**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

1. **Name and Address of Reporting Person**
   
   **Mayr Lisa**
   
   (Last) (First) (Middle)
   
   C/O MICROSTRATEGY INCORPORATED
   
   1850 TOWERS CRESCENT PLAZA
   
   (City) (State) (Zip)

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

3. **Date of Earliest Transaction (Month/Day/Year)**
   
   11/07/2019

4. **If Amendment, Date of Original Filed (Month/Day/Year)**

5. **Relationship of Reporting Person(s) to Issuer (Check all applicable)**
   
   Director
   
   Officer (give title below)
   
   X SEVP & CFO
   
   10% Owner
   
   Other (specify below)

6. **Individual or Joint/Group Filing (Check Applicable Line)**
   
   X Form filed by One Reporting Person
   
   Form filed by More than One Reporting Person

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

<table>
<thead>
<tr>
<th>Code</th>
<th>V</th>
<th>Amount</th>
<th>Transaction Date (Month/Day/Year)</th>
</tr>
</thead>
<tbody>
<tr>
<td>A</td>
<td>(A)</td>
<td>60,000</td>
<td>11/07/2019</td>
</tr>
</tbody>
</table>

**Price of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)**

<table>
<thead>
<tr>
<th>Price</th>
<th>Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>$0.00</td>
<td>60,000</td>
</tr>
</tbody>
</table>

**Ownership Form: Direct (D) or Indirect (I) (Instr. 4)**

| D | D |

**Nature of Indirect Beneficial Ownership (Instr. 4)**

<table>
<thead>
<tr>
<th>Code</th>
<th>V</th>
<th>Amount or Number of Shares</th>
<th>Date Exercisable</th>
<th>Expiration Date</th>
</tr>
</thead>
<tbody>
<tr>
<td>A</td>
<td>(A)</td>
<td>60,000</td>
<td>(i)</td>
<td>11/07/2029</td>
</tr>
</tbody>
</table>

**Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)**

<table>
<thead>
<tr>
<th>Title</th>
<th>Amount or Number of Shares</th>
</tr>
</thead>
<tbody>
<tr>
<td>Class A Common Stock</td>
<td>60,000</td>
</tr>
</tbody>
</table>

**Employee Stock Option (Right to buy)**

<table>
<thead>
<tr>
<th>Code</th>
<th>V</th>
<th>Amount or Number of Shares</th>
<th>Date Exercisable</th>
<th>Expiration Date</th>
</tr>
</thead>
<tbody>
<tr>
<td>D</td>
<td>(D)</td>
<td>$155.78</td>
<td>11/07/2019</td>
<td>11/07/2029</td>
</tr>
</tbody>
</table>

**Explaination of Responses:**

1. This option vests as to 15,000 shares on the first anniversary of the grant date, and as to an additional 15,000 shares on each anniversary thereafter until the option is vested in full.

**Remarks:**

/s/ Lisa Mayr

11/08/2019

**Signature of Reporting Person**

**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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.