

MICROSOFT CORP  
Form 8-K  
May 15, 2009

**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) May 11, 2009

**Microsoft Corporation**

(Exact Name of Registrant as Specified in Its Charter)

**Washington**

(State or Other Jurisdiction of Incorporation)

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(Commission File Number)

(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 May 11, 2009, Microsoft Corporation (the "Company") entered into an Underwriting Agreement (the "Underwriting Agreement") with the several underwriters named therein, for which J.P. Morgan Securities Inc., Morgan Stanley & Co. Incorporated, Banc of America Securities LLC and Citigroup Global Markets Inc. acted as representatives, for the issuance and sale by the Company of \$2,000,000,000 aggregate principal amount of its 2.95% Notes due 2014 (the "2014 Notes"), \$1,000,000,000 aggregate principal amount of its 4.20% Notes due 2019 (the "2019 Notes") and \$750,000,000 aggregate principal amount of its 5.20% Notes due 2039 (the "2039 Notes" and, together with the 2014 Notes and the 2019 Notes, the "Notes").

The Notes will be issued pursuant to an indenture, to be 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 First Supplemental Indenture thereto, to be dated as of May 18, 2009, between the Company and the Trustee (the "Supplemental Indenture" and, together with the Base Indenture, the "Indenture"). A form of the Base Indenture is set forth as Exhibit 4.1 to the Company's Registration Statement on Form S-3 (File No. 333-155495), filed on November 20, 2008, 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 20, 2008 and a related Prospectus Supplement dated May 11, 2009 (File No. 333-155495).

Interest on the Notes will be payable semi-annually on June 1 and December 1 of each year, commencing on December 1, 2009, to holders of record on the preceding May 15 or November 15, as the case may be.

The 2014 Notes will mature on June 1, 2014, the 2019 Notes will mature on June 1, 2019 and the 2039 Notes will mature on June 1, 2039.

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 4.2, respectively.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
1.1	Underwriting Agreement, dated May 11, 2009
4.2	Form of First Supplemental Indenture, to be dated as of May 18, 2009, between Microsoft Corporation and The Bank of New York Mellon Trust Company, N.A., as Trustee, to the Indenture, to be 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 2014 Notes (included in Exhibit 4.2)
4.4	Form of Global Note representing the 2019 Notes (included in Exhibit 4.2)
4.5	Form of Global Note representing the 2039 Notes (included in Exhibit 4.2)
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: May 15, 2009

/s/ Keith R. Dolliver  
Keith R. Dolliver  
Associate General Counsel, Legal and Corporate  
Affairs, and Assistant Secretary

**INDEX TO EXHIBITS**

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