

MICROSTRATEGY INC  
Form 10-Q/A  
November 05, 2007

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 10-Q/A**

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**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the Quarterly Period Ended September 30, 2007

OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from            to

Commission File Number 000-24435

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**MICROSTRATEGY INCORPORATED**

(Exact name of registrant as specified in its charter)

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Delaware

(State of incorporation)

1861 International Drive, McLean, VA

(Address of Principal Executive Offices)

22102

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(Zip Code)

51-0323571

(I.R.S. Employer

Identification Number)

**Registrant's telephone number, including area code: (703) 848-8600**

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Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer  Non-accelerated filer

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

The number of shares of the registrant's class A common stock and class B common stock outstanding on October 26, 2007 was 9,390,967 and 2,775,244, respectively.

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**EXPLANATORY NOTE**

This Form 10-Q/A (the Amendment ) amends our previously filed Form 10-Q for the quarter ended September 30, 2007 (the Quarterly Report ) and is being filed solely to correct an error in the number of shares of the registrant s class A common stock outstanding on October 26, 2007 set forth on the cover page of the Quarterly Report. The correct number of shares of the registrant s class A common stock outstanding on October 26, 2007 is 9,390,967.

All other information in the previously filed Quarterly Report remains unchanged. The Quarterly Report, as amended by this Amendment, continues to speak as of November 2, 2007 (the filing date of the previously filed Quarterly Report), and we have not updated the disclosure contained in the report to reflect any events that occurred following such date.

**PART II OTHER INFORMATION**

**Item 6. Exhibits**

<b>Exhibit Number</b>	<b>Description</b>
31.1	Certification pursuant to Rule 13a-14(a) or Rule 15d-14(a) of the Chairman of the Board of Directors, President and Chief Executive Officer.
31.2	Certification pursuant to Rule 13a-14(a) or Rule 15d-14(a) of the Vice President, Finance and Chief Financial Officer.
32	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

**MICROSTRATEGY INCORPORATED**

By: /s/ Arthur S. Locke, III  
Arthur S. Locke, III  
Vice President, Finance and Chief Financial Officer

Date: November 5, 2007