

MICROSTRATEGY INC
Form 8-K
October 26, 2015

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): October 23, 2015

MICROSTRATEGY INCORPORATED
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction

of incorporation)

1850 Towers Crescent Plaza

0-24435
(Commission

File Number)

51-0323571
(I.R.S. Employer

Identification No.)

22182

Tysons Corner, Virginia
(Address of principal executive offices) **(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 2.02. Results of Operations and Financial Condition.

On October 26, 2015, MicroStrategy Incorporated (the Company) issued a press release announcing the Company's financial results for the quarter ended September 30, 2015. A copy of this press release is attached as Exhibit 99.1 to this Current Report on Form 8-K.

The information disclosed pursuant to Item 2.02 in this Form 8-K (including Exhibit 99.1) shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934 (the Exchange Act) or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act except as expressly set forth by specific reference in such a filing.

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

Stock Incentive Plan Amendment

On October 23, 2015, the Company adopted Amendment No. 3 (Amendment No. 3) to the MicroStrategy Incorporated 2013 Stock Incentive Plan (as previously amended, the Plan), subject to stockholder approval, to increase the total number of shares of the Company's class A common stock authorized for issuance under the Plan by 200,000, from 1,500,000 to 1,700,000.

Any award granted under the Plan, as amended by Amendment No. 3, prior to stockholder approval of such amendment will be terminated or forfeited if stockholder approval of such amendment is not obtained within 12 months of the award grant date, and no such award may be exercised or settled prior to such stockholder approval.

This summary of Amendment No. 3 is qualified in its entirety by reference to the full text of the amendment, a copy of which is attached as an exhibit hereto.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

| Exhibit No. | Description |
|--------------------|---|
| 10.1 | Amendment No. 3 to the MicroStrategy Incorporated 2013 Stock Incentive Plan |
| 99.1 | Press release, dated October 26, 2015, regarding the Company's financial results for the quarter ended September 30, 2015 |

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: October 26, 2015

MicroStrategy Incorporated
(Registrant)

By: /s/ Phong Le

Name: Phong Le

Title: Senior Executive Vice President & Chief Financial
Officer

EXHIBIT INDEX

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