

MICROSOFT CORP  
Form 8-K  
December 06, 2013

**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) December 3, 2013**

**Microsoft Corporation**  
**(Exact Name of Registrant as Specified in Its Charter)**

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

**0-14278**  
**(Commission File Number)**

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

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

**98052-6399**  
**(Zip Code)**

**(425) 882-8080**

**(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 8.01 Other Events

On December 3, 2013, Microsoft Corporation (the Company) entered into (i) an Underwriting Agreement (the Euro Underwriting Agreement) with the several underwriters named therein, for which Barclays Bank PLC, HSBC Bank plc, J.P. Morgan Securities plc and Wells Fargo Securities International Limited acted as representatives, for the issuance and sale by the Company of 1,750,000,000 aggregate principal amount of its 2.125% Notes due 2021 (the 2021 Euro Notes) and 1,750,000,000 aggregate principal amount of its 3.125% Notes due 2028 (the 2028 Euro Notes and, together with the 2021 Euro Notes, the Euro Notes) and (ii) an Underwriting Agreement (the USD Underwriting Agreement) with the several underwriters named therein, for which Barclays Capital Inc., HSBC Securities (USA) Inc., J.P. Morgan Securities LLC and Wells Fargo Securities, LLC acted as representatives, for the issuance and sale by the Company of \$1,250,000,000 aggregate principal amount of its 1.625% Notes due 2018 (the 2018 Notes), \$1,500,000,000 aggregate principal amount of its 3.625% Notes due 2023 (the 2023 Notes) and \$500,000,000 aggregate principal amount of its 4.875% Notes due 2043 (the 2043 Notes and, together with the 2018 Notes and the 2023 Notes, the USD Notes and, collectively with the Euro Notes, the Notes).

The Euro 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 Seventh Supplemental Indenture thereto, to be dated as of December 6, 2013 (the Seventh Supplemental Indenture), among the Company, the Trustee and The Bank of New York Mellon, London Branch, as London paying agent.

The USD Notes will be issued pursuant to the Base Indenture, as amended and supplemented by the Eighth Supplemental Indenture thereto, to be dated as of December 6, 2013 (the Eighth Supplemental Indenture), between the Company and the Trustee.

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 with the Securities and Exchange Commission (the Commission) on November 2, 2012, and is incorporated herein by reference.

In connection with the public offering of the Euro Notes, the Company has filed with the Commission a prospectus dated November 2, 2012 and a related prospectus supplement dated December 3, 2013 (Registration No. 333-184717) (the Euro Prospectus Supplement), which relates to the offer and sale of the Euro Notes.

In connection with the public offering of the USD Notes, the Company has filed with the Commission a prospectus dated November 2, 2012 and a related prospectus supplement dated December 3, 2013 (Registration No. 333-184717) (the USD Prospectus Supplement), which relates to the offer and sale of the USD Notes.

Interest on the Euro Notes will be payable annually on December 6 of each year, commencing on December 6, 2014, to holders of record on the preceding December 5. The 2021 Euro Notes will mature on December 6, 2021 and the 2028 Euro Notes will mature on December 6, 2028. Application has been made to the Irish Stock Exchange for the Euro Notes to be admitted to the Official List and trading on the Global Exchange Market, which is the exchange regulated market of the Irish Stock Exchange.

The Company will have the option to redeem the Euro Notes in certain circumstances described in the Euro Prospectus Supplement, including the option to redeem, in whole but not in part, upon the occurrence of specified tax events as described in the Euro Prospectus Supplement.

Interest on the 2018 Notes will be payable semi-annually on June 6 and December 6 of each year, commencing on June 6, 2014, to holders of record on the preceding May 22 and November 22. Interest on the 2023 Notes and the 2043 Notes will be payable semi-annually on June 15 and December 15 of each year, commencing on June 15, 2014, to holders of record on the preceding June 1 and December 1. The 2018 Notes will mature on December 6, 2018, the

2023 Notes will mature on December 15, 2023 and the 2043 Notes will mature on December 15, 2043.

The Company will have the option to redeem the USD Notes in certain circumstances described in the USD Prospectus Supplement.

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 Euro Underwriting Agreement, the USD Underwriting Agreement, the Seventh Supplemental Indenture (including the forms of the Euro Notes included therein) and the Eighth Supplemental Indenture (including the forms of the USD Notes included therein) are qualified in their entirety by the terms of such agreements. Please refer to such documents, which are incorporated herein by reference and attached hereto as Exhibits 1.1, 1.2, 4.1, 4.2, 4.3, 4.4, 4.5, 4.6 and 4.7, respectively.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
1.1	Euro Underwriting Agreement, dated December 3, 2013
1.2	USD Underwriting Agreement, dated December 3, 2013
4.1	Form of Seventh Supplemental Indenture, dated as of December 6, 2013, among Microsoft Corporation, The Bank of New York Mellon Trust Company, N.A., as trustee, and The Bank of New York Mellon, London Branch, as London paying agent, 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 Eighth Supplemental Indenture, dated as of December 6, 2013, 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
4.3	Form of Global Note representing the 2021 Euro Notes (included in Exhibit 4.1)
4.4	Form of Global Note representing the 2028 Euro Notes (included in Exhibit 4.1)
4.5	Form of Global Note representing the 2018 Notes (included in Exhibit 4.2)
4.6	Form of Global Note representing the 2023 Notes (included in Exhibit 4.2)
4.7	Form of Global Note representing the 2043 Notes (included in Exhibit 4.2)
5.1	Opinion of Simpson Thacher & Bartlett LLP
5.2	Opinion of Simpson Thacher & Bartlett LLP
5.3	Opinion of Keith R. Dolliver, Esq., Associate General Counsel, Legal and Corporate Affairs, and Assistant Secretary of Microsoft Corporation
5.4	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: December 6, 2013

/s/ Keith R. Dolliver  
Keith R. Dolliver

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

**INDEX TO EXHIBITS**

<b>Exhibit No.</b>	<b>Description</b>
1.1	Euro Underwriting Agreement, dated December 3, 2013
1.2	USD Underwriting Agreement, dated December 3, 2013
4.1	Form of Seventh Supplemental Indenture, dated as of December 6, 2013, among Microsoft Corporation, The Bank of New York Mellon Trust Company, N.A., as trustee, and The Bank of New York Mellon, London Branch, as London paying agent, 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 Eighth Supplemental Indenture, dated as of December 6, 2013, 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
4.3	Form of Global Note representing the 2021 Euro Notes (included in Exhibit 4.1)
4.4	Form of Global Note representing the 2028 Euro Notes (included in Exhibit 4.1)
4.5	Form of Global Note representing the 2018 Notes (included in Exhibit 4.2)
4.6	Form of Global Note representing the 2023 Notes (included in Exhibit 4.2)
4.7	Form of Global Note representing the 2043 Notes (included in Exhibit 4.2)
5.1	Opinion of Simpson Thacher & Bartlett LLP
5.2	Opinion of Simpson Thacher & Bartlett LLP
5.3	Opinion of Keith R. Dolliver, Esq., Associate General Counsel, Legal and Corporate Affairs, and Assistant Secretary of Microsoft Corporation
5.4	Opinion of Keith R. Dolliver, Esq., Associate General Counsel, Legal and Corporate Affairs, and Assistant Secretary of Microsoft Corporation