

MICROSOFT CORP  
Form 8-K  
August 07, 2015

**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) August 7, 2015**

**Microsoft Corporation**  
**(Exact Name of Registrant as Specified in Its Charter)**  
**Washington**  
**(State or Other Jurisdiction of Incorporation)**

**0-14278**  
**(Commission)**

**91-1144442**  
**(IRS Employer)**

**File Number)**

**Identification No.)**

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

**98052-6399**  
**(Zip Code)**

**(425) 882-8080**

**(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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

(a) The Board of Directors of Microsoft Corporation (the Company) amended the Company's Bylaws, effective August 7, 2015, to implement proxy access. Section 1.14 of the Bylaws permits up to 20 shareholders owning 3% or more of the Company's outstanding common stock continuously for at least three years to nominate and include in the Company's proxy materials directors constituting up to two individuals or 20% of the board (whichever is greater), provided that the shareholder(s) and the nominee(s) satisfy the requirements specified in the Bylaws.

The amendments also include changes that refine the process for shareholders calling a special meeting in Section 1.2 of the Bylaws and clarifications in the advance notice provisions in Section 1.13 of the Bylaws.

This description of the amendments to the Bylaws is qualified in its entirety by reference to the text of the Bylaws filed as Exhibit 3.2 to this Report.

**Item 9.01 Financial Statements and Exhibits**

(d) The following exhibit is being filed as part of this report:

3.2 Bylaws of Microsoft Corporation

**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: August 7, 2015

/s/ John A. Seethoff  
John A. Seethoff

Assistant Secretary

**INDEX TO EXHIBITS**

| <b>Exhibit<br/>No.</b> | <b>Description</b>              |
|------------------------|---------------------------------|
| 3.2                    | Bylaws of Microsoft Corporation |