

MICROSOFT CORP
Form DEFA14A
October 17, 2012

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934 (Amendment No. __)**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

Microsoft Corporation

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

(1) Title of each class of securities to which transaction applies:

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(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

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Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

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From: Peter Klein

To: Microsoft All Employees (QBDG)

Subject: Proxy Voting by Microsoft Shareholders

Every year, shareholders are given the opportunity to participate directly in the governance of Microsoft through the proxy voting process.

If you own Microsoft shares, I encourage you to vote your proxy and take an active role in the overall governance of our company.

This year, shareholders are asked to consider and vote on the following matters:

1. Election of directors
2. Advisory vote on named executive officer compensation
3. Approval of Employee Stock Purchase Plan
4. Ratification of the selection of Deloitte & Touche LLP as our independent auditor for fiscal year 2013
5. One shareholder proposal as described in the Proxy Statement
6. Other business as may properly come before the meeting

Over the next few days, **you will receive your notice of availability of proxy materials and proxy voting instructions** either via email from jd@ProxyVote.com, or in the postal mail, depending on where your shares are held. In either case, we encourage you to **vote electronically** by following the instructions in the materials you receive.

If you do not receive proxy materials and believe that you should have, or if you have questions regarding Microsoft's proxy voting, please email Microsoft Investor Relations at proxyq@microsoft.com.

The proxy materials as well as this year's Annual Report to shareholders can also be viewed on the [Investor Relations website](#).

Microsoft is again releasing its [Citizenship Report](#) at the same time as our Annual Financial Report to give our stakeholders a full view of Microsoft's financial and non-financial performance over the past fiscal year. We hope employees will read and find value in this report and take pride in Microsoft's citizenship actions around the world as well as share these stories with interested family, friends, and colleagues.

Thanks,

Peter