

MICROSOFT CORP
Form DEFA14A
October 04, 2011

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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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. **Advisory vote on frequency of advisory vote on named executive officer compensation**
4. **Ratification of the selection of Deloitte & Touche LLP as Microsoft's independent auditor**
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 through an electronic link directly from our transfer agent, **American Stock Transfer (AST)**, via email from MSFTProxyEnotice@amstock.com, or in the postal mail, depending on where your shares are held. In either case, you may **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 also releasing its [Citizenship Report](#) at the same time as our Annual Financial Report for the second time to give our stakeholders a full view of Microsoft's financial and non-financial performance over the past fiscal year. We

have presented a great deal of data that is comparable with FY2010 to help readers track how we're doing. The Citizenship Report answers many of the most common questions we get from customers, investors, and employees about how Microsoft operates as a responsible global citizen and supports our communities around the world. The report discusses the Citizenship opportunities and challenges we've experienced as a company over the past year, tracks the progress we've made and where we still have work to do to reach our goals.

Thank you,

Peter