

MICROSOFT CORP  
Form 8-K  
November 07, 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) November 2, 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)

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

**(425) 882-8080**

(Registrant's Telephone Number, Including Area Code)

**91-1144442**  
(IRS Employer

Identification No.)

**98052-6399**  
(Zip 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 8.01 Other Events**

On November 2, 2012, Microsoft Corporation (the Company) entered into an Underwriting Agreement (the Underwriting Agreement) with the several underwriters named therein, for which Barclays Capital Inc., J.P. Morgan Securities LLC and UBS Securities LLC acted as representatives, for the issuance and sale by the Company of \$600,000,000 aggregate principal amount of its 0.875% Notes due 2017 (the 2017 Notes), \$750,000,000 aggregate principal amount of its 2.125% Notes due 2022 (the 2022 Notes) and \$900,000,000 aggregate principal amount of its 3.500% Notes due 2042 (the 2042 Notes and, together with the 2017 Notes and the 2022 Notes, the Notes).

The Notes will be issued pursuant to an indenture, dated as of May 18, 2009 (the Base Indenture), between the Company and The Bank of New York Mellon Trust Company, N.A., as Trustee (the Trustee), as amended and supplemented by the Fourth Supplemental Indenture thereto, to be dated as of November 7, 2012, between the Company and the Trustee (the Supplemental Indenture and, together with the Base Indenture, the Indenture). The Base Indenture is set forth as Exhibit 4.1 to the Company's Registration Statement on Form S-3 (File No. 333-184717), filed on November 2, 2012, and is incorporated herein by reference.

In connection with the public offering of the Notes, the Company has filed with the Securities and Exchange Commission a Prospectus dated November 2, 2012 and a related Prospectus Supplement dated November 2, 2012 (File No. 333-184717).

Interest on the Notes will be payable semi-annually on May 15 and November 15 of each year, commencing on May 15, 2013, to holders of record on the preceding May 1 or November 1, as the case may be.

The 2017 Notes will mature on November 15, 2017, the 2022 Notes will mature on November 15, 2022 and the 2042 Notes will mature on November 15, 2042.

The Notes will be the Company's senior unsecured obligations and will rank equally with the Company's other unsecured and unsubordinated debt from time to time outstanding.

The foregoing descriptions of the Underwriting Agreement and the Supplemental Indenture (including the forms of the Notes) are qualified in their entirety by the terms of such agreements. Please refer to such agreements, which are incorporated herein by reference and attached hereto as Exhibits 1.1 and 4.1, respectively.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
1.1	Underwriting Agreement, dated November 2, 2012
4.1	Fourth Supplemental Indenture, dated as of November 7, 2012, between Microsoft Corporation and The Bank of New York Mellon Trust Company, N.A., as Trustee, to the Indenture, dated as of May 18, 2009, between Microsoft Corporation and The Bank of New York Mellon Trust Company, N.A., as Trustee
4.2	Form of Global Note representing the 2017 Notes (included in Exhibit 4.1)
4.3	Form of Global Note representing the 2022 Notes (included in Exhibit 4.1)
4.4	Form of Global Note representing the 2042 Notes (included in Exhibit 4.1)
5.1	Opinion of Simpson Thacher & Bartlett LLP
5.2	Opinion of Keith R. Dolliver, Esq., Associate General Counsel, Legal and Corporate Affairs, and Assistant Secretary of Microsoft Corporation

**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: November 7, 2012

/s/ Keith R. Dolliver

Keith R. Dolliver

Associate General Counsel, Legal and Corporate Affairs, and  
Assistant Secretary

**INDEX TO EXHIBITS**

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