

MICROSTRATEGY INC  
Form 8-K  
February 23, 2010

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

WASHINGTON D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

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

**Date of Report (Date of earliest event reported): February 17, 2010**

**MICROSTRATEGY INCORPORATED**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**0-24435**  
(Commission  
File Number)

**51-0323571**  
(IRS Employer  
Identification No.)

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**1861 International Drive**

**McLean, Virginia**  
(Address of principal executive offices)

**22102**  
(Zip Code)

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

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

***2009 Bonus Awards for Certain Executive Officers***

On February 17, 2010, the Chief Executive Officer of MicroStrategy Incorporated (the Company) determined a cash bonus award to Sanju K. Bansal, Vice Chairman, Executive Vice President and Chief Operating Officer, in the amount of \$425,000 with respect to his performance in 2009.

On February 17, 2010, the Chief Executive Officer determined a cash bonus award to Jonathan F. Klein, Executive Vice President, Law & General Counsel, in the amount of \$650,000 with respect to his performance in 2009.

On February 17, 2010, the Chief Executive Officer determined a cash bonus award to Douglas K. Thede, Executive Vice President, Finance & Chief Financial Officer, in the amount of \$350,000 with respect to his performance in 2009.

The Chief Executive Officer determined the 2009 cash bonus awards to Messrs. Bansal, Klein and Thede based on a subjective evaluation of the individual's performance in the context of general economic and industry conditions and Company performance during 2009.

***2010 Salary Adjustments and Cash Bonus Targets for Certain Executive Officers***

On February 17, 2010, the Chief Executive Officer approved an increase to the annual salary of Sanju K. Bansal, Vice Chairman, Executive Vice President and Chief Operating Officer, resulting in an annual salary of \$400,000 effective January 1, 2010.

On February 17, 2010, the Chief Executive Officer established a cash bonus target for 2010 for Sanju K. Bansal, Vice Chairman, Executive Vice President and Chief Operating Officer, in the amount of \$450,000.

On February 17, 2010, the Chief Executive Officer approved an increase to the annual salary of Jonathan F. Klein, Executive Vice President, Law & General Counsel, resulting in an annual salary of \$550,000 effective January 1, 2010.

On February 17, 2010, the Chief Executive Officer established a cash bonus target for 2010 for Jonathan F. Klein, Executive Vice President, Law & General Counsel, in the amount of \$750,000.

On February 17, 2010, the Chief Executive Officer approved an increase to the annual salary of Douglas K. Thede, Executive Vice President, Finance & Chief Financial Officer, resulting in an annual salary of \$400,000 effective January 1, 2010.

On February 17, 2010, the Chief Executive Officer established a cash bonus target for 2010 for Douglas K. Thede, Executive Vice President, Finance & Chief Financial Officer, in the amount of \$400,000.

Awards pursuant to the foregoing cash bonus targets for 2010 for Messrs. Bansal, Klein and Thede will be determined by the Chief Executive Officer based on the Chief Executive Officer's subjective evaluation of the individual's performance in the context of general economic and industry conditions and Company performance during 2010.

**SIGNATURE**

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 hereunto duly authorized.

Date: February 22, 2010

MicroStrategy Incorporated  
(Registrant)

By: /s/ Michael J. Saylor

Name: Michael J. Saylor

Title: Chairman of the Board, President and Chief Executive Officer