UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): March 30, 2023

MICROSTRATEGY INCORPORATED
(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation) 0-24435 (Commission File Number) 51-0323571 (I.R.S. Employer Identification No.)

1850 Towers Crescent Plaza
Tysons Corner, Virginia 22182 (Address of principal executive offices) 22182 (Zip Code)

Registrant’s telephone number, including area code: (703) 848-8600

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

 Securities registered pursuant to Section 12(b) of the Act:

<table>
<thead>
<tr>
<th>Title of Each Class</th>
<th>Trading Symbol</th>
<th>Name of Each Exchange on which Registered</th>
</tr>
</thead>
<tbody>
<tr>
<td>Class A common stock, par value $0.001 per share</td>
<td>MSTR</td>
<td>The Nasdaq Global Select Market</td>
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</table>

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐
Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of
Certain Officers.

On March 30, 2023, Timothy E. Lang, Senior Executive Vice President & Chief Technology Officer (“CTO”) and a named executive officer of
MicroStrategy Incorporated (the “Company”), informed the Company of his intention to retire from his position as CTO on April 14, 2023 (the
“Retirement Date”). To assist the Company in the transition of his duties and other related matters, Mr. Lang will serve in a non-executive employee
advisory role reporting to the Company’s President & Chief Executive Officer, Phong Le, from the Retirement Date until June 30, 2023 (“Transition
Period”). During the Transition Period, Mr. Lang will receive the same base salary and benefits he received immediately prior to the Retirement Date.

Following Mr. Lang’s Retirement Date, Mr. Le will assume Mr. Lang’s responsibilities as head of the Company’s technology organization.
Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: April 4, 2023

MicroStrategy Incorporated
(Registrant)

By:  /s/ W. Ming Shao
Name:  W. Ming Shao
Title:  Senior Executive Vice President & General Counsel