | Abstain | Broker Non-Vote |
|---|-------------|-------------|---------------|-------------|-----------------|
| Establish Board Committee on Environmental Sustainability | 3.61% | 194,555,704 | 5,193,428,670 | 728,704,691 | 1,283,685,888 |

SIGNATURE

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: November 19, 2010

/s/ John A. Seethoff
John A. Seethoff
Assistant Secretary