**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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**1. Name and Address of Reporting Person**
Norlin Kevin

C/O MICROSTRATEGY INCORPORATED
1850 TOWERS CRESCENT PLAZA
TYSONS CORNER, VA 22182

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**2. Issuer Name and Ticker or Trading Symbol**
MICROSTRATEGY Inc [ MSTR ]

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**3. Date of Earliest Transaction (Month/Day/Year)**
02/23/2019

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**4. If Amendment, Date of Original Filed**
02/23/2019

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**5. Relationship of Reporting Person(s) to Issuer**
X Officer (give title below)

SEVP, Worldwide Sales

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**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 3)</th>
<th>2. Transaction Date (Month/Day/Year)</th>
<th>3. Transaction Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Report Date (Instr. 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Employee Stock Option (Right to buy)</td>
<td>$145.41</td>
<td>02/23/2019</td>
<td>A</td>
<td>20,000</td>
<td>20,000</td>
<td>D</td>
</tr>
</tbody>
</table>

**Explanation of Responses:**
1. This option vests as to 5,000 shares on the first anniversary of the grant date and as to an additional 5,000 shares on each anniversary thereafter until the option is vested in full.

2. Mr. Norlin also directly owns an employee stock option to purchase 35,000 shares of Class A common stock with (i) an exercise price of $127.46 per share and (ii) an expiration date of April 30, 2028. Of the 35,000 shares subject to this option, 8,750 shares are scheduled to vest on April 30, 2019, 8,750 shares are scheduled to vest on April 30, 2020, 8,750 shares are scheduled to vest on April 30, 2021, and 8,750 shares are scheduled to vest on April 30, 2022.

**Remarks:**

/\ Kevin Norlin

**Signature of Reporting Person**
02/25/2019

**Date**

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).


Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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