**Form 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**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**
   - Montgomery Jeanine

   (Last) (First) (Middle)

   C/O MICROSTRATEGY INCORPORATED

   1850 TOWERS CRESCENT PLAZA

   (Street)

   TYSONS CORNER

   VA 22182

   (City) (State) (Zip)

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

3. **Date of Earliest Transaction (Month/Day/Year)**
   - 11/13/2020

4. **Relationship of Reporting Person(s) to Issuer**
   - Director
   - X 10% Owner
   - Officer (give title below)
   - SVP & CAO

5. **Ownership Form: Direct (D) or Indirect (I)**
   - D

6. **Nature of Indirect Beneficial Ownership**: Account

7. **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 Reported Transaction(s) (Instr. 3 and 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Restricted Stock Units</td>
<td>11/13/2020</td>
<td>A</td>
<td>600</td>
<td>600</td>
</tr>
</tbody>
</table>

8. **Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>6. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>7. Title and Amount or Number of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Restricted Stock Units</td>
<td>(i)</td>
<td>(i)</td>
<td>(i)</td>
<td>(i)</td>
<td>(i)</td>
<td>(i)</td>
<td>(i)</td>
<td>(i)</td>
<td>(i)</td>
<td>(i)</td>
</tr>
</tbody>
</table>

9. **Explanation of Responses:**
   - 1. Each restricted stock unit represents a contingent right to receive one share of MicroStrategy class A common stock.
   - 2. The restricted stock units will become vested in equal annual installments over a four-year period, with the first 25% of the restricted stock units vesting on November 13, 2021 and an additional 25% on each anniversary thereafter until the restricted stock units become fully vested.
   - 3. See Exhibit A.

10. **Remarks:**

    /s/ W. Ming Shao, Attorney-in-Fact

    11/19/2020

**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.
Exhibit A:

Ms. Montgomery also directly owns an employee stock option to purchase 5,000 shares of Class A common stock with (i) an exercise price of $131.53 per share and (ii) an expiration date of February 8, 2028. Of the 5,000 shares subject to this option, 1,250 shares vested on February 8, 2019, 1,250 shares vested on February 8, 2020, 1,250 shares are scheduled to vest on February 8, 2021, and 1,250 shares are scheduled to vest on February 8, 2022.

Ms. Montgomery also directly owns an employee stock option to purchase 5,000 shares of Class A common stock with (i) an exercise price of $151.60 per share and (ii) an expiration date of November 22, 2029. Of the 5,000 shares subject to this option, 1,250 shares are scheduled to vest on November 22, 2020, 1,250 shares are scheduled to vest on November 22, 2021, 1,250 shares are scheduled to vest on November 22, 2022, and 1,250 shares are scheduled to vest on November 22, 2023.