

MICROSTRATEGY INC  
Form 8-K  
March 27, 2012

**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): March 21, 2012**

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

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**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))

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

On March 21, 2012, Angel.com Incorporated ( Angel.com ), a subsidiary of MicroStrategy Incorporated, amended its Amended and Restated 2009 Stock Incentive Plan (the Plan ) by adopting Amendment No. 1 to the Plan ( Amendment No. 1 ). Such amendment increased the aggregate number of shares of Angel.com s Class A Common Stock, par value \$0.001 per share (the Class A Common Stock ) that may be subject to awards under the Plan from 1,500,000 to 2,400,000. A copy of Amendment No. 1 is attached as Exhibit 99.2 hereto. The foregoing description is qualified in its entirety by reference to the full text of the Plan, as amended by Amendment No. 1.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
99.1	Angel.com Incorporated Amended and Restated 2009 Stock Incentive Plan (filed as Exhibit 99.1 to the registrant s Current Report on Form 8-K (File No. 000-24435) filed on September 9, 2009 and incorporated by reference herein)
99.2	Angel.com Incorporated Amendment No. 1 to Amended and Restated 2009 Stock Incentive Plan

**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: March 27, 2012

MicroStrategy Incorporated

(Registrant)

By: /s/ Douglas K. Thede

Name: Douglas K. Thede

Title: Executive Vice President, Finance & Chief Financial Officer

**EXHIBIT INDEX**

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