**United States Securities and Exchange Commission**

**FORM 4**

**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

Shao Wei-Ming  
C/O MICROSTRATEGY INCORPORATED  
1850 TOWERS CRESCENT PLAZA  
TYSONS CORNER, VA 22182

2. Issuer Name and Ticker or Trading Symbol

MICROSTRATEGY Inc [ MSTR ]

3. Date of Earliest Transaction (Month/Day/Year)

11/13/2021

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

11/16/2021

5. Relationship of Reporting Person(s) to Issuer

Director  
SEVP & General Counsel

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

<table>
<thead>
<tr>
<th>Security Description</th>
<th>Date</th>
<th>Code</th>
<th>Amount</th>
<th>Price</th>
<th>Ownership</th>
</tr>
</thead>
<tbody>
<tr>
<td>Class A Common Stock</td>
<td>11/13/2021</td>
<td>M</td>
<td>250</td>
<td></td>
<td>D</td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>11/13/2021</td>
<td>F(2)</td>
<td>113</td>
<td>$811.73</td>
<td>142</td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>Security Description</th>
<th>Date</th>
<th>Code</th>
<th>Amount</th>
<th>Price</th>
<th>Ownership</th>
</tr>
</thead>
<tbody>
<tr>
<td>Restricted Stock Units</td>
<td>(1) 11/13/2021</td>
<td>M</td>
<td>250</td>
<td></td>
<td>D</td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>250</td>
<td></td>
<td></td>
<td>$0.00</td>
<td>7Fs(4)</td>
</tr>
</tbody>
</table>

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### Explanation of Responses:

1. Each restricted stock unit represents a contingent right to receive one share of MicroStrategy class A common stock.
2. The disposition of the shares reported on this form was made to MicroStrategy solely to permit the stockholder to pay MicroStrategy the tax withholding obligation due upon vesting of the restricted stock units.
3. The remaining 750 restricted stock units will vest in equal annual installments over a three-year period, with 250 restricted stock units vesting on November 13, 2022, 250 restricted stock units vesting on November 13, 2023, and 250 restricted stock units vesting on November 13, 2024.
4. See Exhibit A.

### Remarks:

/s/ W. Ming Shao
11/16/2021

**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.
Exhibit A:

Mr. Shao also directly owns an employee stock option to purchase 6,250 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. The 6,250 shares subject to this option are scheduled to vest on February 8, 2022.

Mr. Shao also directly owns an employee stock option to purchase 18,250 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 18,250 shares subject to this option, 3,250 shares vested on November 22, 2020, 5,000 shares are scheduled to vest on November 22, 2021, 5,000 shares are scheduled to vest on November 22, 2022, and 5,000 shares are scheduled to vest on November 22, 2023.

Mr. Shao also directly owns an employee stock option to purchase 20,000 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 20,000 shares subject to this option, 5,000 shares are scheduled to vest on February 23, 2022, 5,000 shares are scheduled to vest on February 23, 2023, 5,000 shares are scheduled to vest on February 23, 2024, and 5,000 shares are scheduled to vest on February 23, 2025.