

OMB APPROVAL	
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**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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>Adkisson Kevin</u> <hr/> (Last) (First) (Middle) <u>C/O MICROSTRATEGY INCORPORATED</u> <u>1850 TOWERS CRESCENT PLAZA</u> <hr/> (Street) <u>TYSONS CORNER</u> <u>VA</u> <u>22182</u> <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>MICROSTRATEGY Inc [ MSTR ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <u>SEVP &amp; CRO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/17/2022</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
<u>Class A Common Stock</u>								<u>111</u>	<u>D</u>	

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
<u>Employee Stock Option (Right to buy)</u>	<u>\$404.6</u>	<u>02/17/2022</u>		<u>A</u>		<u>20,000</u>		<u>(1)</u>	<u>02/17/2032</u>	<u>Class A Common Stock</u>	<u>20,000</u>	<u>\$0.00</u>	<u>20,000<sup>(2)</sup></u>	<u>D</u>	

**Explanation of Responses:**

- 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.
- See Exhibit A.

**Remarks:**

/s/ Joseph Phillips, Attorney-in-Fact 02/22/2022

\*\* 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).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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:

Mr. Adkisson also directly owns an employee stock option to purchase 5,625 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 5,625 shares subject to this option, 1,875 shares vested on November 22, 2021, 1,875 shares are scheduled to vest on November 22, 2022, and 1,875 shares are scheduled to vest on November 22, 2023.

Mr. Adkisson also directly owns an employee stock option to purchase 9,375 shares of Class A common stock with (i) an exercise price of \$123.92 per share and (ii) an expiration date of July 31, 2030. Of the 9,375 shares subject to this option, 3,125 shares are scheduled to vest on July 31, 2022, 3,125 shares are scheduled to vest on July 31, 2023, and 3,125 shares are scheduled to vest on July 31, 2024.

Mr. Adkisson also directly owns an employee stock option to purchase 7,500 shares of Class A common stock with (i) an exercise price of \$691.23 per share and (ii) an expiration date of February 23, 2031. Of the 7,500 shares subject to this option, 1,875 shares are scheduled to vest on February 23, 2022, 1,875 shares are scheduled to vest on February 23, 2023, 1,875 shares are scheduled to vest on February 23, 2024, and 1,875 shares are scheduled to vest on February 23, 2025.

Mr. Adkisson also directly owns restricted stock units with the contingent right to receive 600 shares of Class A common stock. Of these 600 shares, 200 shares are scheduled to vest on November 13, 2022, 200 shares are scheduled to vest on November 13, 2023, and 200 shares are scheduled to vest on November 13, 2024.

Mr. Adkisson also directly owns restricted stock units with the contingent right to receive 40 shares of Class A common stock. Of these 40 shares, 10 shares are scheduled to vest on November 15, 2022, 10 shares are scheduled to vest on November 15, 2023, 10 shares are scheduled to vest on November 15, 2024, and 10 shares are scheduled to vest on November 15, 2025.