EXHIBIT 50
PUBLIC REDACTED VERSION

Message
_____

From: Caitlin McCabe [████████████████████]
Sent: 11/20/2023 12:03:29 AM
To: Amy Hood [████████████████] Kevin Scott (CTO) [████████████████] Frank X. Shaw
[████████████] Satya Nadella [████████████] Brad Smith (CELA) [████████████]
Subject: RE: Draft

ACP

Thank you, updated version here incorporating the feedback. 📄 Proposed Statement_111923_v2.docx

Sent from Outlook

From: Amy Hood <████████████████>
Sent: Sunday, November 19, 2023 3:50 PM
To: Kevin Scott (CTO) <████████████████> Caitlin McCabe <████████████████> Frank X. Shaw
<████████████████> Satya Nadella <████████████████> Brad Smith (CELA) <████████████>
Subject: RE: Draft

I suggested a wordsmith edit to A as it just read a bit awkwardly to me.

And Brad's edits to the final talking point are very good.

From: Kevin Scott (CTO) <████████████████>
Sent: Sunday, November 19, 2023 3:44 PM
To: Caitlin McCabe <████████████████> Frank X. Shaw <████████████████> Satya Nadella
<████████████████> Brad Smith (CELA) <████████████████> Amy Hood <████████████████>
Subject: Re: Draft

I'd punch the safety language up more. At least pull it forward in the statement as an important shared value that we've been working hard on for a while and are committed to going forward.

K

—
Kevin Scott
CTO / Microsoft

From: Caitlin McCabe <████████████████>
Sent: Sunday, November 19, 2023 6:25:08 PM
To: Frank X. Shaw <████████████████> Kevin Scott (CTO) <████████████████> Satya Nadella
<████████████████> Brad Smith (CELA) <████████████████> Amy Hood <████████████████>
Subject: RE: Draft

ACP

Below are two draft statements Frank and I worked on for Option A and Option B, depending on where we land today. Additionally, further below is a statement Frank could potentially use on Satya's involvement in this, given the questions he is fielding from media. Let us know your feedback.

Thanks,
Caitlin

PROPOSED STATEMENT FROM SATYA- OPTION A:
Microsoft welcomes the changes to the OpenAI Board, and the return of Sam Altman, Greg Brockman, and other key leaders. We appreciate the leadership Mira Murati and the OAI management team have shown over these last few days. These changes to the board will drive better alignment and information sharing between our organizations and ensure that our two companies will continue our strong partnership, focused on delivering the best possible experience to customers in this new era of AI. We are excited about the product advancements OAI showed at their recent developer event, and the real-world value Microsoft is delivering to customers today across our tech stack. Developers are more productive because of GitHub Copilot, security professionals can more rapidly respond to cyberthreats using Security Copilot, and organizations of all sizes are seeing their employees become more creative and spend more time on what matters most to them using Microsoft 365 Copilot. We are committed to safely and responsibly delivering the value of this new era of AI and doing so in partnership with OAI. We look forward to the work we'll continue to drive together to distribute the benefits of this technology to our customers.

PROPOSED STATEMENT FROM SATYA- OPTION B:
Microsoft welcomes the return of Sam Altman, Greg Brockman, and other key leaders to OpenAI. We appreciate the leadership Mira Murati and the OAI management team have shown over these last few days and support the leadership team's actions. We are focused on ensuring our two companies continue our strong partnership, focused on delivering the best possible experience to customers in this new era of AI. We are excited about the product advancements OAI showed at their recent developer event, and the real-world value Microsoft is delivering to customers today across our tech stack. Developers are more productive because of GitHub Copilot, security professionals can more rapidly respond to cyberthreats using Security Copilot, and organizations of all sizes are seeing their employees become more creative and spend more time on what matters most to them using Microsoft 365 Copilot. We are committed to safely and responsibly delivering the value of this new era of AI and doing so in partnership with OAI. We look forward to the work we'll continue to drive together to distribute the benefits of this technology to our customers.

Possible Statement about Satya involvement:
Since learning of the news, Satya has been working with the OpenAI leadership team, board, and investors, to find a durable solution that allows the two companies to continue our partnership and keep delivering against our innovation roadmaps, while creating a governance structure that supports these ambitions.

Sent from Outlook

From: Frank X. Shaw <█████████████>
Sent: Sunday, November 19, 2023 10:08 AM
To: Kevin Scott (CTO) <████████████████   Satya Nadella <███████████████   Brad Smith (CELA)
<████████████   Amy Hood <███████████   Caitlin McCabe <███████████████
Subject: RE: Draft

ACP

In particular there is a thread out there about this being a "safety" disagreement....this is one we have to knock back.

From: Kevin Scott (CTO) <██████████████
Sent: Sunday, November 19, 2023 7:31 AM
To: Frank X. Shaw <████████████   Satya Nadella <████████████   Brad Smith (CELA)
<███████████   Amy Hood <██████████   Caitlin McCabe <███████████████
Subject: Re: Draft

Privileged and Confidential

Frank,

I can help you with the timeline and with our best understanding of what was going on. I think the reality was that a member of the board, Ilya Sutskever, had been increasingly at odds with his boss, Sam, over a variety of issues.

One of those issues is that there is a perfectly natural tension inside of the company between Research and Applied over resource allocations. The success of Applied has meant that headcount and GPUs got allocated to things like the API and ChatGPT. Research, which is responsible for training new models, could always use more GPUs because what they're doing is literally insatiable, and it's easy for them to look at the success of Applied and believe that in a zero sum game they are responsible for them waiting for GPUs to become available to do their work. I could tell you stories like this from every place I've ever worked, and it boils down to, even if you have two important, super successful things you're trying to work on simultaneously, folks rarely think about the global optima. They believe that their thing is more important, and that to the extent that things are zero sum, that the other thing is a cause of their woes. It's why Sam has pushed us so hard on capacity: he's the one thing about the global optima and trying to make things non-zero sum. The researchers at OAI do not appreciate that they would not have anywhere remotely as many GPUs as they do have if there were no Applied at all, and that Applied has a momentum all its own that must be fed. So the only reasonable thing to do is what Sam has been doing: figure out how to get more compute.

The second of the issues, and one that's deeply personal to Ilya, is that Jakub moreso than Ilya has been making the research breakthroughs that are driving things forward, to the point that Sam promoted Jakub, and put him charge of the major model research directions. After he did that, Jakub's work accelerated, and he's made some truly stunning progress that has accelerated in the past few weeks. I think that Ilya has had a very, very hard time with this, with this person that used to work for him suddenly becoming the leader, and perhaps more importantly, for solving the problem that Ilya has been trying to solve the past few years with little or no progress. Sam made the right choice as CEO here by promoting Jakub.

Now, in a normal company, if you don't like these two things, you'd appeal to your boss, and if he/she tells you that they've made their decision and that it's final, your recourse is accept the decision or quit. Here, and this is the piece that everyone should have been thinking harder about, the employee was also a founder and board member, and the board constitution was such that they were highly susceptible to a pitch by Ilya that portrays the decisions that Sam was making as bad. I think the things that made them susceptible, is that two of the board members were effective altruism folks who all things equal would like to have an infinite bag of money to build AGI-like things, just to study and ponder, but not to do anything with. None of them were experienced enough with running things, or understood the dynamic at OAI well enough to understand that firing Sam not only would not solve any of the concerns they had, but would make them worse. And none of them had experience, and didn't seek experience out, in how to handle something like a CEO transition, certainly not for the hottest company in the world.

The actual timeline of events through Friday afternoon as I understand them:

Thursday late night, the board let's Mira know what they're going to do. By board, it's Ilya, Tash, Helen, and Adam.

Mira calls me and Satya about 10-15 minutes before the board talks to Sam. This is the first either of us had heard of any of this. Mira sounded like she had been run over by a truck as she tells me.

OAI Board notifies Sam at noon on Friday that he's out, and that Greg is off the board, and immediately does a blog post.

OAI all hands at 2P to rattled staff.

Greg resigns. He was blindsided and hadn't been in the board deliberations, and hadn't agreed to stay.

Jakub and a whole horde of researchers reach out to Sam and Greg trying to understand what happened, expressing loyalty to them, and saying they will resign.

Friday night Jakub and a handful of others resign.

...

From: Frank X. Shaw <​███████████████>
Sent: Sunday, November 19, 2023 6:21 AM
To: Satya Nadella <​████████████████████>   Brad Smith (CELA) <​███████████████████>   Amy Hood <​████████████████>   Kevin Scott (CTO) <​████████████████>   Caitlin McCabe <​███████████████████>
Subject: RE: Draft

PRIVILEGED AND CONFIDENTIAL

Assuming we reach a resolution this morning, we're going to need to drive a set of stories with OAI that establishes a clear narrative of what happened, why, and what the future looks like. The coverage and story so far is all over the map, so we have a short window to lay down a clear "what" and timing. It needs to have some color and give context that allows people to piece together the last 48 hours. I've got a start below. I've picked the developer event as the inciting incdent – not fully sure how true it is but have heard this from several people so it has the ring of plausible to it. I'd like any reaction to this, and any additions – if we don't start (with OAI) telling a consistent story our recovery journey will be harder.

Narrative/Timeline:

Inciting incident: Developer event – too commercial, felt like it could have been apple/meta/etc. Board member x felt like it lost the sense of non profit/ea/mission the board had signed up for.

Timing: Without any significant conversation with either Sam, Mira, Greg, board decided to fire Sam <need time/date/color>. They <who> told Sam, then Mira, then Greg. All were shocked, reached out to each other, then other investors.

Kevin Scott and Satya Nadella were told, but not given a clear "why" behind what the board was doing, and in subsequent conversations with OAI team became clear that a massive talent exodus was imminent. In conversations with both the board and leaders at OAI, pursued two path – express support for OAI, and push to reverse the changes. Given the uncertainty about the motives of the board, also talked to Sam and Greg about what a potential "next" might be.

Saturday morning <confirm> Mira met with the remaining four boards members and laid out where things were – employees were quitting, investors had lost confidence, the current status quo would not hold. Either the board would restate Sam as CEO, resign and appoint an interim board, or Mira and other would quit. Investors, to include Microsoft, supported this. <do we say Mark Hurd was helping>

Board deliberates through the day. Sticking point is who should be on the board. <names kicked around> More employees weigh in on Twitter with expressions of support for Sam and other engineering leaders. Investors make clear that given confidence in board and structure, future investments not likely.

Resolution: At <time> board decides. OAI hall hands takes place. Back on track after one of the truly strangest 48 hours in corporate life.

From: Satya Nadella <​██████████████​>
Sent: Saturday, November 18, 2023 6:23 PM
To: Frank X. Shaw <████████████   Brad Smith (CELA) <████████████████   Amy Hood
<████████████████   Kevin Scott (CTO) <████████████   Caitlin McCabe <████████████████
Subject: Re: Draft

ACP

If we end up with something like this in terms of board composition... we are good.

So yes broad strokes this is right. And yes the Amy piece is accurate.

The place where their BoD is stuck is the composition of the new board. That is what I am trying to get them to decide.

From: Frank X. Shaw <████████████
Sent: Saturday, November 18, 2023 6:18 PM
To: Satya Nadella <████████████   Brad Smith (CELA) <████████████████   Amy Hood
<████████████████   Kevin Scott (CTO) <████████████   Caitlin McCabe <████████████████
Subject: FW: Draft

For visibility – does this track w/ expectations?

From: Hannah Wong <​████████████████​>
Sent: Saturday, November 18, 2023 6:16 PM
To: Frank X. Shaw <████████████
Subject: Draft

Hey Frank - this is what we're working on.

You'll notice mention of Amy below. Please let us know if it looks ok.

The rest of that paragraph may also change depending on what ends up being decided.

Thanks,
Hannah

#core post from Mira

Thank you everyone for bearing with us during an incredibly difficult last day and a half. Our leadership team has been working around the clock on a resolution with the board and I'm delighted to announce that @sama is returning as CEO. I'm very excited to return to my role as CTO, and I am deeply grateful that @gdb will be rejoining OpenAI along with @jakub, @aleksander, and @szymon.

While we believe that the board may have felt they were acting in the best interest of the company, the process through which Sam was dismissed jeopardized our mission and our work. The board, including Ilya, tendered their resignation as of 5 pm PST today.

Will Hurd, an earlier board member at OpenAI who has deep experience with our company, has been appointed to lead an interim Board and conduct a search for new, independent directors. We've invited Amy Hood, CFO of Microsoft, to be an observer to the Board in a non-voting capacity. I am confident that our search will result in a board with significantly improved credibility and judgment.

We will hold an all-hands tomorrow at 9 a.m. The leadership team will be in the office and anyone who would like to come in is welcome. We'll be livestreaming in the usual fashion and will record for those who can't tune in live.