

MICROSTRATEGY INC  
Form 8-K  
April 28, 2005

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON D.C. 20549**

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**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): April 28, 2005

**MICROSTRATEGY INCORPORATED**

(Exact Name of Registrant as Specified in Charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

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

**51-0323571**  
(I.R.S. Employer  
Identification No.)

**1861 International Drive**

**McLean, Virginia**  
(Address of Principal Executive Offices)

**22102**  
(Zip Code)

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

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(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))
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**Item 4.01. Changes in Registrant's Certifying Accountant.**

On April 28, 2005, the Audit Committee of the Board of Directors of the Registrant appointed Grant Thornton LLP as the Registrant's independent accountant, such appointment to be effective upon the completion by the Registrant's current independent accountant of its review of the Registrant's financial statements as of and for the quarter ended March 31, 2005 in connection with the Registrant's filing of a Form 10-Q for such quarter.

During the fiscal years ended December 31, 2003 and 2004, and through April 28, 2005, the Registrant did not consult Grant Thornton LLP with respect to the application of accounting principles to a specified transaction, either completed or proposed, or the type of audit opinion that might be rendered on the Registrant's consolidated financial statements, or regarding any other matters or reportable events described under Item 304(a)(2) of Regulation S-K.

**Item 9.01 Financial Statements and Exhibits.**

(c) Exhibits

None.

**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: April 28, 2005

MicroStrategy Incorporated

(Registrant)

By: /s/ MICHAEL J. SAYLOR  
Name: Michael J. Saylor  
Title: Chairman of the Board, President and  
Chief Executive Officer