

MICROSOFT CORP
Form 8-K
May 03, 2012

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) May 3, 2012

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 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.

(d) On May 3, 2012, Microsoft Corporation (Microsoft) issued a press release to announce that the Microsoft Board of Directors has appointed Stephen J. Luczo, age 55, to the Microsoft Board of Directors, effective immediately. Mr. Luczo is chairman, president and CEO of Seagate Technology PLC.

Mr. Luczo will receive the same compensation as other non-employee Microsoft directors as described in the Microsoft 2011 Proxy Statement, consisting of:

A total annual retainer of \$250,000 per year, plus applicable retainer for committee service, with approximately \$150,000 of the retainer provided in the form of a stock award. A prorated portion of the retainer is paid quarterly in arrears.

Reimbursement of reasonable expenses incurred in connection with board-related activities

Mr. Luczo and Microsoft have entered into the standard Microsoft director indemnification agreement, whereby Microsoft agrees to indemnify, defend and hold its directors harmless from and against losses and expenses incurred as a result of their board service, subject to the terms and conditions provided in the agreement. Mr. Luczo will serve on the Audit Committee of the Board.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

99.1 Press Release of Microsoft Corporation dated May 3, 2012

SIGNATURES

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: May 3, 2012

/s/ JOHN A. SEETHOFF
John A. Seethoff

Assistant Secretary

INDEX TO EXHIBITS

Exhibit No.	Description of Exhibit
99.1	Press release dated May 3, 2012