

MICROSOFT CORP
Form POS AM
June 20, 2003

As filed with the Securities and Exchange Commission on June 20, 2003

Registration No. 333-60782

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1

to

FORM S-3

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

MICROSOFT CORPORATION

(Exact name of registrant as specified in its charter)

Washington
(State or other jurisdiction
of incorporation or organization)

91-1144442
(IRS Employer
Identification No.)

One Microsoft Way

Redmond, Washington 98052-6399

(425) 882-8080

(Address, including zip code, and telephone

number including area code, of registrant's principal

executive office)

John Seethoff

Deputy General Counsel, Finance and Operations

One Microsoft Way

Redmond, Washington 98052-6399

(425) 882-8080

(Name, address, including zip code and telephone number,

including area code, of agent for service)

Copies of all communications to:

Christopher H. Cunningham

Ryan R. Montecucco

Preston Gates & Ellis LLP

925 Fourth Avenue, Suite 2900

Seattle, Washington 98104-1158

(206) 623-7580

Approximate date of commencement of proposed sale to the public: Not applicable.

If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. "

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, please check the following box. "

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

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If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box.

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with section 8(a) of the Securities Act of 1933 or until the registration statement shall become effective on such date as the Commission, acting pursuant to said section 8(a), may determine.

On May 11, 2001, Microsoft Corporation (Microsoft) filed a Registration Statement on Form S-3, SEC 1933 Act Number 333-60782 (the Registration Statement), which was subsequently amended on June 6, 2001, covering 1,198,178¹ shares of Microsoft s common stock (the Common Stock) on behalf of certain Selling Shareholders of Microsoft.

The Registration Statement was filed in order to register shares of Common Stock issued to former shareholders of Ensemble Studios Corporation (Ensemble) and iCommunicate Holding, Inc. (iCommunicate), companies which had been acquired by Microsoft on May 4, 2001 and April 11, 2001 respectively.

Pursuant to the terms of the Agreement and Plan of Reorganization between Microsoft and certain former shareholders of iCommunicate and the terms of the Agreement and Plan of Reorganization between Microsoft and certain former shareholders of Ensemble, Microsoft s obligation to maintain the effectiveness of the Registration Statement until the former shareholders of iCommunicate and Ensemble may have sold all of their Common Stock pursuant to Rule 144 has been satisfied. Accordingly, Microsoft hereby de-registers all of its Common Stock registered pursuant to the Registration Statement and remaining unsold thereunder.

¹ Represents 2,396,340 shares of Common Stock after taking into account the two-for-one stock split effected by Microsoft on February 14, 2003.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Redmond, State of Washington, on June 20, 2003.

MICROSOFT CORPORATION

By: /s/ KEITH R. DOLLIVER

Keith R. Dolliver

Associate General Counsel

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

*

Steven A. Ballmer

Chief Executive Officer, Director (Principal Executive Officer)

*

William H. Gates III

Chairman, Chief Software Architect, Director

*

John G. Connors

Senior Vice President, Finance and Administration, Chief Financial Officer

*

James I. Cash

Director

*

Raymond V. Gilmartin

Director

*

David F. Marquardt

Director

*

Ann McLaughlin Korologos

Director

*

W. G. Reed, Jr.

Director

*

Director

Jon A. Shirley

*By: /s/ KEITH R. DOLLIVER

Keith R. Dolliver

**Attorney-in-Fact pursuant to a power
of attorney attached as an Exhibit hereto.**

EXHIBIT INDEX

24. Consent Resolution of Board of Directors and Power of Attorney