

MICROSTRATEGY INC  
Form 8-K/A  
August 04, 2011

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

**WASHINGTON D.C. 20549**

**FORM 8-K/A**

**(Amendment No. 1)**

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF THE**

**SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported): May 9, 2011**

**MICROSTRATEGY INCORPORATED**

**(Exact name of registrant as specified in its charter)**

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(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

**1850 Towers Crescent Plaza**

**Tysons Corner, Virginia**  
(Address of principal executive offices)

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

**22182**  
(Zip Code)

(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))

**EXPLANATORY NOTE**

This Form 8-K/A is being filed as an amendment ( Amendment No. 1 ) to the Current Report on Form 8-K filed by MicroStrategy Incorporated (the Company ) with the U.S. Securities and Exchange Commission (the SEC ) on May 13, 2011 (the Original Filing ). The sole purpose of this Amendment No. 1 is to disclose, as required by SEC regulations, the Company s determination of the frequency of future stockholder advisory votes regarding the compensation of the Company s named executive officers (the Say-on-Pay Votes ). No other changes have been made to the Original Filing.

**Item 5.07(d). Submission of Matters to a Vote of Security Holders.**

As reported by the Company in the Original Filing, at the Company s 2011 Annual Meeting of Stockholders held on May 9, 2011, the Company s stockholders approved, on an advisory basis, holding future Say-on-Pay Votes every three years. After considering the outcome of such advisory stockholder vote, the Company s Board of Directors determined that the Company will hold a Say-on-Pay Vote every three years, with the next Say-on-Pay Vote to be held at the Company s 2014 Annual Meeting of Stockholders. The next advisory stockholder vote on the frequency of future Say-on-Pay votes will be held at the Company s 2017 Annual Meeting of Stockholders.

**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: August 4, 2011

MicroStrategy Incorporated

(Registrant)

By: /s/ Douglas K. Thede

Name: Douglas K. Thede

Title: Executive Vice President, Finance & Chief Financial Officer