



# MICROSOFT CORP

## FORM 8-K

(Current Report Filing)

Filed 07/03/23 for the Period Ending 07/01/23

Address ONE MICROSOFT WAY, REDMOND, WA, 98052-6399  
Telephone (727) 384-2323  
CIK 0000789019  
Symbol MSFT  
SIC Code 7372 - Services-Prepackaged Software  
Fiscal Year 06/30

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**FORM 8-K**

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**CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(D)  
OF THE SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported) July 1, 2023**

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**Microsoft Corporation**

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**Washington**  
(State or Other Jurisdiction  
of Incorporation)

**001-37845**  
(Commission  
File Number)

**91-1144442**  
(IRS Employer  
Identification No.)

**One Microsoft Way, Redmond, Washington**

**98052-6399**

**(425) 882-8080**

**[www.microsoft.com/investor](http://www.microsoft.com/investor)**

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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))

Securities registered pursuant to Section 12(b) of the Act:

<b>Title of each class</b>	<b>Trading Symbol</b>	<b>Name of exchange on which registered</b>
Common stock, \$0.00000625 par value per share	MSFT	NASDAQ
3.125% Notes due 2028	MSFT	NASDAQ
2.625% Notes due 2033	MSFT	NASDAQ

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**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 July 1, 2023. The amendments (1) in Section 1.2, require any person soliciting proxies from stockholders to use a proxy card color other than white, (2) in Section 1.12, clarify a meeting Chair's authority to determine the validity of nominations or submission of other matters, (3) in Section 1.13, implement procedural and other requirements for director nominations, including requiring compliance with Rule 14a-19 under the Securities Exchange Act of 1934, as amended, (4) in Section 6.1, clarify requirements regarding stockholder lists, and (5) include certain other conforming, technical, and non-substantive changes.

The foregoing summary of the amendments to the Company's Bylaws is qualified in its entirety by reference to the text of the Bylaws, a copy of which is filed as Exhibit 3.2 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits:

3.2 [Bylaws of Microsoft Corporation](#)

104 Cover Page Interactive Data File (embedded within the Inline XBRL document).

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**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: July 3, 2023

/s/ Keith R. Dolliver

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Keith R. Dolliver  
Assistant Secretary