

MICROSOFT CORP  
Form FWP  
February 10, 2015

**Filed Pursuant to Rule 433  
Registration Statement No. 333-184717**

**Pricing Term Sheet**

February 9, 2015

**MICROSOFT CORPORATION**

1.850% Notes due 2020

2.375% Notes due 2022

2.700% Notes due 2025

3.500% Notes due 2035

3.750% Notes due 2045

4.000% Notes due 2055

**Issuer:** Microsoft Corporation

**Title of Securities:** 1.850% Notes due 2020 (the 2020 Notes )  
2.375% Notes due 2022 (the 2022 Notes )  
2.700% Notes due 2025 (the 2025 Notes )  
3.500% Notes due 2035 (the 2035 Notes )  
3.750% Notes due 2045 (the 2045 Notes )  
4.000% Notes due 2055 (the 2055 Notes and, together  
with  
the 2020 Notes, the 2022 Notes, the 2025 Notes, the  
2035  
Notes and the 2045 Notes, the Notes )

|  |             |                 |
|--|-------------|-----------------|
| <b>Aggregate Principal Amount<br/>Offered:</b> | 2020 Notes: | \$1,500,000,000 |
|  | 2022 Notes: | \$1,500,000,000 |
|  | 2025 Notes: | \$2,250,000,000 |
|  | 2035 Notes: | \$1,500,000,000 |
|  | 2045 Notes: | \$1,750,000,000 |
|  | 2055 Notes: | \$2,250,000,000 |

|                                       |             |                      |
|---------------------------------------|-------------|----------------------|
| <b>Price to Public (Issue Price):</b> |             | 99.990% of principal |
|                                       | 2020 Notes: | amount               |
|                                       |             | 99.827% of principal |
|                                       | 2022 Notes: | amount               |
|                                       | 2025 Notes: |                      |

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|                                |             |                             |
|--------------------------------|-------------|-----------------------------|
|                                |             | 99.791% of principal amount |
|                                |             | 98.850% of principal amount |
|                                | 2035 Notes: | 99.447% of principal amount |
|                                | 2045 Notes: | 98.410% of principal amount |
|                                | 2055 Notes: |                             |
| <b>Maturity Date:</b>          | 2020 Notes: | February 12, 2020           |
|                                | 2022 Notes: | February 12, 2022           |
|                                | 2025 Notes: | February 12, 2025           |
|                                | 2035 Notes: | February 12, 2035           |
|                                | 2045 Notes: | February 12, 2045           |
|                                | 2055 Notes: | February 12, 2055           |
| <b>Coupon (Interest Rate):</b> | 2020 Notes: | 1.850% per annum            |
|                                | 2022 Notes: | 2.375% per annum            |
|                                | 2025 Notes: | 2.700% per annum            |

|  |  |                                  |
|--|--|----------------------------------|
|  | 2035 Notes:  | 3.500% per annum                 |
|  | 2045 Notes:  | 3.750% per annum                 |
|  | 2055 Notes:  | 4.000% per annum                 |
| <b>Benchmark Treasury:</b>                 | 2020 Notes:  | UST 1.250% due January 31, 2020  |
|  | 2022 Notes:  | UST 1.500% due January 31, 2022  |
|  | 2025 Notes:  | UST 2.250% due November 15, 2024 |
|  | 2035 Notes:  | UST 3.125% due August 15, 2044   |
|  | 2045 Notes:  | UST 3.125% due August 15, 2044   |
|  | 2055 Notes:  | UST 3.125% due August 15, 2044   |
| <b>Spread to Benchmark Treasury:</b>       | 2020 Notes:  | 0.350% (+35 basis points)        |
|  | 2022 Notes:  | 0.600% (+60 basis points)        |
|  | 2025 Notes:  | 0.750% (+75 basis points)        |
|  | 2035 Notes:  | 1.030% (+103 basis points)       |
|  | 2045 Notes:  | 1.230% (+123 basis points)       |
|  | 2055 Notes:  | 1.530% (+153 basis points)       |
| <b>Benchmark Treasury Price and Yield:</b> | 2020 Notes:  | 98-25+ / 1.502%                  |
|  | 2022 Notes:  | 98-01 / 1.802%                   |
|  | 2025 Notes:  | 102-14 / 1.974%                  |
|  | 2035 Notes:  | 111-27+ / 2.551%                 |
|  | 2045 Notes:  | 111-27+ / 2.551%                 |
|  | 2055 Notes:  | 111-27+ / 2.551%                 |
| <b>Yield to Maturity:</b>                  | 2020 Notes:  | 1.852%                           |
|  | 2022 Notes:  | 2.402%                           |
|  | 2025 Notes:  | 2.724%                           |
|  | 2035 Notes:  | 3.581%                           |
|  | 2045 Notes:  | 3.781%                           |
|  | 2055 Notes:  | 4.081%                           |
| <b>Interest Payment Dates:</b>             | Interest paid on the Notes semi-annually in arrears on February 12 and August 12, beginning on August 12, 2015 |                                  |
| <b>Interest Payment Record Dates:</b>      | On January 28 and July 28 of each year for the Notes   |                                  |
| <b>Optional Redemption:</b>                | 2020 Notes:  |                                  |
|  | At any time prior to January 12, 2020 at T+7.5 basis points  |                                  |
|  | At any time on or after January 12, 2020 at a redemption price of 100% of the principal amount to be redeemed  |                                  |
|  | 2022 Notes:  |                                  |
|  | At any time prior to January 12, 2022 at T+10 basis points   |                                  |

At any time on or after January 12, 2022 at a redemption price of 100% of the principal amount to be redeemed

2025 Notes:

At any time prior to November 12, 2024 at T+12.5 basis points

At any time on or after November 12, 2024 at a redemption price of 100% of the principal amount to be redeemed

2035 Notes:

At any time prior to August 12, 2034 at T+20 basis points

At any time on or after August 12, 2034 at a redemption price of 100% of the principal amount to be redeemed

2045 Notes:

At any time prior to August 12, 2044 at T+20 basis points

At any time on or after August 12, 2044 at a redemption price of 100% of the principal amount to be redeemed

2055 Notes:

At any time prior to August 12, 2054 at T+25 basis points

At any time on or after August 12, 2054 at a redemption price of 100% of the principal amount to be redeemed

**Type of Offering:**

SEC registered (No. 333-184717)

**Net Proceeds to Issuer (before underwriting discount):**

|             |                 |
|-------------|-----------------|
| 2020 Notes: | \$1,499,850,000 |
| 2022 Notes: | \$1,497,405,000 |
| 2025 Notes: | \$2,245,297,500 |
| 2035 Notes: | \$1,482,750,000 |
| 2045 Notes: | \$1,740,322,500 |
| 2055 Notes: | \$2,214,225,000 |

**Net Proceeds to Issuer (after underwriting discount):**

|             |                 |
|-------------|-----------------|
| 2020 Notes: | \$1,494,600,000 |
| 2022 Notes: | \$1,491,405,000 |
| 2025 Notes: | \$2,235,172,500 |
| 2035 Notes: | \$1,469,625,000 |
| 2045 Notes: | \$1,725,010,000 |
| 2055 Notes: | \$2,194,537,500 |

**Trade Date:**

February 9, 2015

|                                     |   |                           |
|-------------------------------------|---|---------------------------|
| <b>Settlement Date (T+3):</b>       | February 12, 2015   |                           |
| <b>Joint Book-Running Managers:</b> | Barclays Capital Inc.<br>Citigroup Global Markets Inc.<br>Goldman, Sachs & Co.<br>HSBC Securities (USA) Inc.<br>J.P. Morgan Securities LLC<br>Merrill Lynch, Pierce, Fenner & Smith<br>Incorporated<br>RBS Securities Inc.<br>Wells Fargo Securities, LLC |                           |
| <b>Co-Managers:</b>                 | CastleOak Securities, L.P.<br>Drexel Hamilton, LLC<br>Lebenthal & Co., LLC<br>Loop Capital Markets LLC<br>Samuel A. Ramirez & Company, Inc.<br>The Williams Capital Group, L.P.   |                           |
| <b>Listing:</b>                     | None  |                           |
| <b>CUSIP/ISIN:</b>                  | 2020 Notes:   | 594918 AY0 / US594918AY03 |
|                                     | 2022 Notes:   | 594918 BA1 / US594918BA18 |
|                                     | 2025 Notes:   | 594918 BB9 / US594918BB90 |
|                                     | 2035 Notes:   | 594918 BC7 / US594918BC73 |
|                                     | 2045 Notes:   | 594918 BD5 / US594918BD56 |
|                                     | 2055 Notes:   | 594918 BE3 / US594918BE30 |

**Long-Term Debt Ratings:** Moody's, Aaa (stable); S&P, AAA (stable)

**Note:** A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.

The Issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the Issuer has filed with the SEC for more complete information about the Issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the Issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Barclays toll-free at 1 (888) 603-5847 or by emailing [barclaysprospectus@broadridge.com](mailto:barclaysprospectus@broadridge.com); by calling Citigroup Global Markets Inc. toll-free at 1 (800) 831-9146 or by emailing [prospectus@citi.com](mailto:prospectus@citi.com); by calling Goldman, Sachs & Co. toll-free at 1 (866) 471-2526 or by emailing [prospectus-ny@ny.email.gs.com](mailto:prospectus-ny@ny.email.gs.com); by calling HSBC Securities (USA) Inc. toll-free at 1 (866) 811-8049; by calling J.P. Morgan Securities LLC collect at 1 (212) 834-4533; by calling Merrill Lynch, Pierce, Fenner & Smith Incorporated toll-free at 1 (800) 294-1322; by calling RBS Securities Inc. toll-free at 1 (866) 884 2071; by calling Wells Fargo Securities, LLC toll-free at 1 (800) 645-3751 or by emailing [wfscustomerservice@wellsfargo.com](mailto:wfscustomerservice@wellsfargo.com).

