Shake Shack Inc.
Form SC 13D/A
March 14, 2019

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 13D

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(Amendment No. 16)*

Shake Shack Inc.

(Name of Issuer)

Common Stock, $0.001 par value per share

(Title of Class of Securities)

819047 101

(CUSIP Number)

Jennifer Bellah Maguire

Gibson, Dunn & Crutcher LLP

333 South Grand Avenue

Los Angeles, California 90071-3197

(213) 229-7986

(Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communications)

March 12, 2019

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

* The remainder of this cover page shall be filled out for a reporting person s initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 819047 101 **Page 2 of 16 Pages**

(1) Name of Reporting Persons:

I.R.S. Identification No. of Above Persons (entities only):

Green Equity Investors VI, L.P.

(2) Check the Appropriate Box if a Member of a Group (See Instructions):

(a) (b)

(3) SEC Use Only:

(4) Source of Funds (See Instructions):

(5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e):

(6) Citizenship or Place of Organization:

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	(7)	Sole Voting Power 0
	(8)	Shared Voting Power 2,314,944
	(9)	Sole Dispositive Power 0

(10) Shared Dispositive Power

2,314,944

(11) Aggregate Amount Beneficially Owned by Each Reporting Person:

2,305,944

(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

(13) Percent of Class Represented by Amount in Row (11):

6.22% beneficial ownership of the voting stock based on 37,084,773 shares of Common Stock outstanding as of February 13, 2019, as reported in Issuer s Quarterly Report on Form 10-K for the fiscal year ended December 26, 2018

(14) Type of Reporting Person (See Instructions):

PN

Note: All share numbers on these cover pages presented on an as-converted basis.

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CUSIP No. 819047 101 **Page 3 of 16 Pages**

(1) Name of Reporting Persons:

I.R.S. Identification No. of Above Persons (entities only):

Green Equity Investors Side VI, L.P.

(2) Check the Appropriate Box if a Member of a Group (See Instructions):

(a) (b)

(3) SEC Use Only:

(4) Source of Funds (See Instructions):

(5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e):

(6) Citizenship or Place of Organization:

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	(7)	Sole Voting Power 0
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(14) Type of Reporting Person (See Instructions):

PN

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CUSIP No. 819047 101 **Page 4 of 16 Pages**

(1)	Name of Reporting Persons: I.R.S. Identification No. of Above Persons (entities only): LGP Malted Coinvest LLC	
(2)	Check the Appropriate Box if a Member of a Group (See Instructions): (a) (b)	
(3)	SEC Use Only:	
(4)	Source of Funds (See Instructions):	
(5)	Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e):	
(6)	Citizenship or Place of Organization: Delaware	

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	(7)	Sole Voting Power 0
	(8)	Shared Voting Power 2,314,944
	(9)	Sole Dispositive Power 0

(10) Shared Dispositive Power

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(14) Type of Reporting Person (See Instructions):

OO (Limited Liability Company)

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CUSIP No. 819047 101 **Page 5 of 16 Pages**

(1) Name of Reporting Persons:

I.R.S. Identification No. of Above Persons (entities only):

GEI Capital VI, LLC

(2) Check the Appropriate Box if a Member of a Group (See Instructions):

(a) (b)

(3) SEC Use Only:

(4) Source of Funds (See Instructions):

(5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e):

(6) Citizenship or Place of Organization:

Delaware

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OO (Limited Liability Company)

SCHEDULE 13D/A

CUSIP No. 819047 101 **Page 6 of 16 Pages**

(1) Name of Reporting Persons:

I.R.S. Identification No. of Above Persons (entities only):

Green VI Holdings, LLC

(2) Check the Appropriate Box if a Member of a Group (See Instructions):

(a) (b)

(3) SEC Use Only:

(4) Source of Funds (See Instructions):

(5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e):

(6) Citizenship or Place of Organization:

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	(7)	Sole Voting Power 0
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(14) Type of Reporting Person (See Instructions):

OO (Limited Liability Company)

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CUSIP No. 819047 101 **Page 7 of 16 Pages**

(1) Name of Reporting Persons:

I.R.S. Identification No. of Above Persons (entities only):

Leonard Green & Partners L.P.

(2) Check the Appropriate Box if a Member of a Group (See Instructions):

(a) (b)

(3) SEC Use Only:

(4) Source of Funds (See Instructions):

(5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e):

(6) Citizenship or Place of Organization:

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	(7)	Sole Voting Power 0
	(8)	Shared Voting Power 2,314,944
	(9)	Sole Dispositive Power 0

(10) Shared Dispositive Power

2,314,944

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2,305,944

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(14) Type of Reporting Person (See Instructions):

PN

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CUSIP No. 819047 101 **Page 8 of 16 Pages**

(1) Name of Reporting Persons:

I.R.S. Identification No. of Above Persons (entities only):

LGP Management, Inc.

(2) Check the Appropriate Box if a Member of a Group (See Instructions):

(a) (b)

(3) SEC Use Only:

(4) Source of Funds (See Instructions):

(5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e):

(6) Citizenship or Place of Organization:

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	(7)	Sole Voting Power 0
	(8)	Shared Voting Power 2,314,944
	(9)	Sole Dispositive Power 0

(10) Shared Dispositive Power

2,314,944

(11) Aggregate Amount Beneficially Owned by Each Reporting Person:

2,305,944

(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

(13) Percent of Class Represented by Amount in Row (11):

6.22% beneficial ownership of the voting stock based on 37,084,773 shares of Common Stock outstanding as of February 13, 2019, as reported in Issuer s Quarterly Report on Form 10-K for the fiscal year ended December 26, 2018

(14) Type of Reporting Person (See Instructions):

CO

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CUSIP No. 819047 101 **Page 9 of 16 Pages**

(1)	Name of Reporting Persons: I.R.S. Identification No. of Above Persons (entities only): Peridot Coinvest Manager LLC		
(2)	Check the Appropriate Box if a Member of a Group (See Instructions): (a) (b)		
(3)	SEC Use Only:		
(4)	Source of Funds (See Instructions):		
(5)	Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e):		
(6)	Citizenship or Place of Organization: Delaware		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	(7)	Sole Voting Power 0	
	(8)	Shared Voting Power 2,314,944	
	(9)	Sole Dispositive Power 0	

(10) Shared Dispositive Power

2,314,944

(11) Aggregate Amount Beneficially Owned by Each Reporting Person:

2,305,944

(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

(13) Percent of Class Represented by Amount in Row (11):

6.22% beneficial ownership of the voting stock based on 37,084,773 shares of Common Stock outstanding as of February 13, 2019, as reported in Issuer s Quarterly Report on Form 10-K for the fiscal year ended December 26, 2018

(14) Type of Reporting Person (See Instructions):

OO (Limited Liability Company)

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CUSIP No. 819047 101 **Page 10 of 16 Pages**

(1) Name of Reporting Persons:

I.R.S. Identification No. of Above Persons (entities only):

Jonathan D. Sokoloff

(2) Check the Appropriate Box if a Member of a Group (See Instructions):

(a) (b)

(3) SEC Use Only:

(4) Source of Funds (See Instructions):

(5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e):

(6) Citizenship or Place of Organization:

United States of America

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	(7)	Sole Voting Power 0
	(8)	Shared Voting Power 2,314,944
	(9)	Sole Dispositive Power 0

(10) Shared Dispositive Power

2,314,944

(11) Aggregate Amount Beneficially Owned by Each Reporting Person:

2,305,944

(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

(13) Percent of Class Represented by Amount in Row (11):

6.22% beneficial ownership of the voting stock based on 37,084,773 shares of Common Stock outstanding as of February 13, 2019, as reported in Issuer s Quarterly Report on Form 10-K for the fiscal year ended December 26, 2018

(14) Type of Reporting Person (See Instructions):

IN

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CUSIP No. 819047 101 **Page 11 of 16 Pages**

(1) Name of Reporting Persons:

I.R.S. Identification No. of Above Persons (entities only):

J. Kristofer Galashan

(2) Check the Appropriate Box if a Member of a Group (See Instructions):

(a) (b)

(3) SEC Use Only:

(4) Source of Funds (See Instructions):

(5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e):

(6) Citizenship or Place of Organization:

Canada

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	(7)	Sole Voting Power 0
	(8)	Shared Voting Power 2,314,944
	(9)	Sole Dispositive Power 0

(10) Shared Dispositive Power

2,314,944

(11) Aggregate Amount Beneficially Owned by Each Reporting Person:

2,314,944

(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

(13) Percent of Class Represented by Amount in Row (11):

6.24% beneficial ownership of the voting stock based on 37,084,773 shares of Common Stock outstanding as of February 13, 2019, as reported in Issuer s Quarterly Report on Form 10-K for the fiscal year ended December 26, 2018

(14) Type of Reporting Person (See Instructions):

IN

SCHEDULE 13D/A

CUSIP No. 819047 101 **Page 12 of 16 Pages**

ITEM 1. SECURITY AND ISSUER
This Amendment No. 16 to Schedule 13D (this **Amendment**) relates to shares of Class A common stock, par value $0.001 per share (the **A-Common**) of Shake Shack Inc., a Delaware corporation (the **Issuer**). Capitalized terms used in this Amendment and not otherwise defined herein shall have the meanings ascribed to them in the Schedule 13D.

The address of the Issuer s principal executive offices is 225 Varick Street, Suite 301, New York, NY 10014.

ITEM 2 IDENTITY AND BACKGROUND
The disclosure provided in Item 2 of Schedule 13D amended hereby is updated to include the following additional disclosure:

(a) As of the date of this statement, (i) GEI VI is the record owner of 193,675 shares of A-Common and 1,181,199 shares of the Issuer s Class B common stock, par value $0.001 per share (**B-Common**), (ii) GEI Side VI is the record owner of 819,433 shares of A-Common, and (iii) Malted is the record owner of 14,134 shares of A-Common and 86,217 shares of B-Common.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER
(a) and (b)

Reporting Persons	Number* of Shares With Shared Voting Power	Sole Beneficial Ownership	Shared Beneficial Ownership*	Percentage of Class Beneficially Owned
GEI VI	2,314,944	0	2,305,944	6.22%
GEI Side VI	2,314,944	0	2,305,944	6.22%
Malted	2,314,944	0	2,305,944	6.22%
Jonathan D. Sokoloff	2,314,944	0	2,305,944	6.22%
J. Kristofer Galashan	2,314,944	9,000	2,314,944	6.24%
Other Reporting Persons	2,314,944	0	2,305,944	6.22%

* All share numbers presented in this table assume full conversion of B-Common to A-Common.

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(c) The following table sets forth all transactions with respect to shares of Common Stock effectuated in the last 60 days by any of the Reporting Persons. Each day s sales comprised open market transactions made on that day, and the price per share reported is the weighted average sale price. The Reporting Persons hereby undertake to provide upon request to the SEC staff, the Issuer, or a security holder of the Issuer full information regarding the number of shares of Common Stock and prices at which the trades were effected.

Reporting Person	Date of Transaction	Number of Shares Sold	Price per Share
GEI VI	02/13/2019	2,107	$53.00
GEI Side VI	02/13/2019	1,256	$53.00
Malted	02/13/2019	154	$53.00
GEI VI	02/14/2019	8,219	$53.03
GEI Side VI	02/14/2019	4,899	$53.03
Malted	02/14/2019	600	$53.03
GEI VI	02/15/2019	6,801	$53.02
GEI Side VI	02/15/2019	4,053	$53.02
Malted	02/15/2019	496	$53.02
GEI VI	02/19/2019	1,378	$53.01
GEI Side VI	02/19/2019	822	$53.01
Malted	02/19/2019	101	$53.01
GEI VI	02/20/2019	2,410	$53.00
GEI Side VI	02/20/2019	1,437	$53.00
Malted	02/20/2019	176	$53.00
GEI VI	02/21/2019	48,779	$53.10
GEI Side VI	02/21/2019	29,070	$53.10
Malted	02/21/2019	3,560	$53.10
GEI VI	02/22/2019	2,651	$53.01
GEI Side VI	02/22/2019	1,580	$53.01
Malted	02/22/2019	193	$53.01
GEI VI	02/25/2019	46,091	$53.23
GEI Side VI	02/25/2019	27,468	$53.23
Malted	02/25/2019	3,364	$53.23
GEI VI	02/26/2019	31,358	$53.06
GEI Side VI	02/26/2019	18,688	$53.06
Malted	02/26/2019	2,289	$53.06
GEI VI	03/11/2019	419	$53.00
GEI Side VI	03/11/2019	250	$53.00
Malted	03/11/2019	31	$53.00
GEI VI	03/12/2019	33,942	$53.03
GEI Side VI	03/12/2019	20,228	$53.03
Malted	03/12/2019	2,477	$53.03
GEI VI	03/13/2019	76,994	$53.13
GEI Side VI	03/13/2019	45,886	$53.13

Malted	03/13/2019	5,620	$53.13

(d) Not applicable.

(e) Not applicable.

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ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

7.1 Amendment No. 2 to Stockholders Agreement, dated as of May 11, 2017, by and among Shake Shack Inc., Green Equity Investors VI, L.P., Green Equity Investors Side VI, L.P., LGP Malted Coinvest LLC, and certain other parties thereto (incorporated by reference to Exhibit 7.12 to Daniel H. Meyer s Schedule 13D/A, filed with the Securities and Exchange Commission on July 20, 2017).

7.2 Form of Stockholders Agreement (incorporated by reference to Exhibit 10.4 to Shake Shack Inc. s Form S-1 Amendment No. 1, filed with the Securities and Exchange Commission on January 20, 2015).

7.3 Form of Registration Rights Agreement (incorporated by reference to Exhibit 10.2 to Shake Shack Inc. s Form S-1, filed with the Securities and Exchange Commission on December 29, 2014).

7.4 Form of Tax Receivable Agreement (incorporated by reference to Exhibit 10.1 to Shake Shack Inc. s Form S-1 Amendment No. 1, filed with the Securities and Exchange Commission on January 20, 2015).

7.5 Form of Third Amended and Restated LLC Agreement of SSE Holdings, LLC (incorporated by reference to Exhibit 10.3 to Shake Shack Inc. s Form S-1 Amendment No. 1, filed with the Securities and Exchange Commission on January 20, 2015).

7.6 Joint Filing Agreement, dated February 9, 2015 (incorporated by reference to Exhibit 7.5 to Green Equity Investors VI, L.P. s Schedule 13D, filed with the Securities and Exchange Commission on February 9, 2015).

7.7 Identification of Members of the Group, dated February 9, 2015 (incorporated by reference to Exhibit 7.6 to Green Equity Investors VI, L.P. s Schedule 13D, filed with the Securities and Exchange Commission on February 9, 2015).

7.8 Power of Attorney, dated February 9, 2015 (incorporated by reference to Exhibit 7.7 to Green Equity Investors VI, L.P. s Schedule 13D, filed with the Securities and Exchange Commission on February 9, 2015).

7.9 Form of Underwriting Agreement (incorporated by reference to Exhibit 1.1 to Shake Shack Inc. s Form S-1 Amendment No. 1, filed with the Securities and Exchange Commission on August 10, 2015).

7.10 Trading Agreement, dated and effective as of November 13, 2015 (incorporated by reference to Exhibit 7.9 to Green Equity Investors VI, L.P. s Amendment No. 2 to Schedule 13D, filed with the Securities and Exchange Commission on November 13, 2015).

7.11 Power of Attorney, dated September 7, 2016 (incorporated by reference to Exhibit 7.10 to Green Equity Investors VI, L.P. s Amendment No. 10 to Schedule 13D, filed with the Securities and Exchange Commission on November 16, 2016).

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CUSIP No. 819047 101 **Page 15 of 16 Pages**

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, each of the undersigned certifies that the information set forth in this Amendment is true, complete, and correct.

Dated as of March 14, 2019

Green Equity Investors VI, L.P.

By: GEI Capital VI, LLC, its General Partner

By: /s/ ANDREW GOLDBERG
Andrew Goldberg, as Attorney-in-Fact for

Jonathan D. Sokoloff

Manager

Green Equity Investors Side VI, L.P.

By: GEI Capital VI, LLC, its General Partner

By: /s/ ANDREW GOLDBERG
Andrew Goldberg, as Attorney-in-Fact for

Jonathan D. Sokoloff

Manager

LGP Malted Coinvest LLC

By: Peridot Coinvest Manager LLC, its Manager

By: Leonard Green & Partners, L.P., its Manager

By: LGP Management, Inc., its General Partner

By: /s/ ANDREW GOLDBERG
Andrew Goldberg, as Attorney-in-Fact for

Jonathan D. Sokoloff

Executive Vice President and Managing Partner

GEI Capital VI, LLC

By: /s/ ANDREW GOLDBERG
Andrew Goldberg, as Attorney-in-Fact for

Jonathan D. Sokoloff

Manager

Green VI Holdings, LLC

By: /s/ ANDREW GOLDBERG
Andrew Goldberg, as Attorney-in-Fact for

Jonathan D. Sokoloff

Manager

SCHEDULE 13D/A

CUSIP No. 819047 101 **Page 16 of 16 Pages**

Leonard Green & Partners, L.P.

By: LGP Management, Inc., its General Partner

By: /s/ ANDREW GOLDBERG
Andrew Goldberg, as Attorney-in-Fact for

Jonathan D. Sokoloff

Executive Vice President and Managing Partner

LGP Management, Inc.

By: /s/ ANDREW GOLDBERG
Andrew Goldberg, as Attorney-in-Fact for

Jonathan D. Sokoloff

Executive Vice President and Managing Partner

Peridot Coinvest Manager LLC

By: Leonard Green & Partners, L.P., its Manager

By: LGP Management, Inc., its General Partner

By: /s/ ANDREW GOLDBERG
Andrew Goldberg, as Attorney-in-Fact for

Jonathan D. Sokoloff

Executive Vice President and Managing Partner

/s/ ANDREW GOLDBERG

Andrew Goldberg, as Attorney-in-Fact for

Jonathan D. Sokoloff

/s/ Andrew Goldberg
Andrew Goldberg, as Attorney-in-Fact for

J. Kristofer Galashan

or limit our exposure to liability, there is no assurance these provisions will withstand legal challenge.

We strive to empower all people and organizations to achieve more and accessibility of our products is an important aspect of this goal. There is increasing pressure from advocacy groups, regulators, competitors, and customers to make technology more accessible. If our products do not meet customer expectations or emerging global accessibility requirements, we could lose sales opportunities or face regulatory actions.

Our global business exposes us to operational and economic risks. Our customers are located in over 200 countries and a significant part of our revenue comes from international sales. The global nature of our business creates operational and economic risks. Emerging markets are a significant focus of our international growth strategy. The developing nature of these markets presents several risks, including deterioration of social, political, labor, or economic conditions in a country or region, and difficulties in staffing and managing foreign operations. Although we hedge a portion of our international currency exposure, significant fluctuations in foreign exchange rates between the U.S. dollar and foreign currencies may adversely affect our revenue. Competitive or regulatory pressure to make our pricing structure uniform might require that we reduce the sales price of our software in the U.S. and other countries.

Catastrophic events or geopolitical conditions may disrupt our business. A disruption or failure of our systems or operations because of a major earthquake, weather event, cyber-attack, terrorist attack, or other catastrophic event could cause delays in completing sales, providing services, or performing other critical functions. Our corporate headquarters, a significant portion of our research and development activities, and certain other essential business operations are in the Seattle, Washington area, and we have other business operations in the Silicon Valley area of California, both of which are seismically active regions. A catastrophic event that results in the destruction or disruption of any of our critical business or IT systems could harm our ability to conduct normal business operations. Providing our customers with more services and solutions in the cloud puts a premium on the resilience of our systems and strength of our business continuity management plans, and magnifies the potential impact of prolonged service outages on our operating results.

Abrupt political change, terrorist activity, and armed conflict pose a risk of general economic disruption in affected countries, which may increase our operating costs. These conditions also may add uncertainty to the timing and budget for technology investment decisions by our customers, and may cause supply chain disruptions for hardware manufacturers, either of which may adversely affect our revenue. The long-term effects of climate change on the global economy or the IT industry in particular are unclear. Environmental regulations or changes in the supply, demand or available sources of energy or other natural resources may affect the availability or cost of goods and services, including natural resources, necessary to run our business. Changes in weather where we operate may increase the costs of powering and cooling computer hardware we use to develop software and provide cloud-based services.

Table of Contents

PART I

Item 1A, 1B, 2

Adverse economic or market conditions may harm our business. Worsening economic conditions, including inflation, recession, or other changes in economic conditions, may cause lower IT spending and adversely affect our revenue. If demand for PCs, servers, and other computing devices declines, or consumer or business spending for those products declines, our revenue will be adversely affected. Substantial revenue comes from our U.S. government contracts. An extended federal government shutdown resulting from failing to pass budget appropriations, adopt continuing funding resolutions or raise the debt ceiling, and other budgetary decisions limiting or delaying federal government spending, could reduce government IT spending on our products and services and adversely affect our revenue.

Our product distribution system relies on an extensive partner and retail network. OEMs building devices that run our software have also been a significant means of distribution. The impact of economic conditions on our partners, such as the bankruptcy of a major distributor, OEM, or retailer, could cause sales channel disruption.

Challenging economic conditions also may impair the ability of our customers to pay for products and services they have purchased. As a result, allowances for doubtful accounts and write-offs of accounts receivable may increase.

We maintain an investment portfolio of various holdings, types, and maturities. These investments are subject to general credit, liquidity, market, and interest rate risks, which may be exacerbated by unusual events that affect global financial markets. A significant part of our investment portfolio comprises U.S. government securities. If global credit and equity markets decline for long periods, or if there is a downgrade of the U.S. government credit rating due to an actual or threatened default on government debt, our investment portfolio may be adversely affected and we could determine that more of our investments have experienced an other-than-temporary decline in fair value, requiring impairment charges that could adversely affect our financial results.

ITEM 1B. UNRESOLVED STAFF COMMENTS

We have received no written comments regarding our periodic or current reports from the staff of the SEC that were issued 180 days or more preceding the end of our fiscal year 2016 that remain unresolved.

ITEM 2. PROPERTIES

Our corporate headquarters are located in Redmond, Washington. We have approximately 15 million square feet of space located in King County, Washington that is used for engineering, sales, marketing, and operations, among other general and administrative purposes. These facilities include approximately 10 million square feet of owned space situated on approximately 500 acres of land we own at our corporate headquarters, and approximately five million square feet of space we lease. In addition, we own and lease space domestically that includes office, retail, and datacenter space.

We also own and lease facilities internationally. Properties that we own include: our research and development centers in China and India; our operations in Ireland and Singapore; our phone manufacturing facilities, predominantly in Vietnam; and our facilities in the United Kingdom. The largest leased office spaces include the following locations: Finland, China, India, Germany, the United Kingdom, Canada, and Japan. In addition to the above locations, we have various product development facilities, both domestically and internationally, as described in the Research and Development section of Item 1 of this Form 10-K.

The table below shows a summary of facilities owned and leased domestically and internationally as of June 30, 2016:

(Square feet in millions)

Location	Owned	Leased	Total
U.S.	**16.4**	**9.7**	**26.1**
International	**9.0**	**10.8**	**19.8**
Total	**25.4**	**20.5**	**45.9**

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ITEM 3. LEGAL PROCEEDINGS

While not material to the Company, the Company makes the following annual report of the general activities of the Company s Antitrust Compliance Office as required by the Final Order and Judgment in *Barovic v. Ballmer et al,* United States District Court for the Western District of Washington (Final Order). For more information see http://aka.ms/MSLegalNotice2015. These annual reports will continue through 2020. During fiscal year 2016, the Antitrust Compliance Office (a) monitored the Company s compliance with the European Commission Decision of March 24, 2004, (2004 Decision) and with the Company s Public Undertaking to the European Commission dated December 16, 2009 (2009 Undertaking); (b) monitored, in the manner required by the Final Order, employee, customer, competitor, regulator, or other third-party complaints regarding compliance with the 2004 Decision, the 2009 Undertaking, or other EU or U.S. laws or regulations governing tying, bundling, and exclusive dealing contracts; and, (c) monitored, in the manner required by the Final Order, the training of the Company s employees regarding the Company s antitrust compliance polices. In addition, the Antitrust Compliance Officer reports to the Regulatory and Public Policy Committee of the Board at each of its regularly scheduled meetings and to the full Board annually.

See Note 17 Contingencies of the Notes to Financial Statements (Part II, Item 8 of this Form 10-K) for information regarding legal proceedings in which we are involved.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

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ITEM 5. MARKET FOR REGISTRANT S COMMON EQUITY, RELATED STOCKHOLDER MATTERS, AND ISSUER PURCHASES OF EQUITY SECURITIES

MARKET AND STOCKHOLDERS

Our common stock is traded on the NASDAQ Stock Market under the symbol MSFT. On July 25, 2016, there were 106,534 registered holders of record of our common stock. The high and low common stock sales prices per share were as follows:

Quarter Ended	September 30	December 31	March 31	June 30	Fiscal Year
Fiscal Year 2016					
High	**$ 48.41**	**$ 56.85**	**$ 55.64**	**$ 56.77**	**$ 56.85**
Low	**$ 39.72**	**$ 43.75**	**$ 48.19**	**$ 48.04**	**$ 39.72**
Fiscal Year 2015					
High	$ 47.57	$ 50.05	$ 47.91	$ 49.54	$ 50.05
Low	$ 41.05	$ 42.10	$ 40.23	$ 40.12	$ 40.12

DIVIDENDS AND SHARE REPURCHASES

See Note 18 Stockholders Equity of the Notes to Financial Statements (Part II, Item 8 of this Form 10-K) for information regarding dividends and share repurchases by quarter. Following are our monthly stock repurchases for the fourth quarter of fiscal year 2016, all of which were made as part of publicly announced plans or programs:

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Approximate Dollar Value of Shares that May Yet be Purchased under the Plans or Programs
				(in millions)
April 1, 2016 April 30, 2016	23,687,526	$ 53.72	23,687,526	$ 9,410
May 1, 2016 May 31, 2016	11,691,472	$ 50.51	11,691,472	$ 8,820
June 1, 2016 June 30, 2016	34,576,695	$ 50.23	34,576,695	$ 7,083

	69,955,693		69,955,693	

All repurchases were made using cash resources. Our stock repurchases may occur through open market purchases or pursuant to a Rule 10b5-1 trading plan.

ITEM 6. SELECTED FINANCIAL DATA

FINANCIAL HIGHLIGHTS

(In millions, except per share data)

Year Ended June 30,	**2016**	**2015**	**2014** [d]	**2013**	**2012**
Revenue	**$ 85,320** [a]	$ 93,580	$ 86,833	$ 77,849	$ 73,723
Gross margin	**$ 52,540** [a]	$ 60,542	$ 59,755	$ 57,464	$ 56,193
Operating income	**$ 20,182** [a][b]	$ 18,161 [c]	$ 27,759	$ 26,764 [e]	$ 21,763 [f]
Net income	**$ 16,798** [a][b]	$ 12,193 [c]	$ 22,074	$ 21,863 [e]	$ 16,978 [f]
Diluted earnings per share	**$ 2.10** [a][b]	$ 1.48 [c]	$ 2.63	$ 2.58 [e]	$ 2.00 [f]
Cash dividends declared per share	**$ 1.44**	$ 1.24	$ 1.12	$ 0.92	$ 0.80
Cash, cash equivalents, and short-term investments	**$ 113,240**	$ 96,526	$ 85,709	$ 77,022	$ 63,040
Total assets	**$ 193,694**	$ 174,472 [g]	$ 170,675 [g]	$ 140,962 [g]	$ 119,388 [g]
Long-term obligations	**$ 62,340**	$ 44,742 [g]	$ 35,391 [g]	$ 24,601 [g]	$ 20,337 [g]
Stockholders equity	**$ 71,977**	$ 80,083	$ 89,784	$ 78,944	$ 66,363

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(a) *Reflects the impact of the net revenue deferral from Windows 10 of $6.6 billion, which decreased operating income, net income, and diluted earnings per share (EPS) by $6.6 billion, $4.6 billion, and $0.58, respectively.*

(b) *Includes $630 million of asset impairment charges related to our phone business, and $480 million of restructuring charges associated with our phone business restructuring plans, which together decreased operating income, net income, and diluted EPS by $1.1 billion, $895 million, and $0.11, respectively.*

(c) *Includes $7.5 billion of goodwill and asset impairment charges related to our phone business, and $2.5 billion of integration and restructuring expenses, primarily associated with our phone business restructuring plans, which together decreased operating income, net income, and diluted EPS by $10.0 billion, $9.5 billion, and $1.15, respectively.*

(d) *On April 25, 2014, we acquired substantially all of NDS. NDS has been included in our consolidated results of operations starting on the acquisition date.*

(e) *Includes a charge related to a fine imposed by the European Commission in March 2013 which decreased operating income and net income by $733 million (561 million) and diluted EPS by $0.09. Also includes a charge for Surface RT inventory adjustments recorded in the fourth quarter of fiscal year 2013, which decreased operating income, net income, and diluted EPS by $900 million, $596 million, and $0.07, respectively.*

(f) *Includes a goodwill impairment charge related to our previous Online Services Division business segment (related to More Personal Computing under our current segment structure) which decreased operating income and net income by $6.2 billion and diluted EPS by $0.73.*

(g) *Reflects the impact of the adoption of the new accounting standard in fiscal year 2016 related to balance sheet classification of deferred taxes. See Note 1 Accounting Policies of the Notes to Financial Statements (Part II, Item 8 of this Form 10-K) for further discussion.*

ITEM 7. MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following Management s Discussion and Analysis (MD&A) is intended to help the reader understand the results of operations and financial condition of Microsoft Corporation. MD&A is provided as a supplement to, and should be read in conjunction with, our financial statements and the accompanying Notes to Financial Statements.

OVERVIEW

Microsoft is a technology company whose mission is to empower every person and every organization on the planet to achieve more. Our strategy is to build best-in-class platforms and productivity services for a mobile-first, cloud-first world. We develop, license, and support a wide range of software products, services, and devices that deliver new opportunities, greater convenience, and enhanced value to people s lives.

We generate revenue by licensing and supporting an array of software products, by offering a wide range of services, including cloud-based services to consumers and businesses, by designing, manufacturing, and selling devices that integrate with our cloud-based services, and by delivering relevant online advertising to a global audience. Our most significant expenses are related to compensating employees; designing, manufacturing, marketing, and selling our products and services; datacenter costs in support of our cloud-based services; and income taxes.

Much of our focus in fiscal year 2016 was toward transforming our organization to support our strategy of building best-in-class platforms and productivity services for a mobile-first, cloud-first world. We achieved product development milestones, implemented organizational changes, and made strategic and tactical moves to support the three central ambitions that support our strategy: reinventing productivity and business processes; building the intelligent cloud platform; and creating more personal computing.

Highlights from fiscal year 2016 included:

Commercial cloud annualized revenue run rate* exceeded $12.1 billion.

Office 365 Consumer subscribers increased to 23.1 million.

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Microsoft Dynamics (Dynamics) CRM Online seat additions more than doubled year-over-year.

Microsoft Azure (Azure) revenue grew 113%, with usage of Azure compute and Azure SQL database more than doubling year-over-year. Enterprise Mobility customers nearly doubled year-over-year to over 33,000.

Windows 10 is now active on more than 350 million devices around the world.

Xbox Live monthly active users grew 33% year-over-year to 49 million.

* *Commercial cloud annualized revenue run rate is calculated by multiplying revenue for the last month of the quarter by twelve for Office 365 commercial, Azure, Dynamics Online, and other cloud properties.*

In June 2016, we entered into a definitive agreement to acquire LinkedIn for $196 per share in an all-cash transaction valued at $26.2 billion, inclusive of LinkedIn s net cash (the Merger Agreement). We will finance the transaction primarily through the issuance of new indebtedness. The Merger Agreement has been unanimously approved by the Boards of Directors of both Microsoft and LinkedIn, and we expect the acquisition will close in calendar year 2016, subject to approval by LinkedIn s shareholders, satisfaction of certain regulatory approvals, and other customary closing conditions. The acquisition is anticipated to accelerate the growth of LinkedIn, as well as Office 365 and Dynamics.

In May 2016, we announced the sale of our entry-level feature phone business for $350 million. The transaction is expected to close in the second half of 2016, subject to regulatory approvals and other closing conditions.

In July 2015, we announced a plan to restructure our phone business to better focus and align resources. In May 2016, we announced plans to further streamline our smartphone hardware business. These changes in the phone business reinforce our strategy to create a vibrant Windows ecosystem with a single set of experiences across our first-party device family and original equipment manufacturer (OEM) offerings. Part of this strategy involves focusing our phone devices on a narrower range of customer categories and differentiating through the combination of hardware and software we are uniquely positioned to offer. As anticipated, our change in phone strategy resulted in a reduction in units sold and associated expenses in fiscal year 2016, and this trend is expected to continue in fiscal year 2017.

Industry Trends

Our industry is dynamic and highly competitive, with frequent changes in both technologies and business models. Each industry shift is an opportunity to conceive new products, new technologies, or new ideas that can further transform the industry and our business. At Microsoft, we push the boundaries of what is possible through a broad range of research and development activities that seek to identify and address the changing demands of customers and users, industry trends, and competitive forces.

Economic Conditions, Challenges, and Risks

The market for software, devices, and cloud-based services is dynamic and highly competitive. Our competitors are developing new software and devices, while also deploying competing cloud-based services for consumers and businesses. The devices and form factors customers prefer evolve rapidly, and influence how users access services in the cloud, and in some cases, the user s choice of which suite of cloud-based services to use. We must continue to evolve and adapt over an extended time in pace with this changing environment. The investments we are making in devices and infrastructure will continue to increase our operating costs and may decrease our operating margins.

Our success is highly dependent on our ability to attract and retain qualified employees. We hire a mix of university and industry talent worldwide. Microsoft competes for talented individuals globally by offering an exceptional working environment, broad customer reach, scale in resources, the ability to grow one s career across many different products and businesses, and competitive compensation and benefits. Aggregate demand for our software, services, and devices is correlated to global macroeconomic and geopolitical factors, which remain dynamic.

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Our international operations provide a significant portion of our total revenue and expenses. Many of these revenue and expenses are denominated in currencies other than the U.S. dollar. As a result, changes in foreign exchange rates may significantly affect revenue and expenses. The strengthening of the U.S. dollar relative to certain foreign currencies throughout fiscal year 2015, and continuing into fiscal year 2016, negatively impacted reported revenue and reduced reported expenses from our international operations.

See a discussion of these factors and other risks under Risk Factors (Part I, Item 1A of this Form 10-K).

Seasonality

Our revenue historically has fluctuated quarterly and has generally been highest in the second quarter of our fiscal year due to corporate calendar year-end spending trends in our major markets and holiday season spending by consumers.

Unearned Revenue

Quarterly and annual revenue is impacted by the deferral of revenue, primarily including:

Revenue deferred on Windows 10 licenses to reflect ratable recognition over the life of the device.

Revenue deferred on bundled products and services (Bundled Offerings).

If our customers choose to license cloud-based versions of our products and services rather than licensing transaction-based products and services, the associated revenue will shift from being recognized at the time of the transaction to being recognized over the subscription period or upon consumption, as applicable.

Product Revenue and Service and Other Revenue

Due to the growth in our cloud-based solutions, service revenue exceeded 10% of total revenue for the first time in fiscal year 2016. As a result, we have separately disclosed product revenue and service and other revenue on our consolidated income statements.

Product revenue includes sales from operating systems; cross-device productivity applications; server applications; business solution applications; desktop and server management tools; software development tools; video games; hardware such as PCs, tablets, gaming and entertainment consoles, phones, other intelligent devices, and related accessories; and training and certification of computer system integrators and developers.

Service and other revenue includes sales from cloud-based solutions that provide customers with software, services, platforms, and content such as Office 365, Azure, Dynamics CRM Online, and Xbox Live; solution support; and consulting services. Service and other revenue also includes sales from online advertising.

Reportable Segments

The segment amounts included in MD&A are presented on a basis consistent with our internal management reporting. Segment information appearing in Note 21 Segment Information and Geographic Data of the Notes to Financial Statements (Part II, Item 8 of this Form 10-K) is also presented on this basis. All differences between our internal management reporting basis and accounting principles generally accepted in the United States (U.S. GAAP), along with certain corporate-level and other activity, are included in Corporate and Other.

In June 2015, we announced a change in organizational structure to align to our strategic direction as a productivity and platform company. During the first quarter of fiscal year 2016, our chief operating decision maker, who is also our Chief Executive Officer, requested changes in the information that he regularly reviews for purposes of allocating resources and assessing performance. As a result, beginning in fiscal year 2016, we report our financial performance based on our new segments, Productivity and Business Processes, Intelligent Cloud, and More Personal Computing, and analyze operating income as the measure of segment profitability. We have recast certain previously reported amounts to conform to the way we internally manage and monitor segment performance.

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We expect to report the financial performance of LinkedIn as part of our Productivity and Business Processes segment.

Additional information on our reportable segments is contained in Note 21 Segment Information and Geographic Data of the Notes to Financial Statements (Part II, Item 8 of this Form 10-K).

SUMMARY RESULTS OF OPERATIONS

(In millions, except percentages and per share amounts)	2016	2015	2014	Percentage Change 2016 Versus 2015	Percentage Change 2015 Versus 2014
Revenue	**$ 85,320**	$ 93,580	$ 86,833	(9)%	8%
Gross margin	**$ 52,540**	$ 60,542	$ 59,755	(13)%	1%
Operating income	**$ 20,182**	$ 18,161	$ 27,759	11%	(35)%
Diluted earnings per share	**$ 2.10**	$ 1.48	$ 2.63	42%	(44)%

Fiscal year 2016 compared with fiscal year 2015

Revenue decreased $8.3 billion or 9%, primarily due to the impact of the net revenue deferral from Windows 10 of $6.6 billion and an unfavorable foreign currency impact of approximately $3.8 billion or 4%. Windows 10 revenue is primarily recognized at the time of billing in the More Personal Computing segment, and the deferral and subsequent recognition of revenue is reflected in Corporate and Other. More Personal Computing revenue decreased, mainly due to lower revenue from Devices and Windows, offset in part by higher revenue from search advertising and Gaming. Intelligent Cloud revenue increased, primarily due to higher revenue from server products and cloud services and Enterprise Services. Productivity and Business Processes revenue increased slightly, driven by an increase in Office and Dynamics revenue.

Operating income increased $2.0 billion or 11%, primarily due to a decrease in impairment, integration, and restructuring expenses and sales and marketing expenses, offset in part by lower gross margin. Gross margin decreased $8.0 billion or 13%, driven by the decline in revenue as discussed above, and included an unfavorable foreign currency impact of approximately $3.3 billion or 5%. Productivity and Business Processes and More Personal Computing gross margin decreased, offset in part by higher gross margin from Intelligent Cloud.

Key changes in expenses were:

Cost of revenue decreased $258 million or 1%, mainly due to a reduction in phone sales, driven by the change in strategy for the phone business, offset in part by growth in commercial cloud and search advertising.

Impairment, integration, and restructuring expenses decreased $8.9 billion, primarily driven by prior year goodwill and asset impairment charges related to our phone business and restructuring charges associated with our phone business restructuring plans.

Sales and marketing expenses decreased $1.0 billion or 6%, driven by a reduction in phone expenses and a favorable foreign currency impact of approximately 2%.

Diluted earnings per share (EPS) was $2.10 for fiscal year 2016. Current year diluted EPS was negatively impacted by the net revenue deferral from Windows 10 and impairment, integration, and restructuring expenses, which resulted in a decrease to diluted EPS of $0.69, and favorably impacted by the adoption of new accounting guidance related to stock-based compensation, which resulted in an increase to diluted EPS of $0.05. Diluted EPS was $1.48 for fiscal year 2015. Prior year diluted EPS was negatively impacted by impairment, integration, and restructuring expenses, which resulted in a decrease to diluted EPS of $1.15.

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Fiscal year 2015 compared with fiscal year 2014

Revenue increased $6.7 billion or 8%, primarily due to higher revenue from More Personal Computing and Intelligent Cloud. More Personal Computing revenue increased, primarily due to higher revenue from Devices, search advertising and Gaming, offset in part by a decline in Windows revenue. Intelligent Cloud revenue increased, primarily due to higher revenue from server products and cloud services. Revenue included an unfavorable foreign currency impact of approximately 2%.

Operating income decreased $9.6 billion or 35%, primarily due to impairment, integration, and restructuring expenses in fiscal year 2015, as well as increased research and development expenses, offset in part by higher gross margin. Gross margin increased $787 million or 1%, driven by our Intelligent Cloud, offset in part by a reduction in gross margin from Productivity and Business Processes. Key changes in expenses were:

Cost of revenue increased $6.0 billion or 22%, mainly due to phone sales, as well as increasing costs in support of our commercial cloud, including $396 million of higher datacenter expenses.

Impairment, integration, and restructuring expenses were $10.0 billion in fiscal year 2015, reflecting goodwill and asset impairment charges of $7.5 billion related to our phone business, and $2.5 billion of integration and restructuring expenses, primarily driven by costs associated with our phone business restructuring plans.

Research and development expenses increased $665 million or 6%, mainly due to increased investment in new products and services, including phone expenses, offset in part by reduced headcount-related expenses.

Diluted EPS was $1.48 for fiscal year 2015. Diluted EPS was negatively impacted by impairment, integration, and restructuring expenses, which decreased diluted EPS by $1.15.

SEGMENT RESULTS OF OPERATIONS

(In millions, except percentages)	2016	2015	2014	Percentage Change 2016 Versus 2015	Percentage Change 2015 Versus 2014
Revenue					
Productivity and Business Processes	**$ 26,487**	$ 26,430	$ 26,976	0%	(2)%
Intelligent Cloud	**25,042**	23,715	21,735	6%	9%
More Personal Computing	**40,460**	43,160	38,460	(6)%	12%
Corporate and Other	**(6,669)**	275	(338)	*	*
Total revenue	**$ 85,320**	$ 93,580	$ 86,833	(9)%	8%

Operating income (loss)

Productivity and Business Processes	**$ 12,461**	$ 13,359	$ 14,173	(7)%	(6)%
Intelligent Cloud	**9,358**	9,871	8,446	(5)%	17%
More Personal Computing	**6,142**	4,667	5,605	32%	(17)%
Corporate and Other	**(7,779)**	(9,736)	(465)	*	*
Total operating income	**$ 20,182**	$ 18,161	$ 27,759	11%	(35)%

* *Not meaningful*

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Reportable Segments

Fiscal year 2016 compared with fiscal year 2015

Productivity and Business Processes

Productivity and Business Processes revenue increased slightly, primarily due to an increase in Office and Dynamics revenue. Revenue included an unfavorable foreign currency impact of approximately 6%.

Office Commercial revenue increased $135 million or 1%, driven by higher revenue from Office 365 commercial, mainly due to growth in subscribers, offset by lower transactional license volume, reflecting a continued shift to Office 365 commercial and a decline in the business PC market. Revenue included an unfavorable foreign currency impact of approximately 6%.

Office Consumer revenue decreased $69 million or 2%, driven by a decline in the consumer PC market, offset in part by higher revenue from Office 365 consumer, mainly due to growth in subscribers. Revenue included an unfavorable foreign currency impact of approximately 4%.

Dynamics revenue increased 4%, mainly due to higher revenue from Dynamics CRM Online, driven by seat growth. Revenue included an unfavorable foreign currency impact of approximately 6%.

Productivity and Business Processes operating income decreased $898 million or 7%, driven by lower gross margin. Gross margin decreased $970 million or 4%, primarily due to higher cost of revenue. Gross margin included an unfavorable foreign currency impact of approximately 6%. Cost of revenue increased $1.0 billion or 26%, primarily due to an increased mix of cloud offerings. Operating expenses decreased $72 million or 1%, driven by lower sales and marketing expenses. Sales and marketing expenses decreased $82 million or 2%, mainly due to a reduction in headcount-related expenses and lower fees paid to third-party enterprise software advisors.

Intelligent Cloud

Intelligent Cloud revenue increased $1.3 billion or 6%, primarily due to higher server products and cloud services revenue and Enterprise Services revenue. Revenue included an unfavorable foreign currency impact of approximately 5%.

Server products and cloud services revenue grew $686 million or 4%, driven by revenue growth from Azure of 113%, offset in part by a decline in transactional revenue from our on-premises server products. Revenue included an unfavorable foreign currency impact of approximately 5%.

Enterprise Services revenue grew $536 million or 11%, mainly due to growth in Premier Support Services. Revenue included an unfavorable foreign currency impact of approximately 5%.

Intelligent Cloud operating income decreased $513 million or 5%, primarily due to higher operating expenses, offset in part by higher gross margin. Operating expenses increased $989 million or 12%, mainly due to higher research and development expenses and sales and marketing expenses. Research and development expenses increased $567 million or 21% and sales and marketing expenses increased $347 million or 9%, driven by increased strategic investments and acquisitions to drive cloud sales capacity and innovation. Gross margin increased $476 million or 3%, driven by revenue growth, offset in part by higher cost of revenue. Gross margin included an unfavorable foreign currency impact of approximately 5%. Cost of revenue increased $851 million or 15%, primarily driven by an increased mix of cloud services.

More Personal Computing

More Personal Computing revenue decreased $2.7 billion or 6%, mainly due to lower revenue from Devices and Windows, offset in part by higher revenue from search advertising and Gaming. Revenue included an unfavorable foreign currency impact of approximately 2%.

Devices revenue decreased $3.7 billion or 32%, mainly due to lower revenue from phones, driven by the change in strategy for the phone business, offset in part by higher Microsoft Surface (Surface) revenue.

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Phone revenue decreased $4.2 billion or 56%, as we sold 13.8 million Microsoft Lumia (Lumia) phones and 75.5 million other phones in fiscal year 2016, compared with 36.8 million and 126.8 million sold, respectively, in fiscal year 2015. Surface revenue increased $486 million or 13%, primarily driven by the release of Surface Pro 4 and Surface Book in the second quarter of fiscal year 2016, as well as the release of Surface 3 in the fourth quarter of fiscal year 2015, offset in part by a decline in revenue from Surface Pro 3. Devices revenue included an unfavorable foreign currency impact of approximately 3%.

Windows revenue decreased $871 million or 5%, mainly due to lower revenue from patent licensing, Windows OEM licensing (Windows OEM), and Windows Phone licensing. Patent licensing revenue decreased 27%, due to a decline in license revenue per unit and licensed units. Windows OEM revenue decreased 1%. Windows OEM Pro revenue declined 6%, driven by a decline in the business PC market. Windows OEM non-Pro revenue increased 7%, outperforming the consumer PC market, driven by a higher mix of premium licenses sold. Windows Phone licensing revenue decreased 64%, driven by the recognition of deferred revenue in fiscal year 2015 from Windows Phone 8. Windows revenue included an unfavorable foreign currency impact of approximately 2%.

Search advertising revenue increased $1.7 billion or 46%. Search advertising revenue, excluding traffic acquisition costs, increased 17%, primarily driven by growth in Bing, due to higher revenue per search and search volume. Search advertising revenue included an unfavorable foreign currency impact of approximately 2%.

Gaming revenue increased $132 million or 1%, primarily due to higher revenue from Xbox Live and video games, offset in part by lower Xbox hardware revenue. Xbox Live revenue increased 17%, driven by higher revenue per transaction and volume of transactions. Video games revenue grew 34%, driven by the launch of Halo 5 and sales of Minecraft. We acquired Mojang AB (Mojang), the Swedish video game developer of the Minecraft gaming franchise, in November 2014. Xbox hardware revenue decreased 16%, mainly due to lower prices of Xbox One consoles sold and a decline in Xbox 360 console volume, offset in part by higher Xbox One console volume. Gaming revenue included an unfavorable foreign currency impact of approximately 4%.

More Personal Computing operating income increased $1.5 billion or 32%, primarily due to lower operating expenses, offset in part by lower gross margin. Operating expenses decreased $2.0 billion or 13%, mainly due to lower sales and marketing expenses and research and development expenses. Sales and marketing expenses decreased $1.3 billion or 19% and research and development expenses decreased $676 million or 10%, driven by a reduction in phone expenses. Gross margin decreased $564 million or 3%, reflecting lower revenue, offset in part by a reduction in cost of revenue. Gross margin included an unfavorable foreign currency impact of approximately 5%. Cost of revenue decreased $2.1 billion or 9%, primarily driven by a reduction in phone sales, offset in part by higher search advertising cost of revenue.

Fiscal year 2015 compared with fiscal year 2014

Productivity and Business Processes

Productivity and Business Processes revenue decreased $546 million or 2%, mainly due to a decline in revenue from Office, offset in part by growth in revenue from Dynamics. Revenue included an unfavorable foreign currency impact of approximately 2%.

Office Consumer revenue decreased $624 million or 17%, driven by declines in the Japan PC market, where Office is predominantly pre-installed on new PCs, offset in part by subscriber growth of Office 365 consumer.

Office Commercial revenue decreased $152 million or 1%, driven by lower transactional license volume, reflecting a decline in the business PC market following Windows XP end of support in the prior year, and declines in Japan, offset in part by subscriber growth and higher premium mix of Office 365 commercial.

Dynamics revenue grew 12%, mainly due to higher revenue from Dynamics CRM Online and Dynamics ERP products. Dynamics users increased, with 30% growth in number of Dynamics paid seats, and we ended fiscal year 2015 with over eight million paid seats.

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Productivity and Business Processes operating income decreased $814 million or 6%, driven by lower gross margin, offset in part by a reduction in operating expenses. Gross margin decreased $1.0 billion or 4%, primarily due to the decline in Office Consumer revenue. Gross margin included an unfavorable foreign currency impact of approximately 2%. Cost of revenue increased $492 million or 15%, primarily due to higher cloud infrastructure expenses, reflecting increased datacenter capacity to serve our Office 365 offerings. Operating expenses decreased $224 million or 2%. Sales and marketing and general and administrative expenses decreased $258 million and $125 million, respectively, mainly due to lower headcount-related expenses. Research and development expenses increased $159 million or 6%, mainly due to increased investment in new products and services.

Intelligent Cloud

Intelligent Cloud revenue increased $2.0 billion or 9%, mainly due to higher server products and services revenue, as well as higher Enterprise Services revenue. Revenue included an unfavorable foreign currency impact of approximately 2%.

Server products and cloud services revenue grew $1.6 billion or 9%, primarily driven by higher premium mix of Microsoft SQL Server, Windows Server, and System Center, as well as continued revenue growth from Azure.

Enterprise Services revenue grew $325 million or 7%, mainly due to growth in Premier Support Services.

Intelligent Cloud operating income increased $1.4 billion or 17%, primarily due to higher gross margin, offset in part by higher operating expenses. Gross margin increased $1.6 billion or 10%, driven by revenue growth from our server products and services. Gross margin included an unfavorable foreign currency impact of approximately 2%. Cost of revenue increased $404 million or 7%, mainly due to higher cloud infrastructure expenses, reflecting increased datacenter capacity for our Azure services. Operating expenses increased $151 million or 2%, driven by higher research and development expenses. Research and development expenses increased $160 million or 6%, mainly due to increased investment in new products and services.

More Personal Computing

More Personal Computing revenue increased $4.7 billion or 12%, mainly due to growth in Devices, search advertising, and Gaming revenue, offset in part by a decline in revenue from Windows.

Devices revenue increased $7.0 billion or 152%, mainly due to a full year of phone sales and higher Surface revenue. Devices revenue included an unfavorable foreign currency impact of approximately 5%. Phones revenue increased $5.5 billion, as we sold 36.8 million Lumia phones and 126.8 million other phones in fiscal year 2015, compared with 5.8 million and 30.3 million sold, respectively, in fiscal year 2014 following the acquisition of Nokia Corporation s (Nokia) Devices and Services business (NDS). We acquired NDS in the fourth quarter of fiscal year 2014. Surface revenue increased 65% to $3.6 billion, primarily due to Surface Pro 3 units sold. Surface Pro 3 was released in June 2014.

Search advertising revenue increased $651 million or 22%, primarily driven by growth in Bing, due to higher revenue per search and search volume.

Gaming revenue increased $463 million or 5%, mainly due to growth in Xbox Live and video games revenue, offset in part by a decrease in Xbox hardware revenue and third-party video game royalties. We sold 12.1 million Xbox consoles in fiscal year 2015 compared with 11.7 million consoles in fiscal year 2014. Xbox Live revenue increased $500 million, driven by increased Xbox Live users and revenue per user. Video games revenue increased $265 million, mainly due to sales of Minecraft following the acquisition of Mojang in November 2014, and new Xbox titles released in the current year.

Windows revenue decreased $3.6 billion or 16%, mainly due to lower revenue from Windows OEM and Windows Phone. Windows OEM revenue decreased $1.9 billion or 15%, primarily due to declines of 15% in OEM Pro revenue and 16% in OEM non-Pro revenue. Windows OEM Pro revenue decreased, primarily due to benefits realized from the expiration of support for Windows XP in the prior year, and declines in the

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business PC market. Windows OEM non-Pro revenue declined, mainly due to an increased mix of opening price point devices sold, and declines in the consumer PC market. Windows Phone revenue, including related patent licensing, decreased $1.4 billion or 55%, primarily due to prior year revenue associated with our joint strategic initiatives with Nokia that terminated when we acquired NDS.

More Personal Computing operating income decreased $938 million or 17%, primarily due to higher operating expenses, as well as a reduction in gross margin. Gross margin decreased $364 million or 2%, reflecting a reduction in Windows gross margin, offset in part by an increase in devices gross margin. Cost of revenue increased $5.1 billion or 28%, driven by higher phones cost of revenue, as well as higher Xbox Live and search infrastructure costs, offset in part by a reduction in Windows Phone cost of revenue. Phones cost of revenue increased $4.8 billion, reflecting a full year of phone sales in fiscal year 2015. Windows Phone cost of revenue decreased $897 million, driven by prior year costs associated with our joint strategic initiatives with Nokia that terminated when we acquired NDS. Operating expenses increased $574 million or 4%, driven by a full year of NDS expenses. Research and development expenses increased $346 million or 5%, mainly due to increased investment in new product and services, including higher phone expenses, offset in part by reduced headcount-related expenses. Sales and marketing expenses increased $211 million or 3%, primarily due to higher phone expenses, offset in part by a decline in advertising and other marketing program costs.

Corporate and Other

Corporate and Other revenue primarily comprises certain revenue deferrals, including those related to Windows 10, Bundled Offerings, and video games. Corporate and Other operating income (loss) primarily comprises revenue deferrals and corporate-level activity not specifically allocated to a segment, including impairment, integration, and restructuring expenses.

Fiscal year 2016 compared with fiscal year 2015

Corporate and Other revenue decreased $6.9 billion, primarily due to the impact of the net revenue deferral from Windows 10. During fiscal year 2016, we deferred net revenue from Windows 10 of $6.6 billion. During fiscal year 2015, we recognized a net $303 million of previously deferred revenue related to Bundled Offerings.

Corporate and Other operating loss decreased $2.0 billion, primarily due to an $8.9 billion reduction in impairment, integration, and restructuring expenses, driven by prior year goodwill and asset impairment charges related to our phone business, offset in part by lower revenue.

Fiscal year 2015 compared with fiscal year 2014

Corporate and Other revenue increased $613 million, primarily due to the timing of net revenue deferrals compared to the prior year. During fiscal year 2015, we recognized a net $303 million of previously deferred revenue related to Bundled Offerings. During fiscal year 2014, we deferred a net $349 million of revenue related to Bundled Offerings.

Corporate and Other operating loss increased $9.3 billion, primarily due to higher impairment, integration, and restructuring expenses, offset in part by increased revenue.

OPERATING EXPENSES

Research and Development

(In millions, except percentages)	2016	2015	2014	Percentage Change 2016 Versus 2015	Percentage Change 2015 Versus 2014
Research and development	**$ 11,988**	$ 12,046	$ 11,381	0%	6%
As a percent of revenue	**14%**	13%	13%	1ppt	0ppt

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Research and development expenses include payroll, employee benefits, stock-based compensation expense, and other headcount-related expenses associated with product development. Research and development expenses also include third-party development and programming costs, localization costs incurred to translate software for international markets, and the amortization of purchased software code.

Fiscal year 2016 compared with fiscal year 2015

Research and development expenses decreased $58 million, primarily due to a reduction in phone expenses, driven by the change in strategy for the phone business, offset in part by increased strategic investments and acquisitions to drive cloud innovation.

Fiscal year 2015 compared with fiscal year 2014

Research and development expenses increased $665 million or 6%, mainly due to increased investment in new products and services, including $739 million higher phone expenses, offset in part by reduced headcount-related expenses.

Sales and Marketing

(In millions, except percentages)	2016	2015	2014	Percentage Change 2016 Versus 2015	Percentage Change 2015 Versus 2014
Sales and marketing	**$ 14,697**	$ 15,713	$ 15,811	(6)%	(1)%
As a percent of revenue	**17%**	17%	18%	0ppt	(1)ppt

Sales and marketing expenses include payroll, employee benefits, stock-based compensation expense, and other headcount-related expenses associated with sales and marketing personnel and the costs of advertising, promotions, trade shows, seminars, and other programs.

Fiscal year 2016 compared with fiscal year 2015

Sales and marketing expenses decreased $1.0 billion or 6%, primarily due to a reduction in phone expenses, driven by the change in strategy for the phone business. Expenses included a favorable foreign currency impact of approximately 2%.

Fiscal year 2015 compared with fiscal year 2014

Sales and marketing expenses decreased $98 million or 1%, primarily due to a decline in advertising and marketing programs costs and a reduction in headcount-related expenses, offset in part by an increase in phone expenses. Expenses included a favorable foreign currency impact of approximately 4%.

General and Administrative

(In millions, except percentages)	2016	2015	2014	Percentage Change 2016 Versus 2015	Percentage Change 2015 Versus 2014
General and administrative	**$ 4,563**	$ 4,611	$ 4,677	(1)%	(1)%
As a percent of revenue	**5%**	5%	5%	0ppt	0ppt

General and administrative expenses include payroll, employee benefits, stock-based compensation expense, severance expense, and other headcount-related expenses associated with finance, legal, facilities, certain human resources and other administrative personnel, certain taxes, and legal and other administrative fees.

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Fiscal year 2016 compared with fiscal year 2015

General and administrative expenses decreased $48 million or 1%, primarily due to a reduction in employee-related expenses, offset in part by increased investments in infrastructure supporting our business transformation. Expenses included a favorable foreign currency impact of approximately 2%.

Fiscal year 2015 compared with fiscal year 2014

General and administrative expenses were comparable to the prior year.

IMPAIRMENT, INTEGRATION, AND RESTRUCTURING EXPENSES

Impairment, integration, and restructuring expenses include costs associated with the impairment of goodwill and intangible assets related to our phone business, employee severance expenses and costs associated with the consolidation of facilities and manufacturing operations related to restructuring activities, and systems consolidation and other business integration expenses associated with our acquisition of NDS.

Fiscal year 2016 compared with fiscal year 2015

Impairment, integration, and restructuring expenses were $1.1 billion for fiscal year 2016, compared to $10.0 billion for fiscal year 2015.

During fiscal year 2016, we recorded $630 million of asset impairment charges related to our phone business. We also recorded $480 million of restructuring charges, including employee severance expenses and contract termination costs, primarily related to our previously announced phone business restructuring plans.

During fiscal year 2015, we recognized impairment charges of $7.5 billion related to our phone business. Our annual goodwill impairment test as of May 1, 2015 indicated that the carrying value of our previous Phone Hardware reporting unit goodwill exceeded its estimated fair value. Accordingly, we recorded a goodwill impairment charge of $5.1 billion, reducing our Phone Hardware reporting unit goodwill from $5.4 billion to $116 million, net of foreign currency remeasurements, as well as an impairment charge of $2.2 billion related to the write-down of our Phone Hardware reporting unit intangible assets. All remaining goodwill and intangible assets are included in our Devices reporting unit, within More Personal Computing under our current segment structure. Restructuring charges were $2.1 billion, including employee severance expenses and the write-down of certain assets in connection with our restructuring activities. Integration expenses associated with the acquisition of NDS were $435 million in fiscal year 2015.

Fiscal year 2015 compared with fiscal year 2014

Impairment, integration, and restructuring expenses were $10.0 billion for fiscal year 2015, compared to $127 million for fiscal year 2014. Impairment, integration, and restructuring expenses for fiscal year 2015 are comprised mainly of impairment and restructuring charges of $7.5 billion and $2.1 billion, respectively, related to our phone business. Integration expenses increased $308 million, due to a full-year of integration activities in fiscal year 2015 associated with the acquisition of NDS.

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OTHER INCOME (EXPENSE), NET

The components of other income (expense), net were as follows:

(In millions)

Year Ended June 30,	**2016**	**2015**	**2014**
Dividends and interest income	**$ 903**	$ 766	$ 883
Interest expense	**(1,243)**	(781)	(597)
Net recognized gains on investments	**668**	716	437
Net losses on derivatives	**(443)**	(423)	(328)
Net gains (losses) on foreign currency remeasurements	**(121)**	335	(165)
Other	**(195)**	(267)	(169)
Total	**$ (431)**	$ 346	$ 61

We use derivative instruments to: manage risks related to foreign currencies, equity prices, interest rates, and credit; enhance investment returns; and facilitate portfolio diversification. Gains and losses from changes in fair values of derivatives that are not designated as hedges are primarily recognized in other income (expense), net. Other than those derivatives entered into for investment purposes, such as commodity contracts, the gains (losses) are generally economically offset by unrealized gains (losses) in the underlying available-for-sale securities and gains (losses) on certain balance sheet amounts from foreign exchange rate changes.

Fiscal year 2016 compared with fiscal year 2015

Dividends and interest income increased due to higher portfolio balances and slightly higher yields on fixed-income securities. Interest expense increased due to higher outstanding long-term debt. Net recognized gains on investments decreased primarily due to higher other-than-temporary impairments and lower gains on sales of fixed-income securities, offset in part by higher gains on sales of equity securities. Other-than-temporary impairments were $322 million in fiscal year 2016, compared with $183 million in fiscal year 2015. Net losses on derivatives increased due to higher losses on currency and equity contracts and lower gains on interest rate contracts in the current period as compared to the prior period, offset in part by lower losses on commodity contracts. For fiscal year 2016, other reflects recognized losses from divestitures and certain joint ventures.

Fiscal year 2015 compared with fiscal year 2014

Dividends and interest income decreased due to lower yields on fixed-income securities, offset in part by higher portfolio balances. Interest expense increased due to higher outstanding long-term debt. Net recognized gains on investments increased primarily due to higher gains on sales of equity securities, offset in part by higher other-than-temporary impairments. Other-than-temporary impairments were $183 million in fiscal year 2015, compared with $106 million in fiscal year 2014. Net losses on derivatives increased due to losses on commodity contracts in fiscal year 2015 as compared to gains in fiscal year 2014, offset in part by lower losses on currency and equity contracts. For fiscal year 2015, other reflects recognized losses from certain joint ventures and divestitures.

INCOME TAXES

Fiscal year 2016 compared with fiscal year 2015

Our effective tax rate for fiscal years 2016 and 2015 was 15% and 34%, respectively. Our effective tax rate was lower than the U.S. federal statutory rate primarily due to earnings taxed at lower rates in foreign jurisdictions resulting from producing and distributing our products and services through our foreign regional operations centers in Ireland, Singapore, and Puerto Rico.

The decrease in our effective tax rate for fiscal year 2016 compared to fiscal year 2015 was primarily due to changes in the mix of our income before income taxes between the U.S. and foreign countries including the impact of net

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revenue deferrals related to sales of Windows 10, tax benefits from the adoption of the new accounting guidance relating to stock-based compensation, and distributions from foreign affiliates. The fiscal year 2015 effective tax rate included the tax impact of losses in foreign jurisdictions for which we may not realize a tax benefit, primarily as a result of impairment and restructuring charges.

The mix of income before income taxes between the U.S. and foreign countries impacted our effective tax rate as a result of the geographic distribution of, and customer demand for, our products and services. We supply our Windows PC operating system to customers through our U.S. regional operating center, while we supply the Microsoft Office system and our server products and tools to customers through our foreign regional operations centers. In fiscal year 2016, our U.S. loss before income taxes was $325 million and our foreign income before income taxes was $20.1 billion. Net revenue deferrals related to sales of Windows 10 negatively impacted our fiscal year 2016 U.S. loss before income taxes by $6.0 billion and foreign income before income taxes by $588 million. In fiscal year 2015, our U.S. income before income taxes was $7.4 billion and our foreign income before income taxes was $11.1 billion. Impairment, integration, and restructuring expense relating to our phone business decreased our fiscal year 2015 U.S income before income taxes by $1.1 billion and foreign income before income taxes by $8.9 billion.

On July 27, 2015, the U.S. Tax Court issued an opinion in Altera Corp. v. Commissioner related to the treatment of stock-based compensation expense in an intercompany cost-sharing arrangement. The IRS s decision to appeal on February 19, 2016 prolongs the uncertainty regarding the ultimate outcome of the Altera case, and we do not expect to adjust our consolidated financial statements until there is a final resolution of this case.

Tax contingencies and other income tax liabilities were $11.8 billion and $12.1 billion as of June 30, 2016 and 2015, respectively, and are included in other long-term liabilities. This decrease relates primarily to tax credits available for carryover and a partial settlement of the IRS audit for tax years 2007 to 2009, offset by increases relating to intercompany transfer pricing.

While we settled a portion of the IRS audit for tax years 2004 to 2006 during the third quarter of fiscal year 2011, and settled a portion of the IRS audit for tax years 2007 to 2009 during the first quarter of fiscal year 2016, we remain under audit for those years. In February 2012, the IRS withdrew its 2011 Revenue Agents Report for tax years 2004 to 2006 and reopened the audit phase of the examination. As of June 30, 2016, the primary unresolved issue relates to transfer pricing, which could have a significant impact on our consolidated financial statements if not resolved favorably. We believe our allowances for income tax contingencies are adequate. We have not received a proposed assessment for the unresolved issues and do not expect a final resolution of these issues in the next 12 months. Based on the information currently available, we do not anticipate a significant increase or decrease to our tax contingencies for these issues within the next 12 months. We also continue to be subject to examination by the IRS for tax years 2010 to 2016.

We are subject to income tax in many jurisdictions outside the U.S. Our operations in certain jurisdictions remain subject to examination for tax years 1996 to 2016, some of which are currently under audit by local tax authorities. The resolutions of these audits are not expected to be material to our consolidated financial statements.

Fiscal year 2015 compared with fiscal year 2014

Our effective tax rate for fiscal years 2015 and 2014 was 34% and 21%, respectively. The fiscal year 2015 effective rate increased by 13%, primarily due to goodwill and asset impairments and restructuring charges recorded in fiscal year 2015, most of which did not generate a tax benefit. Our effective tax rate was lower than the U.S. federal statutory rate primarily due to foreign earnings taxed at lower rates resulting from producing and distributing our products and services through our foreign regional operations centers in Ireland, Singapore, and Puerto Rico. In fiscal year 2015, this reduction was mostly offset by losses in foreign jurisdictions for which we may not realize a tax benefit, primarily as a result of impairment and restructuring charges.

Changes in the mix of income before income taxes between the U.S. and foreign countries impacted our effective tax rate as a result of the geographic distribution of, and customer demand for, our products and services. We supply our Windows PC operating system to customers through our U.S. regional operating center, while we supply

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the Microsoft Office system and our server products and tools to customers through our foreign regional operations centers. In fiscal years 2015 and 2014, our U.S. income before income taxes was $7.4 billion and $7.1 billion, respectively, and comprised 40% and 26%, respectively, of our income before income taxes. In fiscal years 2015 and 2014, our foreign income before income taxes was $11.1 billion and $20.7 billion, respectively, and comprised 60% and 74%, respectively, of our income before income taxes.

FINANCIAL CONDITION

Cash, Cash Equivalents, and Investments

Cash, cash equivalents, and short-term investments totaled $113.2 billion as of June 30, 2016, compared with $96.5 billion as of June 30, 2015. Equity and other investments were $10.4 billion as of June 30, 2016, compared with $12.1 billion as of June 30, 2015. Our short-term investments are primarily intended to facilitate liquidity and for capital preservation. They consist predominantly of highly liquid investment-grade fixed-income securities, diversified among industries and individual issuers. The investments are predominantly U.S. dollar-denominated securities, but also include foreign currency-denominated securities in order to diversify risk. Our fixed-income investments are exposed to interest rate risk and credit risk. The credit risk and average maturity of our fixed-income portfolio are managed to achieve economic returns that correlate to certain fixed-income indices. The settlement risk related to these investments is insignificant given that the short-term investments held are primarily highly liquid investment-grade fixed-income securities.

Of the cash, cash equivalents, and short-term investments as of June 30, 2016, $108.9 billion was held by our foreign subsidiaries and would be subject to material repatriation tax effects. The amount of cash, cash equivalents, and short-term investments held by foreign subsidiaries subject to other restrictions on the free flow of funds (primarily currency and other local regulatory) was $2.4 billion. As of June 30, 2016, approximately 83% of the cash equivalents and short-term investments held by our foreign subsidiaries were invested in U.S. government and agency securities, approximately 4% were invested in corporate notes and bonds of U.S. companies, and approximately 5% were invested in U.S. mortgage- and asset-backed securities, all of which are denominated in U.S. dollars. The remaining cash equivalents and short-term investments held by our foreign subsidiaries were invested in foreign securities.

Securities lending

We lend certain fixed-income and equity securities to increase investment returns. The loaned securities continue to be carried as investments on our consolidated balance sheets. Cash and/or security interests are received as collateral for the loaned securities with the amount determined based upon the underlying security lent and the creditworthiness of the borrower. Collateral received is recorded as an asset with a corresponding liability. Our securities lending payable balance was $294 million as of June 30, 2016. Our average and maximum securities lending payable balances for fiscal year 2016 were $361 million and $1.2 billion, respectively. Intra-year variances in the amount of securities loaned are mainly due to fluctuations in the demand for the securities.

Valuation

In general, and where applicable, we use quoted prices in active markets for identical assets or liabilities to determine the fair value of our financial instruments. This pricing methodology applies to our Level 1 investments, such as exchange-traded mutual funds, domestic and international equities, and U.S. government securities. If quoted prices in active markets for identical assets or liabilities are not available to determine fair value, then we use quoted prices for similar assets and liabilities or inputs other than the quoted prices that are observable either directly or indirectly. This pricing methodology applies to our Level 2 investments such as corporate notes and bonds, common and preferred stock, foreign government bonds, mortgage- and asset-backed securities, U.S. government and agency securities, and certificates of deposit. Level 3 investments are valued using internally developed models with unobservable inputs. Assets and liabilities measured at fair value on a recurring basis using unobservable inputs are an immaterial portion of our portfolio.

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A majority of our investments are priced by pricing vendors and are generally Level 1 or Level 2 investments as these vendors either provide a quoted market price in an active market or use observable inputs for their pricing without applying significant adjustments. Broker pricing is used mainly when a quoted price is not available, the investment is not priced by our pricing vendors, or when a broker price is more reflective of fair values in the market in which the investment trades. Our broker-priced investments are generally classified as Level 2 investments because the broker prices these investments based on similar assets without applying significant adjustments. In addition, all of our broker-priced investments have a sufficient level of trading volume to demonstrate that the fair values used are appropriate for these investments. Our fair value processes include controls that are designed to ensure appropriate fair values are recorded. These controls include model validation, review of key model inputs, analysis of period-over-period fluctuations, and independent recalculation of prices where appropriate.

Cash Flows

Fiscal year 2016 compared with fiscal year 2015

Cash flows from operations increased $3.7 billion to $33.3 billion during the fiscal year, mainly due to lower operating expenditures and a reduction in materials and production costs, offset in part by a decrease in cash received from customers. Cash used in financing decreased $1.3 billion to $8.4 billion, mainly due to a $4.6 billion increase in proceeds from issuances of debt, net of repayments, offset in part by a $1.5 billion increase in cash used for common stock repurchases and a $1.1 billion increase in dividends paid. Cash used in investing increased $949 million to $24.0 billion, mainly due to a $2.4 billion increase in cash used for additions to property and equipment and a $1.5 billion increase in cash used for net investment purchases, sales, and maturities, offset in part by a $2.3 billion decrease in cash used for acquisitions of companies, net of cash acquired, and purchases of intangibles and other assets.

Fiscal year 2015 compared with fiscal year 2014

Cash flows from operations decreased $2.8 billion to $29.7 billion, mainly due to an increase in materials and production costs in support of sales growth as well as payments related to restructuring charges and other changes in working capital, offset in part by increases in cash received from customers. Cash used in financing increased $1.0 billion to $9.7 billion, mainly due to a $7.1 billion increase in cash used for common stock repurchases, offset in part by a $6.7 billion increase in proceeds from issuances of debt, net of repayments. Cash used in investing increased $4.2 billion to $23.0 billion, mainly due to a $5.5 billion increase in cash used for net investment purchases, sales, and maturities, partially offset by a $2.2 billion decrease in cash used for acquisitions of companies, net of cash acquired, and purchases of intangible and other assets.

Debt

We issued debt to take advantage of favorable pricing and liquidity in the debt markets, reflecting our credit rating and the low interest rate environment. The proceeds of these issuances were or will be used for general corporate purposes, which may include, among other things, funding for working capital, capital expenditures, repurchases of capital stock, acquisitions, and repayment of existing debt. See Note 12 Debt of the Notes to Financial Statements (Part II, Item 8 of this Form 10-K) for further discussion.

Unearned Revenue

Unearned revenue as of June 30, 2016 was comprised mainly of unearned revenue from volume licensing programs. Unearned revenue from volume licensing programs represents customer billings for multi-year licensing arrangements paid for either at inception of the agreement or annually at the beginning of each coverage period and accounted for as subscriptions with revenue recognized ratably over the coverage period. Unearned revenue as of June 30, 2016 also included payments for: Windows 10 licenses; post-delivery support and consulting services to be performed in the future; Office 365 subscriptions; Xbox Live subscriptions; Microsoft Dynamics business solutions products; Skype prepaid credits and subscriptions; Bundled Offerings; and other offerings for which we have been paid in advance and earn the revenue when we provide the service or software, or otherwise meet the revenue recognition criteria.

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The following table outlines the expected future recognition of unearned revenue as of June 30, 2016:

(In millions)	
Three Months Ending,	
September 30, 2016	$ 10,194
December 31, 2016	8,348
March 31, 2017	5,868
June 30, 2017	3,058
Thereafter	6,441
Total	$ 33,909

Share Repurchases

On September 16, 2013, our Board of Directors approved a share repurchase program authorizing up to $40.0 billion in share repurchases. The share repurchase program became effective on October 1, 2013, has no expiration date, and may be suspended or discontinued at any time without notice. This share repurchase program replaced the share repurchase program that was announced on September 22, 2008 and expired on September 30, 2013. As of June 30, 2016, $7.1 billion remained of our $40.0 billion share repurchase program. While the program has no expiration date, we intend to complete it by December 31, 2016. All repurchases were made using cash resources.

During fiscal year 2016, we repurchased 294 million shares of Microsoft common stock for $14.8 billion under the share repurchase program approved by our Board of Directors on September 16, 2013. During fiscal year 2015, we repurchased 295 million shares of Microsoft common stock for $13.2 billion under the share repurchase program approved by our Board of Directors on September 16, 2013. During fiscal year 2014, we repurchased 175 million shares for $6.4 billion; 128 million shares were repurchased for $4.9 billion under the share repurchase program approved by our Board of Directors on September 16, 2013, and 47 million shares were repurchased for $1.5 billion under the share repurchase program that was announced on September 22, 2008 and expired September 30, 2013.

Dividends

See Note 18 Stockholders Equity of the Notes to Financial Statements (Part II, Item 8 of this Form 10-K) for further discussion.

Off-Balance Sheet Arrangements

We provide indemnifications of varying scope and size to certain customers against claims of intellectual property infringement made by third parties arising from the use of our products and certain other matters. Additionally, we have agreed to cover damages resulting from breaches of certain security and privacy commitments in our cloud business. In evaluating estimated losses on these indemnifications, we consider factors such as the degree of probability of an unfavorable outcome and our ability to make a reasonable estimate of the amount of loss. These obligations did not have a material impact on our consolidated financial statements during the periods presented.

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Contractual Obligations

The following table summarizes the payments due by fiscal year for our outstanding contractual obligations as of June 30, 2016:

(In millions)	2017	2018-2019	2020-2021	Thereafter	Total
Long-term debt: [(a)]					
Principal payments	$ 0	$ 5,050	$ 5,250	$ 30,649	$ 40,949
Interest payments	1,289	2,547	2,324	16,836	22,996
Construction commitments [(b)]	1,809	162	0	0	1,971
Operating leases [(c)]	961	1,918	1,467	2,118	6,464
Purchase commitments [(d)]	13,214	1,102	758	4,004	19,078
Other long-term liabilities [(e)]	0	87	23	275	385
Total contractual obligations	$ 17,273	$ 10,866	$ 9,822	$ 53,882	$ 91,843

(a) *See Note 12 Debt of the Notes to Financial Statements (Part II, Item 8 of this Form 10-K).*
(b) *These amounts represent commitments for the construction of buildings, building improvements, and leasehold improvements.*
(c) *These amounts represent undiscounted future minimum rental commitments under noncancellable facilities leases.*
(d) *These amounts represent purchase commitments, including all open purchase orders and all contracts that are take-or-pay contracts that are not presented as construction commitments above.*
(e) *We have excluded long-term tax contingencies, other tax liabilities, deferred income taxes, and long-term pension liabilities of $13.0 billion from the amounts presented as the timing of these obligations is uncertain. We have also excluded unearned revenue and non-cash items.*

Other Planned Uses of Capital

In June 2016, we entered into a definitive agreement to acquire LinkedIn in an all-cash transaction valued at $26.2 billion, inclusive of LinkedIn s net cash. We expect the acquisition will close in calendar year 2016, and we will finance the transaction primarily through the issuance of new debt.

We will continue to invest in sales, marketing, product support infrastructure, and existing and advanced areas of technology, as well as continue making acquisitions that align with our business strategy. Additions to property and equipment will continue, including new facilities, datacenters, and computer systems for research and development, sales and marketing, support, and administrative staff. We expect capital expenditures to increase in coming years in support of our productivity and platform strategy. We have operating leases for most U.S. and international sales and support offices and certain equipment. We have not engaged in any related party transactions or arrangements with unconsolidated entities or other persons that are reasonably likely to materially affect liquidity or the availability of capital resources.

Liquidity

We earn a significant amount of our operating income outside the U.S., which is deemed to be permanently reinvested in foreign jurisdictions. As a result, as discussed above under Cash, Cash Equivalents, and Investments, the majority of our cash, cash equivalents, and short-term investments are held by foreign subsidiaries. We currently do not intend nor foresee a need to repatriate these funds. We expect existing domestic cash, cash equivalents, short-term investments, cash flows from operations, and access to capital markets to continue to be sufficient to fund our domestic operating activities and cash commitments for investing and financing activities, such as regular quarterly dividends, debt maturities, and material capital expenditures, for at least the next 12 months and thereafter for the foreseeable future. In addition, we expect existing foreign cash, cash equivalents, short-term investments, and cash flows from operations to continue to be sufficient to fund our foreign operating activities and cash commitments for investing activities, such as material capital expenditures, for at least the next 12 months and thereafter for the foreseeable future.

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Should we require more capital in the U.S. than is generated by our operations domestically, for example to fund significant discretionary activities, such as business acquisitions and share repurchases, we could elect to repatriate future earnings from foreign jurisdictions or raise capital in the U.S. through debt or equity issuances. These alternatives could result in higher effective tax rates, increased interest expense, or dilution of our earnings. We have borrowed funds domestically and continue to believe we have the ability to do so at reasonable interest rates.

RECENT ACCOUNTING GUIDANCE

See Note 1 Accounting Policies of the Notes to Financial Statements (Part II, Item 8 of this Form 10-K) for further discussion.

APPLICATION OF CRITICAL ACCOUNTING POLICIES

Our consolidated financial statements and accompanying notes are prepared in accordance with U.S. GAAP. Preparing consolidated financial statements requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue, and expenses. These estimates and assumptions are affected by management s application of accounting policies. Critical accounting policies for us include revenue recognition, impairment of investment securities, goodwill, research and development costs, contingencies, income taxes, and inventories.

Revenue Recognition

Revenue recognition for multiple-element arrangements requires judgment to determine if multiple elements exist, whether elements can be accounted for as separate units of accounting, and if so, the fair value for each of the elements.

Judgment is also required to assess whether future releases of certain software represent new products or upgrades and enhancements to existing products. Certain volume licensing arrangements include a perpetual license for current products combined with rights to receive unspecified future versions of software products and are accounted for as subscriptions, with billings recorded as unearned revenue and recognized as revenue ratably over the coverage period.

Software updates are evaluated on a case-by-case basis to determine whether they meet the definition of an upgrade, which may require revenue to be deferred and recognized when the upgrade is delivered. If it is determined that implied post-contract customer support (PCS) is being provided, revenue from the arrangement is deferred and recognized over the implied PCS term. If updates are determined to not meet the definition of an upgrade, revenue is generally recognized as products are shipped or made available.

Microsoft enters into arrangements that can include various combinations of software, services, and hardware. Where elements are delivered over different periods of time, and when allowed under U.S. GAAP, revenue is allocated to the respective elements based on their relative selling prices at the inception of the arrangement, and revenue is recognized as each element is delivered. We use a hierarchy to determine the fair value to be used for allocating revenue to elements: (i) vendor-specific objective evidence of fair value (VSOE), (ii) third-party evidence, and (iii) best estimate of selling price (ESP). For software elements, we follow the industry-specific software guidance which only allows for the use of VSOE in establishing fair value. Generally, VSOE is the price charged when the deliverable is sold separately or the price established by management for a product that is not yet sold if it is probable that the price will not change before introduction into the marketplace. ESPs are established as best estimates of what the selling prices would be if the deliverables were sold regularly on a stand-alone basis. Our process for determining ESPs requires judgment and considers multiple factors that may vary over time depending upon the unique facts and circumstances related to each deliverable.

In January 2015, we announced Windows 10 would be free to all qualified existing users of Windows 7 and Windows 8.1. This offer differs from historical offers preceding the launch of new versions of Windows as it is being made

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available for free to existing users in addition to new customers after the offer announcement. We evaluated the nature and accounting treatment of the Windows 10 offer and determined that it represents a marketing and promotional activity, in part because the offer is being made available for free to existing users. As this is a marketing and promotional activity, revenue recognition of new sales of Windows 8 will continue to be recognized as delivered.

Customers purchasing a Windows 10 license will receive unspecified updates and upgrades over the life of their Windows 10 device at no additional cost. As these updates and upgrades will not be sold on a stand-alone basis, we are unable to establish VSOE. Accordingly, revenue from licenses of Windows 10 is recognized ratably over the estimated life of the related device, which ranges between two to four years.

We currently are evaluating the impact of the new standard related to revenue recognition, which we anticipate will have a material impact on our consolidated financial statements. See Note 1 Accounting Policies of the Notes to Financial Statements (Part II, Item 8 of this Form 10-K) for further discussion.

Impairment of Investment Securities

We review investments quarterly for indicators of other-than-temporary impairment. This determination requires significant judgment. In making this judgment, we employ a systematic methodology quarterly that considers available quantitative and qualitative evidence in evaluating potential impairment of our investments. If the cost of an investment exceeds its fair value, we evaluate, among other factors, general market conditions, credit quality of debt instrument issuers, the duration and extent to which the fair value is less than cost, and for equity securities, our intent and ability to hold, or plans to sell, the investment. For fixed-income securities, we also evaluate whether we have plans to sell the security or it is more likely than not that we will be required to sell the security before recovery. We also consider specific adverse conditions related to the financial health of and business outlook for the investee, including industry and sector performance, changes in technology, and operational and financing cash flow factors. Once a decline in fair value is determined to be other-than-temporary, an impairment charge is recorded to other income (expense), net and a new cost basis in the investment is established. If market, industry, and/or investee conditions deteriorate, we may incur future impairments.

Goodwill

We allocate goodwill to reporting units based on the reporting unit expected to benefit from the business combination. We evaluate our reporting units on an annual basis and, if necessary, reassign goodwill using a relative fair value allocation approach. Goodwill is tested for impairment at the reporting unit level (operating segment or one level below an operating segment) on an annual basis (May 1 for us) and between annual tests if an event occurs or circumstances change that would more likely than not reduce the fair value of a reporting unit below its carrying value. These events or circumstances could include a significant change in the business climate, legal factors, operating performance indicators, competition, or sale or disposition of a significant portion of a reporting unit.

Application of the goodwill impairment test requires judgment, including the identification of reporting units, assignment of assets and liabilities to reporting units, assignment of goodwill to reporting units, and determination of the fair value of each reporting unit. The fair value of each reporting unit is estimated primarily through the use of a discounted cash flow methodology. This analysis requires significant judgments, including estimation of future cash flows, which is dependent on internal forecasts, estimation of the long-term rate of growth for our business, estimation of the useful life over which cash flows will occur, and determination of our weighted average cost of capital.

The estimates used to calculate the fair value of a reporting unit change from year to year based on operating results, market conditions, and other factors. Changes in these estimates and assumptions could materially affect the determination of fair value and goodwill impairment for each reporting unit.

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Research and Development Costs

Costs incurred internally in researching and developing a computer software product are charged to expense until technological feasibility has been established for the product. Once technological feasibility is established, all software costs are capitalized until the product is available for general release to customers. Judgment is required in determining when technological feasibility of a product is established. We have determined that technological feasibility for our software products is reached after all high-risk development issues have been resolved through coding and testing. Generally, this occurs shortly before the products are released to manufacturing. The amortization of these costs is included in cost of revenue over the estimated life of the products.

Legal and Other Contingencies

The outcomes of legal proceedings and claims brought against us are subject to significant uncertainty. An estimated loss from a loss contingency such as a legal proceeding or claim is accrued by a charge to income if it is probable that an asset has been impaired or a liability has been incurred and the amount of the loss can be reasonably estimated. In determining whether a loss should be accrued we evaluate, among other factors, the degree of probability of an unfavorable outcome and the ability to make a reasonable estimate of the amount of loss. Changes in these factors could materially impact our consolidated financial statements.

Income Taxes

The objectives of accounting for income taxes are to recognize the amount of taxes payable or refundable for the current year and deferred tax liabilities and assets for the future tax consequences of events that have been recognized in an entity s financial statements or tax returns. We recognize the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. The tax benefits recognized in the financial statements from such a position are measured based on the largest benefit that has a greater than 50% likelihood of being realized upon ultimate settlement. Accounting literature also provides guidance on derecognition of income tax assets and liabilities, classification of deferred income tax assets and liabilities, accounting for interest and penalties associated with tax positions, and income tax disclosures. Judgment is required in assessing the future tax consequences of events that have been recognized on our consolidated financial statements or tax returns. Variations in the actual outcome of these future tax consequences could materially impact our consolidated financial statements.

Inventories

Inventories are stated at average cost, subject to the lower of cost or market. Cost includes materials, labor, and manufacturing overhead related to the purchase and production of inventories. We regularly review inventory quantities on hand, future purchase commitments with our suppliers, and the estimated utility of our inventory. These reviews include analysis of demand forecasts, product life cycle status, product development plans, current sales levels, pricing strategy, and component cost trends. If our review indicates a reduction in utility below carrying value, we reduce our inventory to a new cost basis through a charge to cost of revenue.

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STATEMENT OF MANAGEMENT S RESPONSIBILITY FOR FINANCIAL STATEMENTS

Management is responsible for the preparation of the consolidated financial statements and related information that are presented in this report. The consolidated financial statements, which include amounts based on management s estimates and judgments, have been prepared in conformity with accounting principles generally accepted in the United States of America.

The Company designs and maintains accounting and internal control systems to provide reasonable assurance at reasonable cost that assets are safeguarded against loss from unauthorized use or disposition, and that the financial records are reliable for preparing consolidated financial statements and maintaining accountability for assets. These systems are augmented by written policies, an organizational structure providing division of responsibilities, careful selection and training of qualified personnel, and a program of internal audits.

The Company engaged Deloitte & Touche LLP, an independent registered public accounting firm, to audit and render an opinion on the consolidated financial statements and internal control over financial reporting in accordance with the standards of the Public Company Accounting Oversight Board (United States).

The Board of Directors, through its Audit Committee, consisting solely of independent directors of the Company, meets periodically with management, internal auditors, and our independent registered public accounting firm to ensure that each is meeting its responsibilities and to discuss matters concerning internal controls and financial reporting. Deloitte & Touche LLP and the internal auditors each have full and free access to the Audit Committee.

Satya Nadella
Chief Executive Officer

Amy E. Hood
Executive Vice President and Chief Financial Officer

Frank H. Brod
Corporate Vice President, Finance and Administration;

Chief Accounting Officer

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Item 7A

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

RISKS

We are exposed to economic risk from foreign exchange rates, interest rates, credit risk, equity prices, and commodity prices. A portion of these risks is hedged, but they may impact our consolidated financial statements.

Foreign Currency

Certain forecasted transactions, assets, and liabilities are exposed to foreign currency risk. We monitor our foreign currency exposures daily and use hedges where practicable to offset the risks and maximize the economic effectiveness of our foreign currency positions. Principal currencies hedged include the euro, Japanese yen, British pound, Canadian dollar, and Australian dollar.

Interest Rate

Our fixed-income portfolio is diversified across credit sectors and maturities, consisting primarily of investment-grade securities. The credit risk and average maturity of the fixed-income portfolio is managed to achieve economic returns that correlate to certain global and domestic fixed-income indices. In addition, we use To Be Announced forward purchase commitments of mortgage-backed assets to gain exposure to agency mortgage-backed securities.

Equity

Our equity portfolio consists of global, developed, and emerging market securities that are subject to market price risk. We manage the securities relative to certain global and domestic indices and expect their economic risk and return to correlate with these indices.

Commodity

We use broad-based commodity exposures to enhance portfolio returns and facilitate portfolio diversification. Our investment portfolio has exposure to a variety of commodities, including precious metals, energy, and grain. We manage these exposures relative to global commodity indices and expect their economic risk and return to correlate with these indices.

VALUE-AT-RISK

We use a value-at-risk (VaR) model to estimate and quantify our market risks. VaR is the expected loss, for a given confidence level, in the fair value of our portfolio due to adverse market movements over a defined time horizon. The VaR model is not intended to represent actual losses in fair value, including determinations of other-than-temporary losses in fair value in accordance with U.S. GAAP, but is used as a risk estimation and management tool. The distribution of the potential changes in total market value of all holdings is computed based on the historical volatilities and correlations among foreign exchange rates, interest rates, equity prices, and commodity prices, assuming normal market conditions.

The VaR is calculated as the total loss that will not be exceeded at the 97.5 percentile confidence level or, alternatively stated, the losses could exceed the VaR in 25 out of 1,000 cases. Several risk factors are not captured in the model, including liquidity risk, operational risk, and legal risk.

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The following table sets forth the one-day VaR for substantially all of our positions as of June 30, 2016 and 2015 and for the year ended June 30, 2016:

(In millions)

	June 30, 2016	June 30, 2015	Year Ended June 30, 2016		
Risk Categories			**Average**	**High**	**Low**
Foreign currency	**$ 92**	$ 120	**$ 171**	**$ 258**	**$ 83**
Interest rate	**$ 58**	$ 51	**$ 56**	**$ 63**	**$ 50**
Equity	**$ 157**	$ 149	**$ 163**	**$ 178**	**$ 137**
Commodity	**$ 12**	$ 13	**$ 10**	**$ 14**	**$ 6**

Total one-day VaR for the combined risk categories was $225 million as of June 30, 2016 and $237 million as of June 30, 2015. The total VaR is 29% less as of June 30, 2016 and June 30, 2015, respectively, than the sum of the separate risk categories in the table above due to the diversification benefit of the combination of risks.

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ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

INCOME STATEMENTS

(In millions, except per share amounts)

Year Ended June 30,	**2016**	**2015**	**2014**
Revenue:			
Product	**$ 61,502**	$ 75,956	$ 72,948
Service and other	**23,818**	17,624	13,885
Total revenue	**85,320**	93,580	86,833
Cost of revenue:			
Product	**17,880**	21,410	16,681
Service and other	**14,900**	11,628	10,397
Total cost of revenue	**32,780**	33,038	27,078
Gross margin	**52,540**	60,542	59,755
Research and development	**11,988**	12,046	11,381
Sales and marketing	**14,697**	15,713	15,811
General and administrative	**4,563**	4,611	4,677
Impairment, integration, and restructuring	**1,110**	10,011	127
Operating income	**20,182**	18,161	27,759
Other income (expense), net	**(431)**	346	61
Income before income taxes	**19,751**	18,507	27,820
Provision for income taxes	**2,953**	6,314	5,746
Net income	**$ 16,798**	$ 12,193	$ 22,074
Earnings per share:			
Basic	**$ 2.12**	$ 1.49	$ 2.66
Diluted	**$ 2.10**	$ 1.48	$ 2.63
Weighted average shares outstanding:			
Basic	**7,925**	8,177	8,299
Diluted	**8,013**	8,254	8,399
Cash dividends declared per common share	**$ 1.44**	$ 1.24	$ 1.12

See accompanying notes.

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COMPREHENSIVE INCOME STATEMENTS

(In millions)

Year Ended June 30,	**2016**	**2015**	**2014**
Net income	**$ 16,798**	$ 12,193	$ 22,074
Other comprehensive income (loss):			
Net unrealized gains (losses) on derivatives (net of tax effects of **$(12)**, $20, and $(4))	**(238)**	559	(35)
Net unrealized gains (losses) on investments (net of tax effects of **$(121)**, $(197), and $936)	**(228)**	(362)	1,737
Translation adjustments and other (net of tax effects of **$(33)**, $16, and $12)	**(519)**	(1,383)	263
Other comprehensive income (loss)	**(985)**	(1,186)	1,965
Comprehensive income	**$ 15,813**	$ 11,007	$ 24,039

See accompanying notes.

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BALANCE SHEETS

(In millions)

June 30,	**2016**	**2015**
Assets		
Current assets:		
Cash and cash equivalents	**$ 6,510**	$ 5,595
Short-term investments (including securities loaned of **$204** and $75)	**106,730**	90,931
Total cash, cash equivalents, and short-term investments	**113,240**	96,526
Accounts receivable, net of allowance for doubtful accounts of **$426** and $335	**18,277**	17,908
Inventories	**2,251**	2,902
Other	**5,892**	5,461
Total current assets	**139,660**	122,797
Property and equipment, net of accumulated depreciation of **$19,800** and $17,606	**18,356**	14,731
Equity and other investments	**10,431**	12,053
Goodwill	**17,872**	16,939
Intangible assets, net	**3,733**	4,835
Other long-term assets	**3,642**	3,117
Total assets	**$ 193,694**	$ 174,472
Liabilities and stockholders equity		
Current liabilities:		
Accounts payable	**$ 6,898**	$ 6,591
Short-term debt	**12,904**	4,985
Current portion of long-term debt	**0**	2,499
Accrued compensation	**5,264**	5,096
Income taxes	**580**	606
Short-term unearned revenue	**27,468**	23,223
Securities lending payable	**294**	92
Other	**5,949**	6,555
Total current liabilities	**59,357**	49,647
Long-term debt	**40,783**	27,808
Long-term unearned revenue	**6,441**	2,095
Deferred income taxes	**1,476**	1,295
Other long-term liabilities	**13,640**	13,544
Total liabilities	**121,697**	94,389

Commitments and contingencies		
Stockholders equity:		
Common stock and paid-in capital shares authorized 24,000; outstanding **7,808** and 8,027	**68,178**	68,465
Retained earnings	**2,282**	9,096
Accumulated other comprehensive income	**1,537**	2,522
Total stockholders equity	**71,997**	80,083
Total liabilities and stockholders equity	**$ 193,694**	$ 174,472

See accompanying notes.

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CASH FLOWS STATEMENTS

(In millions)

Year Ended June 30,	**2016**	**2015**	**2014**
Operations			
Net income	**$ 16,798**	$ 12,193	$ 22,074
Adjustments to reconcile net income to net cash from operations:			
Goodwill and asset impairments	**630**	7,498	0
Depreciation, amortization, and other	**6,622**	5,957	5,212
Stock-based compensation expense	**2,668**	2,574	2,446
Net recognized gains on investments and derivatives	**(223)**	(443)	(109)
Deferred income taxes	**332**	224	(331)
Deferral of unearned revenue	**57,072**	45,072	44,325
Recognition of unearned revenue	**(48,498)**	(44,920)	(41,739)
Changes in operating assets and liabilities:			
Accounts receivable	**(530)**	1,456	(1,120)
Inventories	**600**	(272)	(161)
Other current assets	**(1,167)**	62	(29)
Other long-term assets	**(41)**	346	(628)
Accounts payable	**88**	(1,054)	473
Other current liabilities	**(260)**	(624)	1,075
Other long-term liabilities	**(766)**	1,599	1,014
Net cash from operations	**33,325**	29,668	32,502
Financing			
Proceeds from issuance of short-term debt, maturities of 90 days or less, net	**7,195**	4,481	500
Proceeds from issuance of debt	**13,884**	10,680	10,350
Repayments of debt	**(2,796)**	(1,500)	(3,888)
Common stock issued	**668**	634	607
Common stock repurchased	**(15,969)**	(14,443)	(7,316)
Common stock cash dividends paid	**(11,006)**	(9,882)	(8,879)
Other	**(369)**	362	(39)
Net cash used in financing	**(8,393)**	(9,668)	(8,665)
Investing			
Additions to property and equipment	**(8,343)**	(5,944)	(5,485)
Acquisition of companies, net of cash acquired, and purchases of intangible and other assets	**(1,393)**	(3,723)	(5,937)
Purchases of investments	**(129,758)**	(98,729)	(72,690)
Maturities of investments	**22,054**	15,013	5,272
Sales of investments	**93,287**	70,848	60,094

Securities lending payable	**203**	(466)	(87)
Net cash used in investing	**(23,950)**	(23,001)	(18,833)
Effect of foreign exchange rates on cash and cash equivalents	**(67)**	(73)	(139)
Net change in cash and cash equivalents	**915**	(3,074)	4,865
Cash and cash equivalents, beginning of period	**5,595**	8,669	3,804
Cash and cash equivalents, end of period	**$ 6,510**	$ 5,595	$ 8,669

See accompanying notes.

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STOCKHOLDERS   EQUITY STATEMENTS

(In millions)

Year Ended June 30,	**2016**	**2015**	**2014**
Common stock and paid-in capital			
Balance, beginning of period	**$ 68,465**	$ 68,366	$ 67,306
Common stock issued	**668**	634	607
Common stock repurchased	**(3,689)**	(3,700)	(2,328)
Stock-based compensation expense	**2,668**	2,574	2,446
Stock-based compensation income tax benefits	**0**	588	272
Other, net	**66**	3	63
Balance, end of period	**68,178**	68,465	68,366
Retained earnings			
Balance, beginning of period	**9,096**	17,710	9,895
Net income	**16,798**	12,193	22,074
Common stock cash dividends	**(11,329)**	(10,063)	(9,271)
Common stock repurchased	**(12,283)**	(10,744)	(4,988)
Balance, end of period	**2,282**	9,096	17,710
Accumulated other comprehensive income			
Balance, beginning of period	**2,522**	3,708	1,743
Other comprehensive income (loss)	**(985)**	(1,186)	1,965
Balance, end of period	**1,537**	2,522	3,708
Total stockholders equity	**$ 71,997**	$ 80,083	$ 89,784

See accompanying notes.

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NOTES TO FINANCIAL STATEMENTS

NOTE 1 ACCOUNTING POLICIES

Accounting Principles

The consolidated financial statements and accompanying notes are prepared in accordance with accounting principles generally accepted in the United States of America (U.S. GAAP).

We have recast certain prior period amounts to conform to the current period presentation, with no impact on consolidated net income or cash flows.

Principles of Consolidation

The consolidated financial statements include the accounts of Microsoft Corporation and its subsidiaries. Intercompany transactions and balances have been eliminated. Equity investments through which we are able to exercise significant influence over but do not control the investee and are not the primary beneficiary of the investee s activities are accounted for using the equity method. Investments through which we are not able to exercise significant influence over the investee and which do not have readily determinable fair values are accounted for under the cost method.

Segment Information

In June 2015, we announced a change in organizational structure to align to our strategic direction as a productivity and platform company. During the first quarter of fiscal year 2016, our chief operating decision maker, who is also our Chief Executive Officer, requested changes in the information that he regularly reviews for purposes of allocating resources and assessing performance. As a result, beginning in fiscal year 2016, we report our financial performance based on our new segments described in Note 21 Segment Information and Geographic Data. We have recast certain prior period amounts to conform to the way we internally manage and monitor segment performance during fiscal year 2016. This change primarily impacted Note 10 Goodwill, Note 15 Unearned Revenue, and Note 21 Segment Information and Geographic Data, with no impact on consolidated net income or cash flows.

Estimates and Assumptions

Preparing financial statements requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue, and expenses. Examples of estimates include: loss contingencies; product warranties; the fair value of, and/or potential impairment of goodwill and intangible assets, for our reporting units; product life cycles; useful lives of our tangible and intangible assets; allowances for doubtful accounts; allowances for product returns; the market value of and volume of demand for our inventory; and stock-based compensation forfeiture rates. Examples of assumptions include: the elements comprising a software arrangement, including the distinction between upgrades or enhancements and new products; when technological feasibility is achieved for our products; the potential outcome of future tax consequences of events that have been recognized on our consolidated financial statements or tax returns; and determining when investment impairments are other-than-temporary. Actual results and outcomes may differ from management s estimates and assumptions.

Foreign Currencies

Assets and liabilities recorded in foreign currencies are translated at the exchange rate on the balance sheet date. Revenue and expenses are translated at average rates of exchange prevailing during the year. Translation adjustments resulting from this process are recorded to other comprehensive income (OCI).

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Product Revenue and Service and Other Revenue

Service revenue exceeded 10% of total revenue for the first time in fiscal year 2016. As a result, we have separately disclosed product revenue and service and other revenue on our consolidated income statements.

Product revenue includes sales from operating systems; cross-device productivity applications; server applications; business solution applications; desktop and server management tools; software development tools; video games; hardware such as PCs, tablets, gaming and entertainment consoles, phones, other intelligent devices, and related accessories; and training and certification of computer system integrators and developers.

Service and other revenue includes sales from cloud-based solutions that provide customers with software, services, platforms, and content such as Office 365, Microsoft Azure (Azure), Microsoft Dynamics (Dynamics) CRM Online, and Xbox Live; solution support; and consulting services. Service and other revenue also includes sales from online advertising.

Revenue Recognition

Revenue is recognized when persuasive evidence of an arrangement exists, delivery has occurred, the fee is fixed or determinable, and collectability is probable. Revenue generally is recognized net of allowances for returns and any taxes collected from customers and subsequently remitted to governmental authorities.

Revenue recognition for multiple-element arrangements requires judgment to determine if multiple elements exist, whether elements can be accounted for as separate units of accounting, and if so, the fair value for each of the elements.

Microsoft enters into arrangements that can include various combinations of software, services, and hardware. Where elements are delivered over different periods of time, and when allowed under U.S. GAAP, revenue is allocated to the respective elements based on their relative selling prices at the inception of the arrangement, and revenue is recognized as each element is delivered. We use a hierarchy to determine the fair value to be used for allocating revenue to elements: (i) vendor-specific objective evidence of fair value (VSOE), (ii) third-party evidence, and (iii) best estimate of selling price (ESP). For software elements, we follow the industry specific software guidance which only allows for the use of VSOE in establishing fair value. Generally, VSOE is the price charged when the deliverable is sold separately or the price established by management for a product that is not yet sold if it is probable that the price will not change before introduction into the marketplace. ESPs are established as best estimates of what the selling prices would be if the deliverables were sold regularly on a stand-alone basis. Our process for determining ESPs requires judgment and considers multiple factors that may vary over time depending upon the unique facts and circumstances related to each deliverable.

Revenue for retail packaged products, products licensed to original equipment manufacturers (OEMs), and perpetual licenses under certain volume licensing programs generally is recognized as products are shipped or made available.

Technology guarantee programs are accounted for as multiple-element arrangements as customers receive free or significantly discounted rights to use upcoming new versions of a software product if they license existing versions of the product during the eligibility period. Revenue is allocated between the existing product and the new product, and revenue allocated to the new product is deferred until that version is delivered. The revenue allocation is based on the VSOE of fair value of the products. The VSOE of fair value for upcoming new products are based on the price determined by management having the relevant authority when the element is not yet sold separately, but is expected to be sold in the near future at the price set by management.

Software updates that will be provided free of charge are evaluated on a case-by-case basis to determine whether they meet the definition of an upgrade and create a multiple-element arrangement, which may require revenue to be deferred and recognized when the upgrade is delivered, or if it is determined that implied post-contract customer support (PCS) is being provided, the arrangement is accounted for as a multiple-element arrangement and all

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revenue from the arrangement is deferred and recognized over the implied PCS term when the VSOE of fair value does not exist. If updates are determined to not meet the definition of an upgrade, revenue is generally recognized as products are shipped or made available.

Customers purchasing a Windows 10 license will receive unspecified updates and upgrades over the life of their Windows 10 device at no additional cost. As these updates and upgrades will not be sold on a stand-alone basis, we are unable to establish VSOE of fair value. Accordingly, revenue from licenses of Windows 10 is recognized ratably over the estimated life of the related device, which ranges between two to four years.

Certain volume licensing arrangements include a perpetual license for current products combined with rights to receive unspecified future versions of software products, which we have determined are additional software products and are therefore accounted for as subscriptions, with billings recorded as unearned revenue and recognized as revenue ratably over the coverage period. Arrangements that include term-based licenses for current products with the right to use unspecified future versions of the software during the coverage period, are also accounted for as subscriptions, with revenue recognized ratably over the coverage period. Revenue from cloud-based services arrangements that allow for the use of a hosted software product or service over a contractually determined period of time without taking possession of software are accounted for as subscriptions with billings recorded as unearned revenue and recognized as revenue ratably over the coverage period beginning on the date the service is made available to customers. Revenue from cloud-based services arrangements that are provided on a consumption basis (for example, the amount of storage used in a particular period) is recognized commensurate with the customer utilization of such resources.

Some volume licensing arrangements include time-based subscriptions for cloud-based services and software offerings that are accounted for as subscriptions. These arrangements are considered multiple-element arrangements. However, because all elements are accounted for as subscriptions and have the same coverage period and delivery pattern, they have the same revenue recognition timing.

Revenue related to Microsoft Surface (Surface) devices, Xbox consoles, games published by us, phones, and other hardware components is generally recognized when ownership is transferred to the resellers or to end customers when selling directly through Microsoft retail stores and online marketplaces. A portion of revenue may be deferred when these products are combined with software elements, and/or services. Revenue related to licensing for games published by third parties for use on the Xbox consoles is recognized when games are manufactured by the game publishers.

Display advertising revenue is recognized as advertisements are displayed. Search advertising revenue is recognized when the ad appears in the search results or when the action necessary to earn the revenue has been completed. Consulting services revenue is recognized as services are rendered, generally based on the negotiated hourly rate in the consulting arrangement and the number of hours worked during the period. Consulting revenue for fixed-price services arrangements is recognized as services are provided.

Cost of Revenue

Cost of revenue includes: manufacturing and distribution costs for products sold and programs licensed; operating costs related to product support service centers and product distribution centers; costs incurred to include software on PCs sold by OEMs, to drive traffic to our websites, and to acquire online advertising space; costs incurred to support and maintain Internet-based products and services, including datacenter costs and royalties; warranty costs; inventory valuation adjustments; costs associated with the delivery of consulting services; and the amortization of capitalized software development costs. Capitalized software development costs are amortized over the estimated lives of the products.

Product Warranty

We provide for the estimated costs of fulfilling our obligations under hardware and software warranties at the time the related revenue is recognized. For hardware warranties, we estimate the costs based on historical and projected

product failure rates, historical and projected repair costs, and knowledge of specific product failures (if any). The specific hardware warranty terms and conditions vary depending upon the product sold and the country in which we do business, but generally include parts and labor over a period generally ranging from 90 days to three years. For software warranties, we estimate the costs to provide bug fixes, such as security patches, over the estimated life of the software. We regularly reevaluate our estimates to assess the adequacy of the recorded warranty liabilities and adjust the amounts as necessary.

Research and Development

Research and development expenses include payroll, employee benefits, stock-based compensation expense, and other headcount-related expenses associated with product development. Research and development expenses also include third-party development and programming costs, localization costs incurred to translate software for international markets, and the amortization of purchased software code and services content. Such costs related to software development are included in research and development expense until the point that technological feasibility is reached, which for our software products, is generally shortly before the products are released to manufacturing. Once technological feasibility is reached, such costs are capitalized and amortized to cost of revenue over the estimated lives of the products.

Sales and Marketing

Sales and marketing expenses include payroll, employee benefits, stock-based compensation expense, and other headcount-related expenses associated with sales and marketing personnel, and the costs of advertising, promotions, trade shows, seminars, and other programs. Advertising costs are expensed as incurred. Advertising expense was $1.6 billion, $1.9 billion, and $2.3 billion in fiscal years 2016, 2015, and 2014, respectively.

Stock-Based Compensation

Compensation cost for stock awards is measured at the fair value on the grant date and recognized as expense, net of estimated forfeitures, over the related service period using the straight-line method. The fair value of stock awards is based on the quoted price of our common stock on the grant date less the present value of expected dividends not received during the vesting period. Compensation expense for the employee stock purchase plan (ESPP) is measured as the discount the employee is entitled to upon purchase and is recognized in the period of purchase.

Income Taxes

Income tax expense includes U.S. and international income taxes, the provision for U.S. taxes on undistributed earnings of international subsidiaries not deemed to be permanently reinvested, and interest and penalties on uncertain tax positions. Certain income and expenses are not reported in tax returns and financial statements in the same year. The tax effect of such temporary differences is reported as deferred income taxes. Deferred tax assets are reported net of a valuation allowance when it is more likely than not that a tax benefit will not be realized. All deferred income taxes are classified as long-term on our consolidated balance sheets.

Fair Value Measurements

We account for certain assets and liabilities at fair value. The hierarchy below lists three levels of fair value based on the extent to which inputs used in measuring fair value are observable in the market. We categorize each of our fair value measurements in one of these three levels based on the lowest level input that is significant to the fair value measurement in its entirety. These levels are:

Level 1 inputs are based upon unadjusted quoted prices for identical instruments traded in active markets. Our Level 1 non-derivative investments primarily include U.S. government securities, domestic and international equities, and actively traded mutual funds. Our Level 1 derivative assets and liabilities include those actively traded on exchanges.

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Level 2 inputs are based upon quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active, and model-based valuation techniques (e.g. the Black-Scholes model) for which all significant inputs are observable in the market or can be corroborated by observable market data for substantially the full term of the assets or liabilities. Where applicable, these models project future cash flows and discount the future amounts to a present value using market-based observable inputs including interest rate curves, credit spreads, foreign exchange rates, and forward and spot prices for currencies and commodities. Our Level 2 non-derivative investments consist primarily of corporate notes and bonds, common and preferred stock, mortgage- and asset-backed securities, U.S. government and agency securities, and foreign government bonds. Our Level 2 derivative assets and liabilities primarily include certain over-the-counter option and swap contracts.

Level 3 inputs are generally unobservable and typically reflect management s estimates of assumptions that market participants would use in pricing the asset or liability. The fair values are therefore determined using model-based techniques, including option pricing models and discounted cash flow models. Our Level 3 non-derivative assets primarily comprise investments in common and preferred stock, and goodwill and intangible assets, when they are recorded at fair value due to an impairment charge. Unobservable inputs used in the models are significant to the fair values of the assets and liabilities.

We measure certain assets, including our cost and equity method investments, at fair value on a nonrecurring basis when they are deemed to be other-than-temporarily impaired. The fair values of these investments are determined based on valuation techniques using the best information available, and may include quoted market prices, market comparables, and discounted cash flow projections. An impairment charge is recorded when the cost of the investment exceeds its fair value and this condition is determined to be other-than-temporary.

Our other current financial assets and our current financial liabilities have fair values that approximate their carrying values.

Financial Instruments

Investments

We consider all highly liquid interest-earning investments with a maturity of three months or less at the date of purchase to be cash equivalents. The fair values of these investments approximate their carrying values. In general, investments with original maturities of greater than three months and remaining maturities of less than one year are classified as short-term investments. Investments with maturities beyond one year may be classified as short-term based on their highly liquid nature and because such marketable securities represent the investment of cash that is available for current operations. All cash equivalents and short-term investments are classified as available-for-sale and realized gains and losses are recorded using the specific identification method. Changes in market value, excluding other-than-temporary impairments, are reflected in OCI.

Equity and other investments classified as long-term include both debt and equity instruments. Debt and publicly-traded equity securities are classified as available-for-sale and realized gains and losses are recorded using the specific identification method. Changes in the market value of available-for-sale securities, excluding other-than-temporary impairments, are reflected in OCI. Common and preferred stock and other investments that are restricted for more than one year or are not publicly traded are recorded at cost or using the equity method.

We lend certain fixed-income and equity securities to increase investment returns. These transactions are accounted for as secured borrowings and the loaned securities continue to be carried as investments on our consolidated balance sheets. Cash and/or security interests are received as collateral for the loaned securities with the amount determined based upon the underlying security lent and the creditworthiness of the borrower. Cash received is recorded as an asset with a corresponding liability.

Investments are considered to be impaired when a decline in fair value is judged to be other-than-temporary. Fair value is calculated based on publicly available market information or other estimates determined by management. We employ a systematic methodology on a quarterly basis that considers available quantitative and qualitative evidence in evaluating potential impairment of our investments. If the cost of an investment exceeds its fair value, we evaluate, among other factors, general market conditions, credit quality of debt instrument issuers, the duration and extent to which the fair value is less than cost, and for equity securities, our intent and ability to hold, or plans to sell, the investment. For fixed-income securities, we also evaluate whether we have plans to sell the security or it is more likely than not that we will be required to sell the security before recovery. We also consider specific adverse conditions related to the financial health of and business outlook for the investee, including industry and sector performance, changes in technology, and operational and financing cash flow factors. Once a decline in fair value is determined to be other-than-temporary, an impairment charge is recorded to other income (expense), net and a new cost basis in the investment is established.

Derivatives

Derivative instruments are recognized as either assets or liabilities and are measured at fair value. The accounting for changes in the fair value of a derivative depends on the intended use of the derivative and the resulting designation.

For derivative instruments designated as fair value hedges, the gains (losses) are recognized in earnings in the periods of change together with the offsetting losses (gains) on the hedged items attributed to the risk being hedged. For options designated as fair value hedges, changes in the time value are excluded from the assessment of hedge effectiveness and are recognized in earnings.

For derivative instruments designated as cash flow hedges, the effective portion of the gains (losses) on the derivatives is initially reported as a component of OCI and is subsequently recognized in earnings when the hedged exposure is recognized in earnings. For options designated as cash flow hedges, changes in the time value are excluded from the assessment of hedge effectiveness and are recognized in earnings. Gains (losses) on derivatives representing either hedge components excluded from the assessment of effectiveness or hedge ineffectiveness are recognized in earnings.

For derivative instruments that are not designated as hedges, gains (losses) from changes in fair values are primarily recognized in other income (expense), net. Other than those derivatives entered into for investment purposes, such as commodity contracts, the gains (losses) are generally economically offset by unrealized gains (losses) in the underlying available-for-sale securities, which are recorded as a component of OCI until the securities are sold or other-than-temporarily impaired, at which time the amounts are reclassified from accumulated other comprehensive income (AOCI) into other income (expense), net.

Allowance for Doubtful Accounts

The allowance for doubtful accounts reflects our best estimate of probable losses inherent in the accounts receivable balance. We determine the allowance based on known troubled accounts, historical experience, and other currently available evidence. Activity in the allowance for doubtful accounts was as follows:

(In millions)

Year Ended June 30,	**2016**	**2015**	**2014**
Balance, beginning of period	**$ 335**	$ 301	$ 336
Charged to costs and other	**146**	77	16
Write-offs	**(55)**	(43)	(51)

Balance, end of period	**$ 426**	$ 335	$ 301

Inventories

Inventories are stated at average cost, subject to the lower of cost or market. Cost includes materials, labor, and manufacturing overhead related to the purchase and production of inventories. We regularly review inventory

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quantities on hand, future purchase commitments with our suppliers, and the estimated utility of our inventory. If our review indicates a reduction in utility below carrying value, we reduce our inventory to a new cost basis through a charge to cost of revenue.

Property and Equipment

Property and equipment is stated at cost less accumulated depreciation, and depreciated using the straight-line method over the shorter of the estimated useful life of the asset or the lease term. The estimated useful lives of our property and equipment are generally as follows: computer software developed or acquired for internal use, three to seven years; computer equipment, two to three years; buildings and improvements, five to 15 years; leasehold improvements, three to 20 years; and furniture and equipment, one to 10 years. Land is not depreciated.

Goodwill

Goodwill is tested for impairment at the reporting unit level (operating segment or one level below an operating segment) on an annual basis (May 1 for us) and between annual tests if an event occurs or circumstances change that would more likely than not reduce the fair value of a reporting unit below its carrying value.

Intangible Assets

All of our intangible assets are subject to amortization and are amortized using the straight-line method over their estimated period of benefit, ranging from one to 15 years. We evaluate the recoverability of intangible assets periodically by taking into account events or circumstances that may warrant revised estimates of useful lives or that indicate the asset may be impaired.

Recent Accounting Guidance

Recently adopted accounting guidance

Improvements to Employee Share-Based Payment Accounting

In March 2016, the Financial Accounting Standards Board (FASB) issued a new standard that changes the accounting for certain aspects of share-based payments to employees. The new guidance requires excess tax benefits and tax deficiencies to be recorded in the income statement when stock awards vest or are settled. In addition, cash flows related to excess tax benefits will no longer be separately classified as a financing activity apart from other income tax cash flows. The standard also allows us to repurchase more of an employee s vesting shares for tax withholding purposes without triggering liability accounting, clarifies that all cash payments made to tax authorities on an employee s behalf for withheld shares should be presented as a financing activity on our cash flows statement, and provides an accounting policy election to account for forfeitures as they occur. The new standard is effective for us beginning July 1, 2017, with early adoption permitted.

We elected to early adopt the new guidance in the third quarter of fiscal year 2016 which requires us to reflect any adjustments as of July 1, 2015, the beginning of the annual period that includes the interim period of adoption. The primary impact of adoption was the recognition of excess tax benefits in our provision for income taxes rather than paid-in capital for all periods in fiscal year 2016. Additional amendments to the accounting for income taxes and minimum statutory withholding tax requirements had no impact to retained earnings as of July 1, 2015, where the cumulative effect of these changes are required to be recorded. We have elected to continue to estimate forfeitures expected to occur to determine the amount of compensation cost to be recognized in each period.

We elected to apply the presentation requirements for cash flows related to excess tax benefits retrospectively to all periods presented which resulted in an increase to both net cash from operations and net cash used in financing of $588 million and $271 million for the years ended

June 30, 2015 and 2014, respectively. The presentation requirements for cash flows related to employee taxes paid for withheld shares had no impact to any of the periods presented on our consolidated cash flows statements since such cash flows have historically been presented as a financing activity.

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Adoption of the new standard resulted in the recognition of excess tax benefits in our provision for income taxes rather than paid-in capital of $402 million for the year ended June 30, 2016.

Balance Sheet Classification of Deferred Taxes

In November 2015, the FASB issued guidance that requires companies to classify all deferred tax assets and liabilities as noncurrent on the balance sheet rather than separately disclosing deferred taxes as current and noncurrent. This standard is effective for us beginning July 1, 2017, and can be early adopted and applied either prospectively or retrospectively to all periods presented upon adoption.

We elected to early adopt the new guidance in the fourth quarter of fiscal year 2016 on a retrospective basis. While the guidance changes the manner in which deferred taxes are classified on the balance sheet, we are still required to offset deferred tax assets and liabilities for each taxpaying component within a tax jurisdiction. Adoption of the new standard impacted our previously reported results as follows:

(In millions)		**June 30, 2015**
	As adjusted	**As reported**
Balance sheets:		
Current deferred income tax assets	**$ 0**	$ 1,915
Other long-term assets	**$ 3,117**	$ 2,953
Other current liabilities	**$ 6,555**	$ 6,766
Long-term deferred income tax liabilities	**$ 1,295**	$ 2,835

Recent accounting guidance not yet adopted

Financial Instruments Credit Losses

In June 2016, the FASB issued a new standard to replace the incurred loss impairment methodology in current GAAP with a methodology that reflects expected credit losses and requires consideration of a broader range of reasonable and supportable information to inform credit loss estimates. For trade and other receivables, loans, and other financial instruments, we will be required to use a forward-looking expected loss model rather than the incurred loss model for recognizing credit losses which reflects losses that are probable. Credit losses relating to available-for-sale debt securities will also be recorded through an allowance for credit losses rather than as a reduction in the amortized cost basis of the securities. The new standard will be effective for us beginning July 1, 2020, with early adoption permitted beginning July 1, 2019. Application of the amendments is through a cumulative-effect adjustment to retained earnings as of the effective date. We are currently evaluating the impact of this standard on our consolidated financial statements.

Leases

In February 2016, the FASB issued a new standard related to leases to increase transparency and comparability among organizations by requiring the recognition of lease assets and lease liabilities on the balance sheet. Most prominent among the amendments is the recognition of assets and liabilities by lessees for those leases classified as operating leases under previous U.S. GAAP. Under the new standard, disclosures are required to meet the objective of enabling users of financial statements to assess the amount, timing, and uncertainty of cash flows arising from leases. We will be required to recognize and measure leases at the beginning of the earliest period presented using a modified retrospective approach.

The new standard will be effective for us beginning July 1, 2019, with early adoption permitted. We currently anticipate early adoption of the new standard effective July 1, 2017 in conjunction with our adoption of the new revenue standard. Our ability to early adopt is dependent on system readiness, including software procured from third-party providers, and the completion of our analysis of information necessary to restate prior period financial statements.

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We anticipate this standard will have a material impact on our consolidated financial statements. While we are continuing to assess all potential impacts of the standard, we currently believe the most significant impact relates to our accounting for office, retail, and datacenter operating leases.

Financial Instruments   Recognition, Measurement, Presentation, and Disclosure

In January 2016, the FASB issued a new standard to amend certain aspects of recognition, measurement, presentation, and disclosure of financial instruments. Most prominent among the amendments is the requirement for changes in the fair value of our equity investments, with certain exceptions, to be recognized through net income rather than OCI. The new standard will be effective for us beginning July 1, 2018. The application of the amendments will result in a cumulative-effect adjustment to our consolidated balance sheets as of the effective date. We are currently evaluating the impact of this standard on our consolidated financial statements.

Revenue from Contracts with Customers

In May 2014, the FASB issued a new standard related to revenue recognition. Under the new standard, revenue is recognized when a customer obtains control of promised goods or services and is recognized in an amount that reflects the consideration which the entity expects to receive in exchange for those goods or services. In addition, the standard requires disclosure of the nature, amount, timing, and uncertainty of revenue and cash flows arising from contracts with customers. The FASB has recently issued several amendments to the standard, including clarification on accounting for licenses of intellectual property and identifying performance obligations.

The guidance permits two methods of adoption: retrospectively to each prior reporting period presented (full retrospective method), or retrospectively with the cumulative effect of initially applying the guidance recognized at the date of initial application (the cumulative catch-up transition method). We currently anticipate adopting the standard using the full retrospective method to restate each prior reporting period presented.

The new standard will be effective for us beginning July 1, 2018, and adoption as of the original effective date of July 1, 2017 is permitted. We currently anticipate early adoption of the new standard effective July 1, 2017. Our ability to early adopt using the full retrospective method is dependent on system readiness, including software procured from third-party providers, and the completion of our analysis of information necessary to restate prior period financial statements.

We anticipate this standard will have a material impact on our consolidated financial statements. While we are continuing to assess all potential impacts of the standard, we currently believe the most significant impact relates to our accounting for software license revenue. We expect revenue related to hardware, cloud offerings, and professional services to remain substantially unchanged. Specifically, under the new standard we expect to recognize Windows 10 revenue predominantly at the time of billing rather than ratably over the life of the related device. We also expect to recognize license revenue at the time of billing rather than over the subscription period from certain multi-year commercial software subscriptions that include both software licenses and Software Assurance. Due to the complexity of certain of our commercial license subscription contracts, the actual revenue recognition treatment required under the standard will be dependent on contract-specific terms, and may vary in some instances from recognition at the time of billing.

We currently believe that the net change in Windows 10 revenue from period to period is indicative of the net change in revenue we expect from the adoption of the new standard.

NOTE 2   EARNINGS PER SHARE

Basic earnings per share (EPS) is computed based on the weighted average number of shares of common stock outstanding during the period. Diluted EPS is computed based on the weighted average number of shares of common stock plus the effect of dilutive potential common shares outstanding during the period using the treasury stock method. Dilutive potential common shares include outstanding stock options and stock awards.

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The components of basic and diluted EPS are as follows:

(In millions, except earnings per share)

Year Ended June 30,	**2016**	**2015**	**2014**
Net income available for common shareholders (A)	**$ 16,798**	$ 12,193	$ 22,074
Weighted average outstanding shares of common stock (B)	**7,925**	8,177	8,299
Dilutive effect of stock-based awards	**88**	77	100
Common stock and common stock equivalents (C)	**8,013**	8,254	8,399
Earnings Per Share			
Basic (A/B)	**$ 2.12**	$ 1.49	$ 2.66
Diluted (A/C)	**$ 2.10**	$ 1.48	$ 2.63

Anti-dilutive stock-based awards excluded from the calculations of diluted EPS were immaterial during the periods presented.

NOTE 3 OTHER INCOME (EXPENSE), NET

The components of other income (expense), net were as follows:

(In millions)

Year Ended June 30,	**2016**	**2015**	**2014**
Dividends and interest income	**$ 903**	$ 766	$ 883
Interest expense	**(1,243)**	(781)	(597)
Net recognized gains on investments	**668**	716	437
Net losses on derivatives	**(443)**	(423)	(328)
Net gains (losses) on foreign currency remeasurements	**(121)**	335	(165)
Other	**(195)**	(267)	(169)
Total	**$ (431)**	$ 346	$ 61

Following are details of net recognized gains (losses) on investments during the periods reported:

(In millions)

Year Ended June 30,	**2016**	**2015**	**2014**
Other-than-temporary impairments of investments	**$ (322)**	$ (183)	$ (106)
Realized gains from sales of available-for-sale securities	**1,376**	1,176	776
Realized losses from sales of available-for-sale securities	**(386)**	(277)	(233)
Total	**$ 668**	$ 716	$ 437

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NOTE 4 INVESTMENTS

Investment Components

The components of investments, including associated derivatives, but excluding held-to-maturity investments, were as follows:

(In millions)	Cost Basis	Unrealized Gains	Unrealized Losses	Recorded Basis	Cash and Cash Equivalents	Short-term Investments	Equity and Other Investments
June 30, 2016							
Cash	**$ 3,501**	**$ 0**	**$ 0**	**$ 3,501**	**$ 3,501**	**$ 0**	**$ 0**
Mutual funds	**1,012**	**0**	**0**	**1,012**	**1,012**	**0**	**0**
Commercial paper	**298**	**0**	**0**	**298**	**298**	**0**	**0**
Certificates of deposit	**1,000**	**0**	**0**	**1,000**	**868**	**132**	**0**
U.S. government and agency securities	**89,970**	**245**	**(11)**	**90,204**	**100**	**90,104**	**0**
Foreign government bonds	**5,502**	**10**	**(18)**	**5,494**	**731**	**4,763**	**0**
Mortgage- and asset-backed securities	**4,789**	**21**	**(2)**	**4,808**	**0**	**4,808**	**0**
Corporate notes and bonds	**6,509**	**110**	**(35)**	**6,584**	**0**	**6,584**	**0**
Municipal securities	**285**	**57**	**0**	**342**	**0**	**342**	**0**
Common and preferred stock	**5,597**	**4,452**	**(236)**	**9,813**	**0**	**0**	**9,813**
Other investments	**590**	**0**	**0**	**590**	**0**	**(3)**	**593**
Total	**$ 119,053**	**$ 4,895**	**$ (302)**	**$ 123,646**	**$ 6,510**	**$ 106,730**	**$ 10,406**

(In millions)	Cost Basis	Unrealized Gains	Unrealized Losses	Recorded Basis	Cash and Cash Equivalents	Short-term Investments	Equity and Other Investments
June 30, 2015							
Cash	$ 3,679	$ 0	$ 0	$ 3,679	$ 3,679	$ 0	$ 0
Mutual funds	1,100	0	0	1,100	1,100	0	0
Commercial paper	1	0	0	1	1	0	0
Certificates of deposit	906	0	0	906	776	130	0
U.S. government and agency securities	72,843	76	(30)	72,889	39	72,850	0

Foreign government bonds	5,477	3	(24)	5,456	0	5,456	0
Mortgage- and asset-backed securities	4,899	23	(6)	4,916	0	4,916	0
Corporate notes and bonds	7,192	97	(37)	7,252	0	7,252	0
Municipal securities	285	35	(1)	319	0	319	0
Common and preferred stock	6,668	4,986	(215)	11,439	0	0	11,439
Other investments	597	0	0	597	0	8	589
Total	$ 103,647	$ 5,220	$ (313)	$ 108,554	$ 5,595	$ 90,931	$ 12,028

As of June 30, 2016 and 2015, the recorded bases of common and preferred stock that are restricted for more than one year or are not publicly traded were $767 million and $561 million, respectively. These investments are carried at cost and are reviewed quarterly for indicators of other-than-temporary impairment. It is not practicable for us to reliably estimate the fair value of these investments.

As of June 30, 2016 and 2015, the collateral received under agreements for loaned securities totaled $294 million and $92 million, which is primarily comprised of U.S. government and agency securities.

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Unrealized Losses on Investments

Investments with continuous unrealized losses for less than 12 months and 12 months or greater and their related fair values were as follows:

	Less than 12 Months		12 Months or Greater			
(In millions)	**Fair Value**	**Unrealized Losses**	**Fair Value**	**Unrealized Losses**	**Total Fair Value**	**Total Unrealized Losses**
June 30, 2016						
U.S. government and agency securities	**$ 5,816**	**$ (3)**	**$ 432**	**$ (8)**	**$ 6,248**	**$ (11)**
Foreign government bonds	**3,452**	**(3)**	**35**	**(15)**	**3,487**	**(18)**
Mortgage- and asset-backed securities	**844**	**(1)**	**322**	**(1)**	**1,166**	**(2)**
Corporate notes and bonds	**1,180**	**(11)**	**788**	**(24)**	**1,968**	**(35)**
Common and preferred stock	**896**	**(147)**	**390**	**(89)**	**1,286**	**(236)**
Total	**$ 12,188**	**$ (165)**	**$ 1,967**	**$ (137)**	**$ 14,155**	**$ (302)**

	Less than 12 Months		12 Months or Greater			
(In millions)	**Fair Value**	**Unrealized Losses**	**Fair Value**	**Unrealized Losses**	**Total Fair Value**	**Total Unrealized Losses**
June 30, 2015						
U.S. government and agency securities	$ 6,636	$ (9)	$ 421	$ (21)	$ 7,057	$ (30)
Foreign government bonds	4,611	(12)	18	(12)	4,629	(24)
Mortgage- and asset-backed securities	3,171	(5)	28	(1)	3,199	(6)
Corporate notes and bonds	2,946	(29)	104	(8)	3,050	(37)
Municipal securities	36	(1)	0	0	36	(1)
Common and preferred stock	1,389	(180)	148	(35)	1,537	(215)
Total	$ 18,789	$ (236)	$ 719	$ (77)	$ 19,508	$ (313)

Unrealized losses from fixed-income securities are primarily attributable to changes in interest rates. Unrealized losses from domestic and international equities are due to market price movements. Management does not believe any remaining unrealized losses represent other-than-temporary impairments based on our evaluation of available evidence.

Debt Investment Maturities

(In millions)	Cost Basis	Estimated Fair Value
June 30, 2016		
Due in one year or less	$ 54,503	$ 54,544
Due after one year through five years	50,683	50,896
Due after five years through 10 years	1,914	1,954
Due after 10 years	1,253	1,336
Total	$ 108,353	$ 108,730

NOTE 5 DERIVATIVES

We use derivative instruments to manage risks related to foreign currencies, equity prices, interest rates, and credit; to enhance investment returns; and to facilitate portfolio diversification. Our objectives for holding derivatives include reducing, eliminating, and efficiently managing the economic impact of these exposures as effectively as possible.

Our derivative programs include strategies that both qualify and do not qualify for hedge accounting treatment. All notional amounts presented below are measured in U.S. dollar equivalents.

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Foreign Currency

Certain forecasted transactions, assets, and liabilities are exposed to foreign currency risk. We monitor our foreign currency exposures daily to maximize the economic effectiveness of our foreign currency hedge positions. Option and forward contracts are used to hedge a portion of forecasted international revenue for up to three years in the future and are designated as cash flow hedging instruments. Principal currencies hedged include the euro, Japanese yen, British pound, Canadian dollar, and Australian dollar. As of June 30, 2016 and June 30, 2015, the total notional amounts of these foreign exchange contracts sold were $8.4 billion and $9.8 billion, respectively.

Foreign currency risks related to certain non-U.S. dollar denominated securities are hedged using foreign exchange forward contracts that are designated as fair value hedging instruments. As of June 30, 2016 and June 30, 2015, the total notional amounts of these foreign exchange contracts sold were $5.3 billion for both periods.

Certain options and forwards not designated as hedging instruments are also used to manage the variability in foreign exchange rates on certain balance sheet amounts and to manage other foreign currency exposures. As of June 30, 2016, the total notional amounts of these foreign exchange contracts purchased and sold were $12.0 billion and $11.7 billion, respectively. As of June 30, 2015, the total notional amounts of these foreign exchange contracts purchased and sold were $9.7 billion and $11.0 billion, respectively.

Equity

Securities held in our equity and other investments portfolio are subject to market price risk. Market price risk is managed relative to broad-based global and domestic equity indices using certain convertible preferred investments, options, futures, and swap contracts not designated as hedging instruments. From time to time, to hedge our price risk, we may use and designate equity derivatives as hedging instruments, including puts, calls, swaps, and forwards. As of June 30, 2016, the total notional amounts of equity contracts purchased and sold for managing market price risk were $1.3 billion and $2.2 billion, respectively, of which $737 million and $986 million, respectively, were designated as hedging instruments. As of June 30, 2015, the total notional amounts of equity contracts purchased and sold for managing market price risk were $2.2 billion and $2.6 billion, respectively, of which $1.1 billion and $1.4 billion, respectively, were designated as hedging instruments.

Interest Rate

Securities held in our fixed-income portfolio are subject to different interest rate risks based on their maturities. We manage the average maturity of our fixed-income portfolio to achieve economic returns that correlate to certain broad-based fixed-income indices using exchange-traded option and futures contracts, and over-the-counter swap and option contracts, none of which are designated as hedging instruments. As of June 30, 2016, the total notional amounts of fixed-interest rate contracts purchased and sold were $328 million and $2.4 billion, respectively. As of June 30, 2015, the total notional amounts of fixed-interest rate contracts purchased and sold were $1.0 billion and $3.2 billion, respectively.

In addition, we use To Be Announced forward purchase commitments of mortgage-backed assets to gain exposure to agency mortgage-backed securities. These meet the definition of a derivative instrument in cases where physical delivery of the assets is not taken at the earliest available delivery date. As of June 30, 2016 and 2015, the total notional derivative amounts of mortgage contracts purchased were $548 million and $812 million, respectively.

Credit

Our fixed-income portfolio is diversified and consists primarily of investment-grade securities. We use credit default swap contracts, not designated as hedging instruments, to manage credit exposures relative to broad-based indices and to facilitate portfolio diversification. We use credit default swaps as they are a low-cost method of managing exposure to individual credit risks or groups of credit risks. As of June 30, 2016, the total notional amounts of credit contracts purchased and sold were $440 million and $273 million, respectively. As of June 30, 2015, the total notional amounts of credit contracts purchased and sold were $618 million and $430 million, respectively.

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Commodity

We use broad-based commodity exposures to enhance portfolio returns and to facilitate portfolio diversification. We use swaps, futures, and option contracts, not designated as hedging instruments, to generate and manage exposures to broad-based commodity indices. We use derivatives on commodities as they can be low-cost alternatives to the purchase and storage of a variety of commodities, including, but not limited to, precious metals, energy, and grain. As of June 30, 2016, the total notional amounts of commodity contracts purchased and sold were $631 million and $162 million, respectively. As of June 30, 2015, the total notional amounts of commodity contracts purchased and sold were $882 million and $316 million, respectively.

Credit-Risk-Related Contingent Features

Certain of our counterparty agreements for derivative instruments contain provisions that require our issued and outstanding long-term unsecured debt to maintain an investment grade credit rating and require us to maintain minimum liquidity of $1.0 billion. To the extent we fail to meet these requirements, we will be required to post collateral, similar to the standard convention related to over-the-counter derivatives. As of June 30, 2016, our long-term unsecured debt rating was AAA, and cash investments were in excess of $1.0 billion. As a result, no collateral was required to be posted.

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Fair Values of Derivative Instruments

The following table presents the fair values of derivative instruments designated as hedging instruments (designated hedge derivatives) and not designated as hedging instruments (non-designated hedge derivatives). The fair values exclude the impact of netting derivative assets and liabilities when a legally enforceable master netting agreement exists and fair value adjustments related to our own credit risk and counterparty credit risk:

	June 30, 2016				June 30, 2015			
	Assets			Liabilities	Assets			Liabilities
(In millions)	Short-term Investments	Other Current Assets	Equity and Other Investments	Other Current Liabilities	Short-term Investments	Other Current Assets	Equity and Other Investments	Other Current Liabilities
Non-designated Hedge Derivatives								
Foreign exchange contracts	**$ 33**	**$ 156**	**$ 0**	**$ (296)**	$ 17	$ 167	$ 0	$ (79)
Equity contracts	**23**	**0**	**0**	**(16)**	148	0	0	(18)
Interest rate contracts	**10**	**0**	**0**	**(25)**	7	0	0	(12)
Credit contracts	**6**	**0**	**0**	**(5)**	16	0	0	(9)
Commodity contracts	**0**	**0**	**0**	**0**	0	0	0	0
Total	**$ 72**	**$ 156**	**$ 0**	**$ (342)**	$ 188	$ 167	$ 0	$ (118)
Designated Hedge Derivatives								
Foreign exchange contracts	**$ 1**	**$ 392**	**$ 0**	**$ (263)**	$ 56	$ 552	$ 0	$ (31)
Equity contracts	**0**	**0**	**18**	**(25)**	0	0	25	(69)
Total	**$ 1**	**$ 392**	**$ 18**	**$ (288)**	$ 56	$ 552	$ 25	$ (100)
Total gross amounts of derivatives	**$ 73**	**$ 548**	**$ 18**	**$ (630)**	$ 244	$ 719	$ 25	$ (218)
Gross derivatives either offset or subject to an enforceable master netting agreement	**$ 69**	**$ 548**	**$ 18**	**$ (630)**	$ 126	$ 719	$ 25	$ (218)
Gross amounts of derivatives offset in the balance sheet	**(74)**	**(302)**	**(25)**	**398**	(66)	(71)	(25)	161
Net amounts presented in the balance sheet	**(5)**	**246**	**(7)**	**(232)**	60	648	0	(57)

Gross amounts of derivatives not offset in the balance sheet	**0**	**0**	**0**	**0**	0	0	0	0
Cash collateral received	**0**	**0**	**0**	**(250)**	0	0	0	(456)
Net amount	**$ (5)**	**$ 246**	**$ (7)**	**$ (482)**	$ 60	$ 648	$ 0	$ (513)

See also Note 4 Investments and Note 6 Fair Value Measurements.

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Fair Value Hedge Gains (Losses)

We recognized in other income (expense), net the following gains (losses) on contracts designated as fair value hedges and their related hedged items:

(In millions)

Year Ended June 30,	**2016**	**2015**	**2014**
Foreign Exchange Contracts			
Derivatives	**$ (797)**	$ 741	$ (14)
Hedged items	**838**	(725)	6
Total amount of ineffectiveness	**$ 41**	$ 16	$ (8)
Equity Contracts			
Derivatives	**$ (76)**	$ (107)	$ (110)
Hedged items	**76**	107	110
Total amount of ineffectiveness	**$ 0**	$ 0	$ 0
Amount of equity contracts excluded from effectiveness assessment	**$ (10)**	$ 0	$ (9)

Cash Flow Hedge Gains (Losses)

We recognized the following gains (losses) on foreign exchange contracts designated as cash flow hedges:

(In millions)

Year Ended June 30,	**2016**	**2015**	**2014**
Effective Portion			
Gains recognized in OCI (net of tax effects of **$24**, $35 and $2)	**$ 351**	$ 1,152	$ 63
Gains reclassified from AOCI into revenue	**$ 625**	$ 608	$ 104
Amount Excluded from Effectiveness Assessment and Ineffective Portion			
Losses recognized in other income (expense), net	**$ (354)**	$ (346)	$ (239)

We estimate that $319 million of net derivative gains included in AOCI as of June 30, 2016 will be reclassified into earnings within the following 12 months. No significant amounts of gains (losses) were reclassified from AOCI into earnings as a result of forecasted transactions that failed to occur during fiscal year 2016.

Non-Designated Derivative Gains (Losses)

Gains (losses) from changes in fair values of derivatives that are not designated as hedges are primarily recognized in other income (expense), net. These amounts are shown in the table below, with the exception of gains (losses) on derivatives presented in income statement line items other than other income (expense), net, which were immaterial for the periods presented. Other than those derivatives entered into for investment purposes, such as commodity contracts, the gains (losses) below are generally economically offset by unrealized gains (losses) in the underlying available-for-sale securities and gains (losses) from foreign exchange rate changes on certain balance sheet amounts.

(In millions)

Year Ended June 30,	**2016**	**2015**	**2014**
Foreign exchange contracts	**$ (55)**	$ (483)	$ (78)
Equity contracts	**(21)**	(19)	(64)
Interest-rate contracts	**10**	23	24
Credit contracts	**(1)**	(1)	13
Commodity contracts	**(87)**	(223)	71
Total	**$ (154)**	$ (703)	$ (34)

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NOTE 6 FAIR VALUE MEASUREMENTS

Assets and Liabilities Measured at Fair Value on a Recurring Basis

The following tables present the fair value of our financial instruments that are measured at fair value on a recurring basis:

(In millions)	Level 1	Level 2	Level 3	Gross Fair Value	Netting (a)	Net Fair Value
June 30, 2016						
Assets						
Mutual funds	$ 1,012	$ 0	$ 0	$ 1,012	$ 0	$ 1,012
Commercial paper	0	298	0	298	0	298
Certificates of deposit	0	1,000	0	1,000	0	1,000
U.S. government and agency securities	86,492	3,707	0	90,199	0	90,199
Foreign government bonds	10	5,705	0	5,715	0	5,715
Mortgage- and asset-backed securities	0	4,803	0	4,803	0	4,803
Corporate notes and bonds	0	6,361	1	6,362	0	6,362
Municipal securities	0	342	0	342	0	342
Common and preferred stock	6,918	2,114	18	9,050	0	9,050
Derivatives	6	633	0	639	(401)	238
Total	$ 94,438	$ 24,963	$ 19	$ 119,420	$ (401)	$ 119,019
Liabilities						
Derivatives and other	$ 17	$ 613	$ 0	$ 630	$ (398)	$ 232

(In millions)	Level 1	Level 2	Level 3	Gross Fair Value	Netting (a)	Net Fair Value
June 30, 2015						
Assets						
Mutual funds	$ 1,100	$ 0	$ 0	$ 1,100	$ 0	$ 1,100

Commercial paper	0	1	0	1	0	1
Certificates of deposit	0	906	0	906	0	906
U.S. government and agency securities	71,930	955	0	72,885	0	72,885
Foreign government bonds	131	5,299	0	5,430	0	5,430
Mortgage- and asset-backed securities	0	4,917	0	4,917	0	4,917
Corporate notes and bonds	0	7,108	1	7,109	0	7,109
Municipal securities	0	319	0	319	0	319
Common and preferred stock	8,585	2,277	14	10,876	0	10,876
Derivatives	4	979	5	988	(162)	826
Total	$ 81,750	$ 22,761	$ 20	$ 104,531	$ (162)	$ 104,369
Liabilities						
Derivatives and other	$ 5	$ 159	$ 54	$ 218	$ (161)	$ 57

(a) *These amounts represent the impact of netting derivative assets and derivative liabilities when a legally enforceable master netting agreement exists and fair value adjustments related to our own credit risk and counterparty credit risk.*

The changes in our Level 3 financial instruments that are measured at fair value on a recurring basis were immaterial during the periods presented.

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The following table reconciles the total Net Fair Value of assets above to our balance sheet presentation of these same assets in Note 4 Investments.

(In millions)

June 30,	**2016**	**2015**
Net fair value of assets measured at fair value on a recurring basis	**$ 119,019**	$ 104,369
Cash	**3,501**	3,679
Common and preferred stock measured at fair value on a nonrecurring basis	**767**	561
Other investments measured at fair value on a nonrecurring basis	**593**	589
Less derivative net assets classified as other current assets	**(246)**	(648)
Other	**12**	4
Recorded basis of investment components	**$ 123,646**	$ 108,554

Financial Assets and Liabilities Measured at Fair Value on a Nonrecurring Basis

During fiscal year 2016 and 2015, we did not record any material other-than-temporary impairments on financial assets required to be measured at fair value on a nonrecurring basis.

NOTE 7 INVENTORIES

The components of inventories were as follows:

(In millions)

June 30,	**2016**	**2015**
Raw materials	**$ 612**	$ 1,100
Work in process	**158**	202
Finished goods	**1,481**	1,600
Total	**$ 2,251**	$ 2,902

NOTE 8 PROPERTY AND EQUIPMENT

The components of property and equipment were as follows:

(In millions)

June 30,	2016	2015
Land	**$ 824**	$ 769
Buildings and improvements	**12,393**	10,800
Leasehold improvements	**3,659**	3,577
Computer equipment and software	**17,391**	13,612
Furniture and equipment	**3,889**	3,579
Total, at cost	**38,156**	32,337
Accumulated depreciation	**(19,800)**	(17,606)
Total, net	**$ 18,356**	$ 14,731

During fiscal years 2016, 2015, and 2014, depreciation expense was $4.9 billion, $4.1 billion, and $3.4 billion, respectively.

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NOTE 9 BUSINESS COMBINATIONS

Mojang Synergies AB

On November 6, 2014, we acquired Mojang Synergies AB (Mojang), the Swedish video game developer of the Minecraft gaming franchise, for $2.5 billion in cash, net of cash acquired. The addition of Minecraft and its community enhances our gaming portfolio across Windows, Xbox, and other ecosystems besides our own. The significant classes of assets and liabilities to which we allocated the purchase price were goodwill of $1.8 billion and identifiable intangible assets of $928 million, primarily marketing-related (trade names). The goodwill recognized in connection with the acquisition is primarily attributable to anticipated synergies from future growth, and is not expected to be deductible for tax purposes. We assigned the goodwill to More Personal Computing under our current segment structure. Identifiable intangible assets were assigned a total weighted-average amortization period of 6.3 years. Mojang has been included in our consolidated results of operations since the acquisition date.

Nokia s Devices and Services Business

On April 25, 2014, we acquired substantially all of Nokia Corporation s (Nokia) Devices and Services business (NDS) for a total purchase price of $9.4 billion, including cash acquired of $1.5 billion (the Acquisition). The purchase price consisted primarily of cash of $7.1 billion and Nokia s repurchase of convertible notes of $2.1 billion, which was a non-cash transaction, and liabilities assumed of $0.2 billion. The Acquisition was expected to accelerate the growth of our Devices business through faster innovation, synergies, and unified branding and marketing.

The allocation of the purchase price to goodwill was completed as of March 31, 2015. The major classes of assets and liabilities to which we allocated the purchase price were as follows:

(In millions)	
Cash	$ 1,506
Accounts receivable [(a)]	754
Inventories	544
Other current assets	936
Property and equipment	981
Intangible assets	4,509
Goodwill [(b)]	5,456
Other	221
Current liabilities	(4,575)
Long-term liabilities	(890)
Total purchase price	$ 9,442

(a) *Gross accounts receivable was $901 million, of which $147 million was expected to be uncollectible.*

(b) *Goodwill was assigned to More Personal Computing under our current segment structure. The goodwill was primarily attributed to increased synergies that were expected to be achieved from the integration of NDS.*

Following are the details of the purchase price allocated to the intangible assets acquired:

(In millions)	**Amount**	**Weighted Average Life**
Technology-based	$ 2,493	9 years
Contract-based	1,500	9 years
Customer-related	359	3 years
Marketing-related (trade names)	157	2 years
Fair value of intangible assets acquired	$ 4,509	8 years

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During the fourth quarter of fiscal year 2016, we recorded $630 million of intangible and fixed asset impairment charges, and during the fourth quarter of fiscal year 2015, we recorded $7.5 billion of goodwill and asset impairment charges. The impairment charges for both periods related to our phone business. These costs are included in impairment, integration, and restructuring expenses on our consolidated income statement. See Note 10 Goodwill and Note 11 Intangible Assets for additional details.

In May 2016, we announced an agreement to sell our entry-level feature phone assets for $350 million. The transaction is expected to close in the second half of calendar year 2016, subject to regulatory approvals and other closing conditions.

Our consolidated income statement for fiscal year 2014 included revenue and operating loss of $2.0 billion and $692 million, respectively, attributable to NDS since the Acquisition.

Following are the supplemental consolidated results of Microsoft Corporation on an unaudited pro forma basis, as if the Acquisition had been consummated on July 1, 2012:

(In millions, except per share amounts)

Year Ended June 30,	**2014**
Revenue	$ 96,248
Net income	$ 20,234
Diluted earnings per share	$ 2.41

These pro forma results were based on estimates and assumptions, which we believe are reasonable. They are not the results that would have been realized had we been a combined company during the periods presented and are not necessarily indicative of our consolidated results of operations in future periods. The pro forma results include adjustments primarily related to purchase accounting adjustments and the elimination of related party transactions between Microsoft and NDS. Acquisition costs and other nonrecurring charges incurred are included in the earliest period presented.

During the fourth quarter of fiscal year 2014, we incurred $21 million of acquisition costs associated with the purchase of NDS. Acquisition costs are primarily comprised of transaction fees and direct acquisition costs, including legal, finance, consulting, and other professional fees. These costs are included in impairment, integration, and restructuring expenses on our consolidated income statement for fiscal year 2014.

Certain concurrent transactions were recognized separately from the Acquisition. Prior to the Acquisition, we had joint strategic initiatives with Nokia; this contractual relationship was terminated in conjunction with the Acquisition. No gain or loss was recorded upon termination of this agreement, as it was determined to be at market value. In addition, we agreed to license Nokia s mapping services and will pay Nokia separately for the services provided under a four-year license as they are rendered.

Other

During fiscal year 2016, we completed 17 acquisitions for total cash consideration of $1.4 billion. These entities have been included in our consolidated results of operations since their respective acquisition dates.

Pro forma results of operations for Mojang and our other acquisitions during the current period have not been presented because the effects of these business combinations, individually and in aggregate, were not material to our consolidated results of operations.

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NOTE 10 GOODWILL

Changes in the carrying amount of goodwill were as follows:

(In millions)	June 30, 2014	Acquisitions	Other	June 30, 2015	Acquisitions	Other	June 30, 2016
Productivity and Business Processes	$ 6,116	$ 376	$ (183)	$ 6,309	**$ 443**	**$ (74)**	**$ 6,678**
Intelligent Cloud	4,631	291	(5)	4,917	**549**	**1**	**5,467**
More Personal Computing	9,380	1,788	(5,455)	5,713	**100**	**(86)**	**5,727**
Total goodwill	$ 20,127	$ 2,455	$ (5,643)	$ 16,939	**$ 1,092**	**$ (159)**	**$ 17,872**

The measurement periods for the valuation of assets acquired and liabilities assumed end as soon as information on the facts and circumstances that existed as of the acquisition dates becomes available, but do not exceed 12 months. Adjustments in purchase price allocations may require a recasting of the amounts allocated to goodwill retroactive to the periods in which the acquisitions occurred.

Any change in the goodwill amounts resulting from foreign currency translations and purchase accounting adjustments are presented as Other in the above table. Also included in Other are business dispositions and transfers between business segments due to reorganizations, as applicable. For fiscal year 2015, a $5.1 billion goodwill impairment charge was included in Other, as discussed below. This goodwill impairment charge was included in impairment, integration, and restructuring expenses on our consolidated income statement, and reflected in Corporate and Other in our table of operating income (loss) by segment in Note 21 Segment Information and Geographic Data.

Our accumulated goodwill impairment as of both June 30, 2016 and 2015 was $11.3 billion.

As discussed in Note 21 Segment Information and Geographic Data, during the first quarter of fiscal year 2016 our chief operating decision maker requested changes in the information that he regularly reviews for purposes of allocating resources and assessing performance. This resulted in a change in our operating segments and reporting units. We allocated goodwill to our new reporting units using a relative fair value approach. In addition, we completed an assessment of any potential goodwill impairment for all reporting units immediately prior to the reallocation and determined that no impairment existed.

Goodwill Impairment

We test goodwill for impairment annually on May 1 at the reporting unit level, primarily using a discounted cash flow methodology with a peer-based, risk-adjusted weighted average cost of capital. We believe use of a discounted cash flow approach is the most reliable indicator of the fair values of the businesses.

No instances of impairment were identified in our May 1, 2016 test.

Upon completion of the annual testing as of May 1, 2015, our previous Phone Hardware reporting unit goodwill was determined to be impaired. Phone Hardware goodwill is included in the Devices reporting unit within More Personal Computing under our current segment structure. In the second half of fiscal year 2015, Phone Hardware did not meet its sales volume and revenue goals, and the mix of units sold had lower margins than planned. These results, along with changes in the competitive marketplace and an evaluation of business priorities, led to a shift in strategic direction and reduced future revenue and profitability expectations for the business. As a result of these changes in strategy and expectations, we forecasted reductions in unit volume growth rates and lower future cash flows used to estimate the fair value of the Phone Hardware reporting unit, which resulted in the determination that an impairment adjustment was required.

Because our annual test indicated that Phone Hardware s carrying value exceeded its estimated fair value, a second phase of the goodwill impairment test (Step 2) was performed specific to Phone Hardware. Under Step 2, the fair value of all Phone Hardware assets and liabilities were estimated, including tangible assets, existing technology,

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patent agreements, and contractual arrangements, for the purpose of deriving an estimate of the implied fair value of goodwill. The implied fair value of the goodwill was then compared to the recorded goodwill to determine the amount of the impairment. Assumptions used in measuring the value of these assets and liabilities included the discount rates and royalty rates used in valuing the intangible assets, and consideration of the market environment in valuing the tangible assets.

No other instances of impairment were identified in our May 1, 2015 test.

NOTE 11 INTANGIBLE ASSETS

The components of intangible assets, all of which are finite-lived, were as follows:

(In millions)	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
June 30,			**2016**			**2015**
Technology-based [(a)]	**$ 5,970**	**$ (3,648)**	**$ 2,322**	$ 5,926	$ (3,149)	$ 2,777
Marketing-related	**1,869**	**(616)**	**1,253**	1,942	(508)	1,434
Contract-based	**796**	**(718)**	**78**	1,192	(710)	482
Customer-related	**465**	**(385)**	**80**	492	(350)	142
Total	**$ 9,100**	**$ (5,367)**	**$ 3,733**	$ 9,552	$ (4,717)	$ 4,835

(a) *Technology-based intangible assets included $115 million and $116 million as of June 30, 2016 and 2015, respectively, of net carrying amount of software to be sold, leased, or otherwise marketed.*

In the third quarter of fiscal year 2016, we corrected our intangible assets in the table above for a $585 million misstatement between gross carrying amount and accumulated amortization as of June 30, 2015. We do not consider this correction to be material, and there was no impact to our consolidated financial statements.

During fiscal year 2016, we recorded impairment charges of $480 million related to intangible assets in the Devices reporting unit within our More Personal Computing segment. In the fourth quarter of fiscal year 2016, we tested these intangible assets for recoverability due to changes in facts and circumstances associated with the shift in strategic direction and reduced profitability expectations for our phone business. Based on the results of our testing, we determined that the carrying value of the intangible assets was not recoverable, and an impairment charge was recorded to the extent that estimated fair value exceeded carrying value. We primarily used the income approach to determine the fair value of the intangible assets and determine the amount of impairment.

During fiscal year 2015, we recorded impairment charges of $2.2 billion related to intangible assets in our previous Phone Hardware reporting unit. Phone Hardware intangible assets are included in the Devices reporting unit under our current segment structure. In the fourth quarter of fiscal year 2015, we tested these intangible assets for recoverability due to changes in facts and circumstances associated with the shift in strategic direction and reduced profitability expectations for Phone Hardware. Based on the results of our testing, we determined that the carrying value of the intangible assets was not recoverable, and an impairment charge was recorded to the extent that estimated fair value exceeded carrying value. We primarily used a relief from royalty income approach to determine the fair value of the intangible assets and determine the amount of impairment.

These intangible assets impairment charges were included in impairment, integration, and restructuring expenses on our consolidated income statement, and reflected in Corporate and Other in our table of operating income (loss) by segment in Note 21 Segment Information and Geographic Data.

We estimate that we have no significant residual value related to our intangible assets.

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The components of intangible assets acquired during the periods presented were as follows:

(In millions)	Amount	Weighted Average Life	Amount	Weighted Average Life
Year Ended June 30,	**2016**		**2015**	
Technology-based	**$ 361**	**4 years**	$ 874	5 years
Marketing-related	**2**	**1 year**	543	8 years
Customer-related	**30**	**3 years**	37	4 years
Total	**$ 393**	**4 years**	$ 1,454	6 years

Intangible assets amortization expense was $978 million, $1.3 billion, and $845 million for fiscal years 2016, 2015, and 2014, respectively. Amortization of capitalized software was $69 million, $79 million, and $200 million for fiscal years 2016, 2015, and 2014, respectively.

The following table outlines the estimated future amortization expense related to intangible assets held as of June 30, 2016:

(In millions)	
Year Ending June 30,	
2017	$ 787
2018	677
2019	526
2020	448
2021	379
Thereafter	916
Total	$ 3,733

NOTE 12 DEBT

Short-term Debt

As of June 30, 2016, we had $12.9 billion of commercial paper issued and outstanding, with a weighted-average interest rate of 0.43% and maturities ranging from 1 day to 99 days. As of June 30, 2015, we had $5.0 billion of commercial paper issued and outstanding, with a weighted-average interest rate of 0.11% and maturities ranging from 8 days to 63 days. The estimated fair value of this commercial paper approximates its carrying value.

We have two $5.0 billion credit facilities that expire on November 1, 2016 and November 14, 2018, respectively. These credit facilities serve as a back-up for our commercial paper program. As of June 30, 2016, we were in compliance with the only financial covenant in both credit agreements, which requires us to maintain a coverage ratio of at least three times earnings before interest, taxes, depreciation, and amortization to interest expense, as defined in the credit agreements. No amounts were drawn against these credit facilities during any of the periods presented.

Long-term Debt

As of June 30, 2016, the total carrying value and estimated fair value of our long-term debt were $40.8 billion and $44.0 billion, respectively. This is compared to a carrying value and estimated fair value of our long-term debt, including the current portion, of $30.3 billion and $30.5 billion, respectively, as of June 30, 2015. These estimated fair values are based on Level 2 inputs.

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The components of our long-term debt, including the current portion, and the associated interest rates were as follows as of June 30, 2016 and 2015:

Due Date	Face Value June 30, 2016	Face Value June 30, 2015	Stated Interest Rate	Effective Interest Rate
		(In millions)		
Notes				
September 25, 2015	**$ ***	$ 1,750	**1.625%**	**1.795%**
February 8, 2016	*****	750	**2.500%**	**2.642%**
November 15, 2017	**600**	600	**0.875%**	**1.084%**
May 1, 2018	**450**	450	**1.000%**	**1.106%**
November 3, 2018 [(a)]	**1,750**	*	**1.300%**	**1.396%**
December 6, 2018	**1,250**	1,250	**1.625%**	**1.824%**
June 1, 2019	**1,000**	1,000	**4.200%**	**4.379%**
February 12, 2020	**1,500**	1,500	**1.850%**	**1.935%**
October 1, 2020	**1,000**	1,000	**3.000%**	**3.137%**
November 3, 2020 [(a)]	**2,250**	*	**2.000%**	**2.093%**
February 8, 2021	**500**	500	**4.000%**	**4.082%**
December 6, 2021 [(b)]	**1,944**	1,950	**2.125%**	**2.233%**
February 12, 2022	**1,500**	1,500	**2.375%**	**2.466%**
November 3, 2022 [(a)]	**1,000**	*	**2.650%**	**2.717%**
November 15, 2022	**750**	750	**2.125%**	**2.239%**
May 1, 2023	**1,000**	1,000	**2.375%**	**2.465%**
December 15, 2023	**1,500**	1,500	**3.625%**	**3.726%**
February 12, 2025	**2,250**	2,250	**2.700%**	**2.772%**
November 3, 2025 [(a)]	**3,000**	*	**3.125%**	**3.176%**
December 6, 2028 [(b)]	**1,944**	1,950	**3.125%**	**3.218%**
May 2, 2033 [(b)]	**611**	613	**2.625%**	**2.690%**
February 12, 2035	**1,500**	1,500	**3.500%**	**3.604%**
November 3, 2035 [(a)]	**1,000**	*	**4.200%**	**4.260%**
June 1, 2039	**750**	750	**5.200%**	**5.240%**
October 1, 2040	**1,000**	1,000	**4.500%**	**4.567%**
February 8, 2041	**1,000**	1,000	**5.300%**	**5.361%**
November 15, 2042	**900**	900	**3.500%**	**3.571%**
May 1, 2043	**500**	500	**3.750%**	**3.829%**
December 15, 2043	**500**	500	**4.875%**	**4.918%**
February 12, 2045	**1,750**	1,750	**3.750%**	**3.800%**
November 3, 2045 [(a)]	**3,000**	*	**4.450%**	**4.492%**
February 12, 2055	**2,250**	2,250	**4.000%**	**4.063%**
November 3, 2055 [(a)]	**1,000**	*	**4.750%**	**4.782%**

Total	**$ 40,949**	$ 30,463

(a) *In November 2015, we issued $13.0 billion of debt securities.*
(b) *Euro-denominated debt securities.*
* *Not applicable*

The notes in the table above are senior unsecured obligations and rank equally with our other senior unsecured debt outstanding. Interest on these notes is paid semi-annually, except for the euro-denominated debt securities on which interest is paid annually. Cash paid for interest on our debt for fiscal years 2016, 2015, and 2014 was $1.1 billion, $620 million, and $509 million, respectively. As of June 30, 2016 and 2015, the aggregate unamortized discount for our long-term debt, including the current portion, was $166 million and $156 million, respectively.

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Maturities of our long-term debt for each of the next five years and thereafter are as follows:

(In millions)

Year Ending June 30,	
2017	$ 0
2018	1,050
2019	4,000
2020	1,500
2021	3,750
Thereafter	30,649
Total	$ 40,949

NOTE 13 INCOME TAXES

The components of the provision for income taxes were as follows:

(In millions)

Year Ended June 30,	**2016**	**2015**	**2014**
Current Taxes			
U.S. federal	**$ 545**	$ 3,661	$ 3,738
U.S. state and local	**136**	364	266
Foreign	**1,940**	2,065	2,073
Current taxes	**2,621**	6,090	6,077
Deferred Taxes			
Deferred taxes	**332**	224	(331)
Provision for income taxes	**$ 2,953**	$ 6,314	$ 5,746

U.S. and foreign components of income (loss) before income taxes were as follows:

(In millions)

Year Ended June 30,	2016	2015	2014
U.S.	**$ (325)**	$ 7,363	$ 7,127
Foreign	**20,076**	11,144	20,693
Income before income taxes	**$ 19,751**	$ 18,507	$ 27,820

In fiscal year 2016, income before income taxes included the net impact of U.S. and foreign revenue deferrals related to the sales of Windows 10 of $6.0 billion and $588 million, respectively. In fiscal year 2015, income before income taxes included the net impact of U.S. and foreign impairment, integration, and restructuring expenses relating to our phone business of $1.1 billion and $8.9 billion, respectively.

The items accounting for the difference between income taxes computed at the U.S. federal statutory rate and our effective rate were as follows:

Year Ended June 30,	2016	2015	2014
Federal statutory rate	**35.0%**	35.0%	35.0%
Effect of:			
Foreign earnings taxed at lower rates	**(19.4)%**	(20.9)%	(17.1)%
Phone nondeductible charges and valuation allowance	**1.3%**	19.1%	0.9%
Domestic production activities deduction	**(0.6)%**	(2.4)%	(1.0)%
Excess tax benefits relating to stock-based compensation	**(2.0)%**	0%	0%
Other reconciling items, net	**0.7%**	3.3%	2.9%
Effective rate	**15.0%**	34.1%	20.7%

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The reduction from the federal statutory rate is primarily due to earnings taxed at lower rates in foreign jurisdictions resulting from producing and distributing our products and services through our foreign regional operations centers in Ireland, Singapore, and Puerto Rico. Our foreign regional operating centers, which are taxed at rates lower than the U.S. rate, generated 69%, 73%, and 81% of our foreign income before tax in fiscal years 2016, 2015, and 2014, respectively. In general, other reconciling items consist of interest, U.S. state income taxes, and credits. In fiscal years 2016, 2015, and 2014, there were no individually significant other reconciling items.

The decrease in our effective tax rate for fiscal year 2016 compared to fiscal year 2015 was primarily due to changes in the mix of our income before income taxes between the U.S. and foreign countries, including the net impact of revenue deferrals related to sales of Windows 10, tax benefits from the adoption of the new accounting guidance relating to stock-based compensation, and distributions from foreign affiliates. The fiscal year 2015 effective tax rate included the tax impact of losses in foreign jurisdictions for which we may not realize a tax benefit, primarily as a result of impairment and restructuring charges.

The components of the deferred income tax assets and liabilities were as follows:

(In millions)

June 30,	**2016**	**2015**
Deferred Income Tax Assets		
Stock-based compensation expense	**$ 809**	$ 884
Other expense items	**1,609**	1,531
Restructuring charges	**284**	211
Unearned revenue	**494**	520
Impaired investments	**226**	257
Loss carryforwards	**1,703**	1,158
Depreciation and amortization	**115**	798
Other revenue items	**89**	56
Deferred income tax assets	**5,329**	5,415
Less valuation allowance	**(2,180)**	(2,265)
Deferred income tax assets, net of valuation allowance	**$ 3,149**	$ 3,150
Deferred Income Tax Liabilities		
Foreign earnings	**$ (1,242)**	$ (1,280)
Unrealized gain on investments and debt	**(2,102)**	(2,223)
Depreciation and amortization	**(1,008)**	(685)
Other	**(54)**	(29)
Deferred income tax liabilities	**(4,406)**	(4,217)
Net deferred income tax assets (liabilities)	**$ (1,257)**	$ (1,067)

Reported As		
Other long-term assets [a]	**$ 219**	$ 228
Long-term deferred income tax liabilities [a]	**(1,476)**	(1,295)
Net deferred income tax assets (liabilities) [a]	**$ (1,257)**	$ (1,067)

(a) *Balances as of June 30, 2015 reflect the impact of the adoption of the new accounting standard in fiscal year 2016 related to balance sheet classification of deferred taxes. See Note 1 Accounting Policies for additional details.*

As of June 30, 2016, we had net operating loss carryforwards of $8.0 billion, including $6.3 billion of foreign net operating loss carryforwards. The valuation allowance disclosed in the table above relates to the foreign net operating loss carryforwards and other net deferred tax assets that may not be realized.

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Deferred income tax balances reflect the effects of temporary differences between the carrying amounts of assets and liabilities and their tax bases and are stated at enacted tax rates expected to be in effect when the taxes are actually paid or recovered.

As of June 30, 2016, we have not provided deferred U.S. income taxes or foreign withholding taxes on temporary differences of approximately $124.0 billion resulting from earnings for certain non-U.S. subsidiaries which are permanently reinvested outside the U.S. The unrecognized deferred tax liability associated with these temporary differences was approximately $39.3 billion as of June 30, 2016.

Income taxes paid were $3.9 billion, $4.4 billion, and $5.5 billion in fiscal years 2016, 2015, and 2014, respectively.

Tax contingencies and other income tax liabilities were $11.8 billion and $12.1 billion as of June 30, 2016 and 2015, respectively, and are included in other long-term liabilities. This decrease relates primarily to tax credits available for carryover and a partial settlement of the IRS audit for tax years 2007 to 2009, offset by increases relating to intercompany transfer pricing.

Uncertain Tax Positions

Unrecognized tax benefits as of June 30, 2016, 2015, and 2014, were $10.2 billion, $9.6 billion, and $8.7 billion, respectively. If recognized, these tax benefits would affect our effective tax rates for fiscal years 2016, 2015, and 2014, by $8.8 billion, $7.9 billion, and $7.0 billion, respectively.

As of June 30, 2016, 2015, and 2014, we had accrued interest expense related to uncertain tax positions of $1.9 billion, $1.7 billion, and $1.5 billion, respectively, net of federal income tax benefits. Interest expense on unrecognized tax benefits was $163 million, $237 million, and $235 million in fiscal years 2016, 2015, and 2014, respectively, and was included in provision for income taxes.

The aggregate changes in the balance of unrecognized tax benefits were as follows:

(In millions)

Year Ended June 30,	**2016**	**2015**	**2014**
Balance, beginning of year	**$ 9,599**	$ 8,714	$ 8,648
Decreases related to settlements	**(201)**	(50)	(583)
Increases for tax positions related to the current year	**1,086**	1,091	566
Increases for tax positions related to prior years	**115**	94	217
Decreases for tax positions related to prior years	**(317)**	(144)	(95)
Decreases due to lapsed statutes of limitations	**(118)**	(106)	(39)
Balance, end of year	**$ 10,164**	$ 9,599	$ 8,714

While we settled a portion of our IRS audit for tax years 2004 to 2006 during the third quarter of fiscal year 2011, and settled a portion of the IRS audit for tax years 2007 to 2009 during the first quarter of fiscal year 2016, we remain under audit for those years. In February 2012, the IRS withdrew its 2011 Revenue Agents Report for tax years 2004 to 2006 and reopened the audit phase of the examination. As of June 30, 2016, the primary unresolved issue relates to transfer pricing, which could have a significant impact on our consolidated financial statements if not resolved favorably. We believe our allowances for income tax contingencies are adequate. We have not received a proposed assessment for the unresolved issues and do not expect a final resolution of these issues in the next 12 months. Based on the information currently available, we do not anticipate a significant increase or decrease to our tax contingencies for these issues within the next 12 months. We also continue to be subject to examination by the IRS for tax years 2010 to 2016.

We are subject to income tax in many jurisdictions outside the U.S. Our operations in certain jurisdictions remain subject to examination for tax years 1996 to 2016, some of which are currently under audit by local tax authorities. The resolutions of these audits are not expected to be material to our consolidated financial statements.

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NOTE 14 RESTRUCTURING CHARGES

Phone Hardware Integration

In July 2014, we announced a restructuring plan to simplify our organization and align NDS with our company s overall strategy (the Phone Hardware Integration Plan). Pursuant to the Phone Hardware Integration Plan, we eliminated approximately 19,000 positions in fiscal year 2015, including approximately 13,000 professional and factory positions related to the NDS business. The actions associated with the Phone Hardware Integration Plan were completed as of June 30, 2015.

In connection with the Phone Hardware Integration Plan, we incurred total restructuring charges of $1.3 billion, including severance expenses and other reorganization costs, primarily associated with our facilities consolidation and write-downs of certain assets. All restructuring charges incurred under the Phone Hardware Integration Plan were recognized in fiscal year 2015.

Phone Hardware Restructuring

In June 2015, management approved a plan to restructure our phone business to better focus and align resources (the Phone Hardware Restructuring Plan), under which we eliminated approximately 7,400 positions in fiscal year 2016.

In fiscal year 2015, we incurred restructuring charges of $780 million under the Phone Hardware Restructuring Plan, including severance expenses and other reorganization costs. In fiscal year 2016, we reversed $21 million of previously estimated restructuring charges related to contract termination costs. The actions associated with the Phone Hardware Restructuring Plan were substantially complete as of June 30, 2016, and are expected to be completed by the end of calendar year 2016.

2016 Restructuring

We periodically evaluate how to best deploy the company s resources. In the fourth quarter of 2016, management approved restructuring plans that would result in job eliminations, primarily across our smartphone hardware business and global sales. In addition to the elimination of 1,850 positions that were announced in May 2016, approximately 2,850 roles globally will be reduced during the year as an extension of the earlier plan, and these actions are expected to be completed by the end of fiscal year 2017.

In connection with the restructuring plans, we incurred restructuring charges of $501 million in fiscal year 2016, including severance expenses and other reorganization costs. We do not expect to incur additional charges for these restructuring plans in subsequent years.

Restructuring charges associated with each of these plans were included in impairment, integration, and restructuring expenses on our consolidated income statement, and reflected in Corporate and Other in our table of operating income (loss) by segment in Note 21 Segment Information and Geographic Data.

Changes in the restructuring liability were as follows:

(In millions)	**Severance**	**Other [a]**	**Total**
Restructuring liability as of June 30, 2015	**$ 588**	**$ 249**	**$ 837**

Restructuring charges	**372**	**129**	**501**
Reversal of prior year restructuring charges	**0**	**(21)**	**(21)**
Cash paid	**(466)**	**(112)**	**(578)**
Other	**(24)**	**(6)**	**(30)**
Restructuring liability as of June 30, 2016	**$ 470**	**$ 239**	**$ 709**

(a) *Other primarily reflects activities associated with the consolidation of our facilities and manufacturing operations, including contract termination costs and asset write-downs.*

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NOTE 15 UNEARNED REVENUE

Unearned revenue by segment was as follows:

(In millions)		
June 30,	**2016**	**2015**
Productivity and Business Processes	**$ 12,482**	$ 11,643
Intelligent Cloud	**11,472**	10,346
More Personal Computing	**3,246**	3,246
Corporate and Other	**6,709**	83
Total	**$ 33,909**	$ 25,318

Revenue from Windows 10 is primarily recognized at the time of billing in the More Personal Computing segment, and the deferral and subsequent recognition of revenue is reflected in Corporate and Other in the table above. As of June 30, 2016, we deferred a net $6.6 billion in revenue related to Windows 10.

NOTE 16 COMMITMENTS

Construction and Operating Lease Commitments

We have committed $2.0 billion for constructing new buildings, building improvements, and leasehold improvements as of June 30, 2016.

We have operating leases for most U.S. and international sales and support offices, research and development facilities, manufacturing facilities, retail stores, and certain equipment. Rental expense for facilities operating leases was $1.0 billion, $989 million, and $874 million, in fiscal years 2016, 2015, and 2014, respectively. Future minimum rental commitments under non-cancellable facilities operating leases in place as of June 30, 2016 are as follows:

(In millions)	
Year Ending June 30,	
2017	$ 961
2018	996
2019	922
2020	833
2021	634
Thereafter	2,118

Total	$ 6,464

Other Commitments

On June 11, 2016, we entered into a definitive agreement to acquire LinkedIn Corporation (LinkedIn) for $196 per share in an all-cash transaction valued at $26.2 billion, inclusive of LinkedIn s net cash (the Merger Agreement). We will finance the transaction primarily through the issuance of new indebtedness. The Merger Agreement has been unanimously approved by the Boards of Directors of both Microsoft and LinkedIn, and we expect the acquisition will close in the 2016 calendar year, subject to approval by LinkedIn s shareholders, satisfaction of certain regulatory approvals, and other customary closing conditions. The transaction is expected to accelerate the growth of LinkedIn, as well as Office 365 and Dynamics.

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NOTE 17 CONTINGENCIES

Patent and Intellectual Property Claims

IPCom patent litigation

IPCom GmbH & Co. (IPCom) is a German company that holds a large portfolio of mobile technology-related patents spanning about 170 patent families and addressing a broad range of cellular technologies. IPCom has asserted 19 of these patents in litigation against Nokia and many of the leading cell phone companies and operators. In November 2014, Microsoft and IPCom entered into a standstill agreement staying all of the pending litigation against Microsoft to permit the parties to pursue settlement discussions.

InterDigital patent litigation

InterDigital Technology Corporation and InterDigital Communications Corporation (collectively, IDT) filed four patent infringement cases against Nokia in the International Trade Commission (ITC) and in U.S. District Court for the District of Delaware between 2007 and 2013. We have been added to these cases as a defendant. IDT has cases pending against other defendants based on the same patents because most of the patents at issue allegedly relate to 3G and 4G wireless communications standards essential functionality. The cases involving us include three ITC investigations where IDT sought an order excluding importation of 3G and 4G phones into the U.S. and one active case in U.S. District Court in Delaware seeking an injunction and damages. Each of the ITC matters has been resolved in our favor. In September 2015, in an *inter partes* review the United States Patent Trial and Appeal Board issued a final written decision that deemed unpatentable all asserted claims of the patent remaining at issue in the Delaware case. IDT has appealed this decision to the U.S. Court of Appeals for the Federal Circuit. The Delaware case has been stayed pending final completion of the *inter partes* review (including appeals and any subsequent proceedings in the Patent Office). We filed an antitrust complaint against IDT in the District of Delaware in August 2015 asserting violations of Section 2 of the Sherman Act, alleging the unlawful exploitation of standard essential patents. IDT filed a motion to dismiss, which the District Court denied.

European copyright levies

We assumed from Nokia all potential liability due to Nokia s alleged failure to pay private copying levies in various European countries based upon sale of memory cards and mobile phones that incorporate blank memory. The levies are based upon a 2001 European Union (EU) Directive establishing a right for end users to make copies of copyrighted works for personal or private use, but also allowing the collection of levies based upon sales of blank media or recording devices to compensate copyright holders for private copying. Various collecting societies in EU countries initiated litigation against Nokia, stating that Nokia must pay levies not only based upon sales of blank memory cards, but also phones that include blank memory for data storage on the phones, regardless of actual usage of that memory. The most significant cases against Nokia are pending in Germany and Austria, due to both the high volume of sales and high levy amounts sought in these countries. In December 2015, the industry group BITKOM, of which we are a member, reached a settlement with the German collecting society for all claims from 2008 forward, leaving litigation only for the period 2004-2007 pending in Germany. In addition, the industry is engaged in settlement negotiations with the Austrian collecting society. We have also settled copyright levies litigation in Spain and France.

Other patent and intellectual property claims

In addition to these cases, there were 54 other patent infringement cases pending against Microsoft as of June 30, 2016.

Antitrust, Unfair Competition, and Overcharge Class Actions

Antitrust and unfair competition class action lawsuits were filed against us in British Columbia, Ontario, and Quebec, Canada. All three have been certified on behalf of Canadian indirect purchasers who acquired licenses for Microsoft operating system software and/or productivity application software between 1998 and 2010.

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The trial of the British Columbia action commenced in May 2016. The plaintiffs are expected to file their case in chief in August 2016, setting out claims made, authorities, and evidence in support. A six-month oral hearing is scheduled to commence in September 2017, consisting of cross examination on witness affidavits. The Ontario and Quebec cases are inactive.

Other Antitrust Litigation and Claims

*China State Administration for Industry and Commerce investigatio*n

In 2014, Microsoft was informed that China s State Administration for Industry and Commerce (SAIC) had begun a formal investigation relating to China s Anti-Monopoly Law, and the SAIC conducted onsite inspections of Microsoft offices in Beijing, Shanghai, Guangzhou, and Chengdu. SAIC has stated the investigation relates to compatibility, bundle sales, file verification issues related to Windows and Office software, and potentially other issues.

Product-Related Litigation

U.S. cell phone litigation

Nokia, along with other handset manufacturers and network operators, is a defendant in 19 lawsuits filed in the Superior Court for the District of Columbia by individual plaintiffs who allege that radio emissions from cellular handsets caused their brain tumors and other adverse health effects. We assumed responsibility for these claims as part of the NDS acquisition and have been substituted for the Nokia defendants. Nine of these cases were filed in 2002 and are consolidated for certain pre-trial proceedings; the remaining 10 cases are stayed. In a separate 2009 decision, the Court of Appeals for the District of Columbia held that adverse health effect claims arising from the use of cellular handsets that operate within the U.S. Federal Communications Commission radio frequency emission guidelines (FCC Guidelines) are pre-empted by federal law. The plaintiffs allege that their handsets either operated outside the FCC Guidelines or were manufactured before the FCC Guidelines went into effect. The lawsuits also allege an industry-wide conspiracy to manipulate the science and testing around emission guidelines.

In 2013, defendants in the consolidated cases moved to exclude plaintiffs expert evidence of general causation on the basis of flawed scientific methodologies. In 2014, the court granted in part defendants motion to exclude plaintiffs general causation experts. The plaintiffs filed an interlocutory appeal challenging the standard for evaluating expert scientific evidence, which the District of Columbia Court of Appeals agreed to hear *en banc*. Trial court proceedings are stayed pending resolution of the appeal.

Canadian cell phone class action

Nokia, along with other handset manufacturers and network operators, is a defendant in a 2013 class action lawsuit filed in the Supreme Court of British Columbia by a purported class of Canadians who have used cellular phones for at least 1,600 hours, including a subclass of users with brain tumors. Microsoft was served with the complaint in June 2014 and has been substituted for the Nokia defendants. The litigation is not yet active as several defendants remain to be served.

Other

We also are subject to a variety of other claims and suits that arise from time to time in the ordinary course of our business. Although management currently believes that resolving claims against us, individually or in aggregate, will not have a material adverse impact on our consolidated financial statements, these matters are subject to inherent uncertainties and management s view of these matters may change in the future.

As of June 30, 2016, we accrued aggregate legal liabilities of $521 million in other current liabilities. While we intend to defend these matters vigorously, adverse outcomes that we estimate could reach approximately $1.6 billion in aggregate beyond recorded amounts are reasonably possible. Were unfavorable final outcomes to occur, there exists the possibility of a material adverse impact on our consolidated financial statements for the period in which the effects become reasonably estimable.

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Indemnifications

We provide indemnifications of varying scope and size to certain customers against claims of intellectual property infringement made by third parties arising from the use of our products and certain other matters. Additionally, we have agreed to cover damages resulting from breaches of certain security and privacy commitments in our cloud business. We evaluate estimated losses for these indemnifications, and we consider such factors as the degree of probability of an unfavorable outcome and the ability to make a reasonable estimate of the amount of loss. To date, we have not encountered significant costs as a result of these obligations and have not accrued any liabilities related to these indemnifications on our consolidated financial statements.

NOTE 18 STOCKHOLDERS EQUITY

Shares Outstanding

Shares of common stock outstanding were as follows:

(In millions)

Year Ended June 30,	**2016**	**2015**	**2014**
Balance, beginning of year	**8,027**	8,239	8,328
Issued	**75**	83	86
Repurchased	**(294)**	(295)	(175)
Balance, end of year	**7,808**	8,027	8,239

Share Repurchases

On September 16, 2013, our Board of Directors approved a share repurchase program authorizing up to $40.0 billion in share repurchases. The share repurchase program became effective on October 1, 2013, has no expiration date, and may be suspended or discontinued at any time without notice. This share repurchase program replaced the share repurchase program that was announced on September 22, 2008 and expired on September 30, 2013. As of June 30, 2016, $7.1 billion remained of our $40.0 billion share repurchase program. All repurchases were made using cash resources.

We repurchased the following shares of common stock under the above-described repurchase plans:

(In millions)	**Shares**	**Amount**	**Shares**	**Amount**	**Shares**	**Amount**
Year Ended June 30,		**2016**		**2015**		**2014** [(a)]
First quarter	**89**	**$ 4,000**	43	$ 2,000	47	$ 1,500

Second quarter	**66**	**3,600**	43	2,000	53	2,000
Third quarter	**69**	**3,600**	116	5,000	47	1,791
Fourth quarter	**70**	**3,600**	93	4,209	28	1,118
Total	**294**	**$ 14,800**	295	$ 13,209	175	$ 6,409

(a) *Of the 175 million shares repurchased in fiscal year 2014, 128 million shares were repurchased for $4.9 billion under the share repurchase program approved by our Board of Directors on September 16, 2013 and 47 million shares were repurchased for $1.5 billion under the share repurchase program that was announced on September 22, 2008 and expired on September 30, 2013.*

The above table excludes shares repurchased to settle statutory employee tax withholding related to the vesting of stock awards.

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Dividends

In fiscal year 2016, our Board of Directors declared the following dividends:

Declaration Date	Dividend Per Share	Record Date	Total Amount (In millions)	Payment Date
September 15, 2015	**$ 0.36**	**November 19, 2015**	**$ 2,868**	**December 10, 2015**
December 2, 2015	**$ 0.36**	**February 18, 2016**	**$ 2,842**	**March 10, 2016**
March 15, 2016	**$ 0.36**	**May 19, 2016**	**$ 2,821**	**June 9, 2016**
June 14, 2016	**$ 0.36**	**August 18, 2016**	**$ 2,811**	**September 8, 2016**

The dividend declared on June 14, 2016 will be paid after the filing date of the 2016 Form 10-K and was included in other current liabilities as of June 30, 2016.

In fiscal year 2015, our Board of Directors declared the following dividends:

Declaration Date	Dividend Per Share	Record Date	Total Amount (In millions)	Payment Date
September 16, 2014	$ 0.31	November 20, 2014	$ 2,547	December 11, 2014
December 3, 2014	$ 0.31	February 19, 2015	$ 2,532	March 12, 2015
March 10, 2015	$ 0.31	May 21, 2015	$ 2,496	June 11, 2015
June 9, 2015	$ 0.31	August 20, 2015	$ 2,475	September 10, 2015

The dividend declared on June 9, 2015 was included in other current liabilities as of June 30, 2015.

NOTE 19 ACCUMULATED OTHER COMPREHENSIVE INCOME

The following table summarizes the changes in accumulated other comprehensive income by component:

(In millions)

Year Ended June 30,	2016	2015	2014
Derivatives			
Accumulated other comprehensive income balance, beginning of period	**$ 590**	$ 31	$ 66
Unrealized gains, net of tax effects of **$24**, $35 and $2	**351**	1,152	63
Reclassification adjustments for gains included in revenue	**(625)**	(608)	(104)
Tax expense included in provision for income taxes	**36**	15	6
Amounts reclassified from accumulated other comprehensive income	**(589)**	(593)	(98)
Net current period other comprehensive income (loss)	**(238)**	559	(35)
Accumulated other comprehensive income balance, end of period	**$ 352**	$ 590	$ 31
Investments			
Accumulated other comprehensive income balance, beginning of period	**$ 3,169**	$ 3,531	$ 1,794
Unrealized gains, net of tax effects of **$120**, $59 and $1,067	**219**	110	2,053
Reclassification adjustments for gains included in other income (expense), net	**(688)**	(728)	(447)
Tax expense included in provision for income taxes	**241**	256	131
Amounts reclassified from accumulated other comprehensive income	**(447)**	(472)	(316)
Net current period other comprehensive income (loss)	**(228)**	(362)	1,737
Accumulated other comprehensive income balance, end of period	**$ 2,941**	$ 3,169	$ 3,531
Translation Adjustments and Other			
Accumulated other comprehensive income (loss) balance, beginning of period	**$ (1,237)**	$ 146	$ (117)
Translation adjustments and other, net of tax effects of **$(33)**, $16 and $12	**(519)**	(1,383)	263
Accumulated other comprehensive income (loss) balance, end of period	**$ (1,756)**	$ (1,237)	$ 146
Accumulated other comprehensive income, end of period	**$ 1,537**	$ 2,522	$ 3,708

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NOTE 20 EMPLOYEE STOCK AND SAVINGS PLANS

We grant stock-based compensation to employees and directors. As of June 30, 2016 an aggregate of 214 million shares were authorized for future grant under our stock plans. Awards that expire or are canceled without delivery of shares generally become available for issuance under the plans. We issue new shares of Microsoft common stock to satisfy exercises and vesting of awards granted under all of our stock plans. We also have an ESPP for all eligible employees.

Stock-based compensation expense and related income tax benefits were as follows:

(In millions)

Year Ended June 30,	**2016**	**2015**	**2014**
Stock-based compensation expense	**$ 2,668**	$ 2,574	$ 2,446
Income tax benefits related to stock-based compensation	**882**	868	830

Stock Plans

Stock awards entitle the holder to receive shares of Microsoft common stock as the award vests. Stock awards generally vest over a four or five-year service period.

Executive incentive plan

Under the Executive Incentive Plan, the Compensation Committee approves stock awards to executive officers and certain senior executives. The stock awards vest ratably in August of each of the four years following the grant date.

Activity for all stock plans

The fair value of stock awards were estimated on the date of grant using the following assumptions:

Year Ended June 30,	**2016**	**2015**	**2014**
Dividends per share (quarterly amounts)	**$ 0.31 - $ 0.36**	$ 0.28 - $ 0.31	$ 0.23 - $ 0.28
Interest rates	**1.1% -1.8%**	1.2% - 1.9%	1.3% - 1.8%

During fiscal year 2016, the following activity occurred under our stock plans:

	Shares	Weighted Average Grant-Date Fair Value
	(In millions)	
Stock Awards		
Nonvested balance, beginning of year	**216**	**$ 32.72**
Granted	**83**	**$ 41.51**
Vested	**(85)**	**$ 30.98**
Forfeited	**(20)**	**$ 35.93**
Nonvested balance, end of year	**194**	**$ 36.92**

As of June 30, 2016, there was approximately $4.8 billion of total unrecognized compensation costs related to stock awards. These costs are expected to be recognized over a weighted average period of 3 years. The weighted average grant-date fair value of stock award granted was $41.51, $42.36, and $31.50 for fiscal years 2016, 2015, and 2014, respectively. The fair value of stock awards vested was $3.9 billion, $4.2 billion, and $3.2 billion, for fiscal years 2016, 2015, and 2014, respectively.

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Employee Stock Purchase Plan

We have an ESPP for all eligible employees. Shares of our common stock may be purchased by employees at three-month intervals at 90% of the fair market value on the last trading day of each three-month period. Employees may purchase shares having a value not exceeding 15% of their gross compensation during an offering period. Employees purchased the following shares during the periods presented:

(Shares in millions)

Year Ended June 30,	**2016**	2015	2014
Shares purchased	**15**	16	18
Average price per share	**$ 44.83**	$ 39.87	$ 33.60

As of June 30, 2016, 142 million shares of our common stock were reserved for future issuance through the ESPP.

Savings Plan

We have a savings plan in the U.S. that qualifies under Section 401(k) of the Internal Revenue Code, and a number of savings plans in international locations. Participating U.S. employees may contribute a portion of their salary, subject to certain limitations. Beginning January 2016, we contribute fifty cents for each dollar a participant contributes in this plan, with a maximum employer contribution of 50% of the IRS contribution limit for the calendar year. Prior to January 2016, we contributed fifty cents for each dollar of the first 6% a participant contributed in this plan, with a maximum contribution of the lesser of 3% of a participant s earnings or 3% of the IRS compensation limit for the calendar year. Matching contributions for all plans were $549 million, $454 million, and $420 million in fiscal years 2016, 2015, and 2014, respectively, and were expensed as contributed.

NOTE 21 SEGMENT INFORMATION AND GEOGRAPHIC DATA

In its operation of the business, management, including our chief operating decision maker, reviews certain financial information, including segmented internal profit and loss statements prepared on a basis not consistent with U.S. GAAP.

In June 2015, we announced a change in organizational structure to align to our strategic direction as a productivity and platform company. During the first quarter of fiscal year 2016, our chief operating decision maker requested changes in the information that he regularly reviews for purposes of allocating resources and assessing performance. As a result, beginning in fiscal year 2016, we report our financial performance based on our new segments, Productivity and Business Processes, Intelligent Cloud, and More Personal Computing, and analyze operating income as the measure of segment profitability. We have recast certain prior period amounts to conform to the way we internally manage and monitor segment performance.

Our reportable segments are described below.

Productivity and Business Processes

Our Productivity and Business Processes segment consists of products and services in our portfolio of productivity, communication, and information services, spanning a variety of devices and platforms. This segment primarily comprises:

Office Commercial, including volume licensing and subscriptions to Office 365 commercial for products and services such as Office, Exchange, SharePoint, and Skype for Business, and related Client Access Licenses (CALs).

Office Consumer, including Office sold through retail or through an Office 365 consumer subscription, and Office Consumer Services, including Skype, Outlook.com, and OneDrive.

Dynamics business solutions, including Dynamics ERP products, Dynamics CRM on-premises, and Dynamics CRM Online.

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Intelligent Cloud

Our Intelligent Cloud segment consists of our public, private, and hybrid server products and cloud services that can power modern business. This segment primarily comprises:

- Server products and cloud services, including Microsoft SQL Server, Windows Server, Visual Studio, System Center, and related CALs, as well as Azure.
- Enterprise Services, including Premier Support Services and Microsoft Consulting Services.

More Personal Computing

Our More Personal Computing segment consists of products and services geared towards harmonizing the interests of end users, developers, and IT professionals across screens of all sizes. This segment primarily comprises:

- Windows, including Windows original equipment manufacturer licensing (Windows OEM) and other non-volume licensing of the Windows operating system, volume licensing of the Windows operating system, patent licensing, Windows Embedded, MSN display advertising, and Windows Phone licensing.
- Devices, including Surface, phones, and PC accessories.
- Gaming, including Xbox hardware; Xbox Live, comprising transactions, subscriptions, and advertising; video games; and third-party video game royalties.
- Search advertising.

Revenue and costs are generally directly attributed to our segments. However, due to the integrated structure of our business, certain revenue recognized and costs incurred by one segment may benefit other segments. Revenue on certain contracts is allocated among the segments based on the relative value of the underlying products and services, which can include allocation based on actual prices charged, prices when sold separately, or estimated costs plus a profit margin. Cost of revenue is allocated in certain cases based on a relative revenue methodology. Operating expenses that are allocated primarily include those relating to marketing of products and services from which multiple segments benefit, and are generally allocated based on relative gross margin.

In addition, certain costs incurred at a corporate level that are identifiable and that benefit our segments are allocated to them. These allocated costs include costs of: legal, including settlements, and fines; information technology; human resources; finance; excise taxes; field selling; shared facilities services; and customer service and support. Each allocation is measured differently based on the specific facts and circumstances of the costs being allocated. Certain corporate-level activity is not allocated to our segments, including impairment, integration, and restructuring expenses.

Segment revenue and operating income (loss) were as follows during the periods presented:

(In millions)

Year Ended June 30,	**2016**	**2015**	**2014**
Revenue			
Productivity and Business Processes	**$ 26,487**	$ 26,430	$ 26,976
Intelligent Cloud	**25,042**	23,715	21,735
More Personal Computing	**40,460**	43,160	38,460
Corporate and Other	**(6,669)**	275	(338)
Total revenue	**$ 85,320**	$ 93,580	$ 86,833

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(In millions)

Year Ended June 30,	**2016**	**2015**	**2014**
Operating income (loss)			
Productivity and Business Processes	**$ 12,461**	$ 13,359	$ 14,173
Intelligent Cloud	**9,358**	9,871	8,446
More Personal Computing	**6,142**	4,667	5,605
Corporate and Other	**(7,779)**	(9,736)	(465)
Total operating income	**$ 20,182**	$ 18,161	$ 27,759

Corporate and Other operating income (loss) includes adjustments to conform our internal accounting policies to U.S. GAAP, and impairment, integration, and restructuring expenses. Significant internal accounting policies that differ from U.S. GAAP relate to revenue recognition.

Corporate and Other operating income (loss) activity was as follows during the periods presented:

(In millions)

Year Ended June 30,	**2016**	**2015**	**2014**
Impairment, integration and restructuring expenses	**$ (1,110)**	$ (10,011)	$ (127)
Revenue reconciling amounts and other [(a)]	**(6,669)**	275	(338)
Total Corporate and Other	**$ (7,779)**	$ (9,736)	$ (465)

(a) *Revenue reconciling amounts and other for fiscal year 2016 primarily consisted of a net $6.6 billion of revenue deferrals related to sales of Windows 10. Revenue reconciling amounts for fiscal year 2015 included a net $303 million of previously deferred net revenue related to sales of bundled products and services (Bundled Offerings). Revenue reconciling amounts for fiscal year 2014 included a net $349 million of revenue deferrals related to Bundled Offerings.*

No sales to an individual customer or country other than the United States accounted for more than 10% of fiscal year 2016, 2015, or 2014 revenue. Revenue, classified by the major geographic areas in which our customers are located, was as follows:

(In millions)

Year Ended June 30,	**2016**	**2015**	**2014**
United States [(a)]	**$ 40,578**	$ 42,941	$ 43,474

Other countries	**44,742**	50,639	43,359
Total	**$ 85,320**	$ 93,580	$ 86,833

(a) *Includes billings to OEMs and certain multinational organizations because of the nature of these businesses and the impracticability of determining the geographic source of the revenue.*

Revenue from external customers, classified by significant product and service offerings were as follows:

(In millions)

Year Ended June 30,	**2016**	**2015**	**2014**
Microsoft Office system	**$ 23,588**	$ 23,538	$ 24,323
Server products and tools	**19,177**	18,612	17,055
Xbox	**9,395**	9,121	8,643
Windows PC operating system	**8,104** (a)	14,826	16,856
Advertising	**6,098**	4,557	4,016
Consulting and product support services	**5,641**	5,090	4,767
Surface	**4,108**	3,900	1,883
Phone	**3,358**	7,702	3,073
Other	**5,851**	6,234	6,217
Total	**$ 85,320**	$ 93,580	$ 86,833

(a) *Includes a net $6.6 billion of revenue deferrals related to sales of Windows 10.*

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Our total commercial cloud revenue, which primarily comprises Office 365 commercial, Azure, Dynamics Online, and other cloud properties, was $9.5 billion, $5.8 billion, and $2.8 billion in fiscal years 2016, 2015, and 2014, respectively. These amounts are included in their respective product categories in the table above.

Assets are not allocated to segments for internal reporting presentations. A portion of amortization and depreciation is included with various other costs in an overhead allocation to each segment; it is impracticable for us to separately identify the amount of amortization and depreciation by segment that is included in the measure of segment profit or loss.

Long-lived assets, excluding financial instruments and tax assets, classified by the location of the controlling statutory company and with countries over 10% of the total shown separately, were as follows:

(In millions)

June 30,	**2016**	**2015**	**2014**
United States	**$ 22,819**	$ 19,562	$ 17,653
Luxembourg	**6,854**	6,879	6,913
Finland	**389**	1,757	9,840
Other countries	**9,899**	8,307	5,713
Total	**$ 39,961**	$ 36,505	$ 40,119

NOTE 22 — QUARTERLY INFORMATION (UNAUDITED)

(In millions, except per share amounts)

Quarter Ended	**September 30**	**December 31**	**March 31**	**June 30**	**Total**
Fiscal Year 2016					
Revenue [(a)]	**$ 20,379**	**$ 23,796**	**$ 20,531**	**$ 20,614**	**$ 85,320**
Gross margin	**13,172**	**13,924**	**12,809**	**12,635**	**52,540**
Operating income	**5,793**	**6,026**	**5,283**	**3,080**	**20,182**
Net income	**4,902**	**5,018**	**3,756**	**3,122** [(b)]	**16,798** [(b)]
Basic earnings per share	**0.61**	**0.63**	**0.48**	**0.40**	**2.12**
Diluted earnings per share	**0.61**	**0.62**	**0.47**	**0.39** [(b)]	**2.10** [(b)]
Fiscal Year 2015					
Revenue	$ 23,201	$ 26,470	$ 21,729	$ 22,180	$ 93,580
Gross margin	14,928	16,334	14,568	14,712	60,542
Operating income (loss)	5,844	7,776	6,594	(2,053)	18,161

Net income (loss)	4,540	5,863	4,985	(3,195) (c)	12,193 (d)
Basic earnings (loss) per share	0.55	0.71	0.61	(0.40)	1.49
Diluted earnings (loss) per share	0.54	0.71	0.61	(0.40) (c)	1.48 (d)

(a) *Reflects the impact of the net revenue deferral from Windows 10 of $1.3 billion, $1.7 billion, $1.6 billion, and $2.0 billion, for the first, second, third, and fourth quarter of fiscal year 2016, respectively, and $6.6 billion for fiscal year 2016.*

(b) *Includes $630 million of asset impairment charges related to our phone business, and $480 million of restructuring charges associated with our 2016 restructuring plans, which together decreased net income and diluted EPS by $895 million and $0.11, respectively.*

(c) *Includes $7.5 billion of goodwill and asset impairment charges related to our phone business, and $940 million of integration and restructuring expenses, primarily associated with our Phone Hardware Restructuring Plan, which together decreased net income and diluted EPS by $8.3 billion and $1.02, respectively.*

(d) *Includes $7.5 billion of goodwill and asset impairment charges related to our phone business, and $2.5 billion of integration and restructuring expenses, primarily associated with our Phone Hardware Integration Plan and Phone Hardware Restructuring Plan, which together decreased net income and diluted EPS by $9.5 billion and $1.15, respectively.*

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of Microsoft Corporation

Redmond, Washington

We have audited the accompanying consolidated balance sheets of Microsoft Corporation and subsidiaries (the Company) as of June 30, 2016 and 2015, and the related consolidated statements of income, comprehensive income, cash flows, and stockholders equity for each of the three years in the period ended June 30, 2016. These financial statements are the responsibility of the Company s management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such consolidated financial statements present fairly, in all material respects, the financial position of Microsoft Corporation and subsidiaries as of June 30, 2016 and 2015, and the results of their operations and their cash flows for each of the three years in the period ended June 30, 2016, in conformity with accounting principles generally accepted in the United States of America.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the Company s internal control over financial reporting as of June 30, 2016, based on the criteria established in *Internal Control Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated July 28, 2016 expressed an unqualified opinion on the Company s internal control over financial reporting.

/s/ DELOITTE & TOUCHE LLP

Seattle, Washington

July 28, 2016

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ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

Not applicable.

ITEM 9A. CONTROLS AND PROCEDURES

Under the supervision and with the participation of our management, including the Chief Executive Officer and Chief Financial Officer, we have evaluated the effectiveness of our disclosure controls and procedures as required by Exchange Act Rule 13a-15(b) as of the end of the period covered by this report. Based on that evaluation, the Chief Executive Officer and Chief Financial Officer have concluded that these disclosure controls and procedures are effective.

REPORT OF MANAGEMENT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

Our management is responsible for establishing and maintaining adequate internal control over financial reporting for the company. Internal control over financial reporting is a process to provide reasonable assurance regarding the reliability of our financial reporting for external purposes in accordance with accounting principles generally accepted in the United States of America. Internal control over financial reporting includes maintaining records that in reasonable detail accurately and fairly reflect our transactions; providing reasonable assurance that transactions are recorded as necessary for preparation of our financial statements; providing reasonable assurance that receipts and expenditures of company assets are made in accordance with management authorization; and providing reasonable assurance that unauthorized acquisition, use, or disposition of company assets that could have a material effect on our financial statements would be prevented or detected on a timely basis. Because of its inherent limitations, internal control over financial reporting is not intended to provide absolute assurance that a misstatement of our financial statements would be prevented or detected.

Management conducted an evaluation of the effectiveness of our internal control over financial reporting based on the framework in *Internal Control Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this evaluation, management concluded that the company s internal control over financial reporting was effective as of June 30, 2016. There were no changes in our internal control over financial reporting during the quarter ended June 30, 2016 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting. Deloitte & Touche LLP has audited our internal control over financial reporting as of June 30, 2016; their report is included in Item 9A.

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Item 9A

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of Microsoft Corporation

Redmond, Washington

We have audited the internal control over financial reporting of Microsoft Corporation and subsidiaries (the Company) as of June 30, 2016, based on criteria established in *Internal Control Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission. The Company s management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Report of Management on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company s internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company s internal control over financial reporting is a process designed by, or under the supervision of, the company s principal executive and principal financial officers, or persons performing similar functions, and effected by the company s board of directors, management, and other personnel to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company s internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company s assets that could have a material effect on the financial statements.

Because of the inherent limitations of internal control over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may not be prevented or detected on a timely basis. Also, projections of any evaluation of the effectiveness of the internal control over financial reporting to future periods are subject to the risk that the controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of June 30, 2016, based on the criteria established in *Internal Control Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated financial statements as of and for the year ended June 30, 2016 of the Company and our report dated July 28, 2016 expressed an unqualified opinion on those financial statements.

/s/ DELOITTE & TOUCHE LLP

Seattle, Washington

July 28, 2016

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Item 9B, 10, 11, 12, 13, 14

ITEM 9B. OTHER INFORMATION

Not applicable.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

A list of our executive officers and biographical information appears in Part I, Item 1 of this Form 10-K. Information about our directors may be found under the caption Our director nominees in our Proxy Statement for the Annual Meeting of Shareholders to be held November 30, 2016 (the Proxy Statement). Information about our Audit Committee may be found under the caption Board committees in the Proxy Statement. That information is incorporated herein by reference.

The information in the Proxy Statement set forth under the caption Section 16(a) Beneficial ownership reporting compliance is incorporated herein by reference.

We have adopted the Microsoft Finance Code of Professional Conduct (the finance code of ethics), a code of ethics that applies to our Chief Executive Officer, Chief Financial Officer, Chief Accounting Officer and Corporate Controller, and other finance organization employees. The finance code of ethics is publicly available on our website at www.microsoft.com/investor/MSFinanceCode. If we make any substantive amendments to the finance code of ethics or grant any waiver, including any implicit waiver, from a provision of the code to our Chief Executive Officer, Chief Financial Officer, or Chief Accounting Officer and Corporate Controller, we will disclose the nature of the amendment or waiver on that website or in a report on Form 8-K.

ITEM 11. EXECUTIVE COMPENSATION

The information in the Proxy Statement set forth under the captions Director compensation, Named executive officer compensation, Compensation Committee interlocks and insider participation, and Compensation Committee report is incorporated herein by reference.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The information in the Proxy Statement set forth under the captions Stock ownership information and Equity compensation plan information is incorporated herein by reference.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

The information set forth in the Proxy Statement under the captions Director independence and Certain relationships and related transactions is incorporated herein by reference.

ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES

Information concerning principal accountant fees and services appears in the Proxy Statement under the headings Fees billed by Deloitte & Touche and Policy on Audit Committee pre-approval of audit and permissible non-audit services of independent auditor and is incorporated herein by reference.

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PART IV

Item 15

PART IV

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

(a) Financial Statements and Schedules
The financial statements are set forth under Item 8 of this Form 10-K, as indexed below. Financial statement schedules have been omitted since they either are not required, not applicable, or the information is otherwise included.

(b) Exhibit Listing

			Incorporated by Reference			
Exhibit Number	Ehibit Description	Filed Herewith	Form	Period Ending	Exhibit	Filing Date
2.1	Agreement and Plan of Merger, dated as of June 11, 2016, by and among Microsoft Corporation, Liberty Merger Sub Inc., and LinkedIn Corporation		8-K***		2.1	6/13/16
3.1	Amended and Restated Articles of Incorporation of Microsoft Corporation		8-K		3.1	3/17/16
3.2	Bylaws of Microsoft Corporation		8-K		3.2	7/5/16
4.1	Form of Indenture between Microsoft Corporation and The Bank of New York Mellon Trust Company, N.A., as Trustee (Base Indenture)		3-ASR		4.1	11/20/08

4.2	Form of First Supplemental Indenture for 2.95% Notes due 2014, 4.20% Notes due 2019, and 5.20% Notes due 2039, dated as of May 18, 2009, between Microsoft Corporation and The Bank of New York Mellon Trust Company, N.A., as Trustee, to the Base Indenture	8-K	4.2	5/15/09
4.5	Form of Second Supplemental Indenture for 0.875% Notes due 2013, 1.625% Notes due 2015, 3.00% Notes due 2020, and 4.50% Notes due 2040, dated as of September 27, 2010, 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	8-K	4.5	9/27/10

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Exhibit Number	Exhibit Description	Filed Herewith	Form	Incorporated by Reference Period Ending	Exhibit	Filing Date
4.6	Third Supplemental Indenture for 2.500% Notes due 2016, 4.000% Notes due 2021, and 5.300% Notes due 2041, dated as of February 8, 2011, 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		8-K		4.6	2/8/11
4.7	Fourth Supplemental Indenture for 0.875% Notes due 2017, 2.125% Notes due 2022, and 3.500% Notes due 2042, 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		8-K		4.7	11/7/12
4.8	Fifth Supplemental Indenture for 2.625% Notes due 2033, dated as of May 2, 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		8-K		4.1	5/1/13
4.9	Sixth Supplemental Indenture for 1.000% Notes due 2018, 2.375% Notes due 2023, and 3.750% Notes due 2043, dated as of May 2, 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		8-K		4.2	5/1/13
4.10	Seventh Supplemental Indenture for 2.125% Notes due 2021 and 3.125% Notes due 2028, 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		8-K		4.1	12/6/13
4.11	Eighth Supplemental Indenture for 1.625% Notes due 2018, 3.625% Notes due 2023, and 4.875% Notes due 2043, 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		8-K		4.2	12/6/13

Company, N.A., as Trustee

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Exhibit Number	Exhibit Description	Filed Herewith	Form	Incorporated by Reference Period Ending	Exhibit	Filing Date
4.12	Ninth Supplemental Indenture for 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, and 4.000% Notes due 2055, dated as of February 12, 2015, between Microsoft Corporation and U.S. Bank National Association, 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		8-K		4.1	2/12/15
4.13	Tenth Supplemental Indenture for 1.300% Notes due 2018, 2.000% Notes due 2020, 2.650% Notes due 2022, 3.125% Notes due 2025, 4.200% Notes due 2035, 4.450% Notes due 2045, and 4.750% Notes due 2055, dated as of November 3, 2015, between Microsoft Corporation and U.S. Bank National Association, 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		8-K		4.1	11/3/15
10.1*	Microsoft Corporation 2001 Stock Plan	X				
10.3*	Microsoft Corporation 1999 Stock Plan for Non-Employee Directors		8-K		10.3	11/15/04
10.4*	Microsoft Corporation Employee Stock Purchase Plan		10-K	6/30/12	10.4	7/26/12
10.5*	Microsoft Corporation Deferred Compensation Plan		10-Q	3/31/12	10.5	4/19/12
10.7*	Form of Stock Award Agreement for Non-Employee Directors under the Microsoft Corporation 1999 Stock Plan for Non-Employee Directors		10-K	6/30/04	10.9	9/1/04
10.10*	Form of Stock Option Agreement under the Microsoft Corporation 2001 Stock Plan		10-K	6/30/04	10.12	9/1/04
10.11*	Form of Stock Option Agreement for Non-Employee Directors under the 1999 Stock Plan for Non-Employee Directors		10-K	6/30/04	10.13	9/1/04
10.12	2009 Officers Indemnification Trust Agreement between Microsoft Corporation and The Bank of New York Mellon Trust Company, as trustee		10-K	6/30/10	10.12	7/30/10
10.13	Amended and Restated 2003 Indemnification Trust Agreement between Microsoft Corporation and The Bank of New York Mellon Trust Company, as trustee		10-K	6/30/10	10.13	7/30/10
10.14*	Microsoft Corporation Deferred Compensation Plan for Non-Employee Directors		10-K	6/30/15	10.14	7/31/15
10.17*	Executive Officer Incentive Plan		10-Q	9/30/15	10.17	10/22/15

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Exhibit Number	Exhibit Description	Filed Herewith	Form	Incorporated by Reference Period Ending	Exhibit	Filing Date
10.18*	Form of Executive Officer Incentive Plan Stock Award Agreement under the Microsoft Corporation 2001 Stock Plan		10-Q	9/30/15	10.18	10/22/15
10.19*	Resignation Agreement and Full and Final Release of Claims between Microsoft Corporation and Steven Sinofsky		10-K	6/30/13	10.19	7/30/13
10.21*	Stock Award Agreement under the Microsoft Corporation 2001 Stock Plan (Service-Based)		10-Q	9/30/15	10.21	10/22/15
10.22*	Senior Executive Severance Benefit Plan		10-Q	9/30/15	10.22	10/22/15
10.23*	Offer Letter, dated February 3, 2014, between Microsoft Corporation and Satya Nadella		8-K		10.1	2/4/14
10.24*	Long-Term Performance Stock Award Agreement between Microsoft Corporation and Satya Nadella		10-Q	12/31/14	10.24	1/26/15
10.25*	Form of Executive Officer Incentive Plan Performance Stock Award Agreement under the Microsoft Corporation 2001 Stock Plan		10-Q	9/30/15	10.25	10/22/15
12	Computation of Ratio of Earnings to Fixed Charges	X				
21	Subsidiaries of Registrant	X				
23.1	Consent of Independent Registered Public Accounting Firm	X				
31.1	Certifications of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	X				
31.2	Certifications of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	X				
32.1**	Certifications of Chief Executive Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	X				
32.2**	Certifications of Chief Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	X				
101.INS	XBRL Instance Document	X				
101.SCH	XBRL Taxonomy Extension Schema	X				
101.CAL	XBRL Taxonomy Extension Calculation Linkbase	X				
101.DEF	XBRL Taxonomy Extension Definition Linkbase	X				
101.LAB	XBRL Taxonomy Extension Label Linkbase	X				
101.PRE	XBRL Taxonomy Extension Presentation Linkbase	X				

* *Indicates a management contract or compensatory plan or arrangement*
** *Furnished, not filed*
*** *Form 8-K of LinkedIn Corporation*

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned; thereunto duly authorized, in the City of Redmond, State of Washington, on July 28, 2016.

MICROSOFT CORPORATION

/s/ FRANK H. BROD
Frank H. Brod
Corporate Vice President, Finance and Administration;

Chief Accounting Officer (Principal Accounting Officer)
Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of Registrant and in the capacities indicated on July 28, 2016.

Signature	Title
/s/ JOHN W. THOMPSON	Chairman
John W. Thompson	
/s/ SATYA NADELLA	Director and Chief Executive Officer
Satya Nadella	
/s/ WILLIAM H. GATES III	Director
William H. Gates III	
/s/ TERI L. LIST-STOLL	Director
Teri L. List-Stoll	
/s/ G. MASON MORFIT	Director
G. Mason Morfit	
/s/ CHARLES H. NOSKI	Director
Charles H. Noski	
/s/ HELMUT PANKE	Director
Helmut Panke	
/s/ SANDRA E. PETERSON	Director

Sandra E. Peterson	
/s/ Charles W. Scharf	Director
Charles W. Scharf	
/s/ John W. Stanton	Director
John W. Stanton	
/s/ Padmasree Warrior	Director
Padmasree Warrior	
/s/ Amy E. Hood	Executive Vice President and Chief Financial Officer
Amy E. Hood	(Principal Financial Officer)
/s/ Frank H. Brod	Corporate Vice President, Finance and Administration;
Frank H. Brod	Chief Accounting Officer (Principal Accounting Officer)