

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

<p>1. Name and Address of Reporting Person*</p> <p><u>SAYLOR MICHAEL J</u></p> <hr/> <p>(Last) (First) (Middle)</p> <p><u>C/O MICROSTRATEGY INCORPORATED</u></p> <p><u>1850 TOWERS CRESCENT PLAZA</u></p> <hr/> <p>(Street)</p> <p><u>TYSONS CORNER</u>      <u>VA</u>      <u>22182</u></p> <hr/> <p>(City) (State) (Zip)</p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p><u>MICROSTRATEGY Inc [ MSTR ]</u></p> <hr/> <p>3. Date of Earliest Transaction (Month/Day/Year)</p> <p><u>03/25/2024</u></p> <hr/> <p>4. If Amendment, Date of Original Filed (Month/Day/Year)</p>	<p>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p><input checked="" type="checkbox"/> Director                      <input checked="" type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer (give title below)                      Other (specify below)</p> <p style="text-align: center;"><u>Executive Chairman</u></p> <hr/> <p>6. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p>Form filed by More than One Reporting Person</p>
<p><b>Rule 10b5-1(c) Transaction Indication</b></p> <p><input checked="" type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.</p>		

**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			
Class A Common Stock	03/25/2024		S <sup>(1)</sup>		129	D	\$1,790.06 <sup>(2)</sup>	2,531	D	
Class A Common Stock	03/25/2024		S <sup>(1)</sup>		100	D	\$1,797.29	2,431	D	
Class A Common Stock	03/25/2024		S <sup>(1)</sup>		38	D	\$1,798.9	2,393	D	
Class A Common Stock	03/25/2024		S <sup>(1)</sup>		55	D	\$1,799.22	2,338	D	
Class A Common Stock	03/25/2024		S <sup>(1)</sup>		37	D	\$1,800.74	2,301	D	
Class A Common Stock	03/25/2024		S <sup>(1)</sup>		47	D	\$1,801.58	2,254	D	
Class A Common Stock	03/25/2024		S <sup>(1)</sup>		50	D	\$1,802.63	2,204	D	
Class A Common Stock	03/25/2024		S <sup>(1)</sup>		100	D	\$1,803	2,104	D	
Class A Common Stock	03/25/2024		S <sup>(1)</sup>		32	D	\$1,806.31	2,072	D	
Class A Common Stock	03/25/2024		S <sup>(1)</sup>		52	D	\$1,807.82	2,020	D	
Class A Common Stock	03/25/2024		S <sup>(1)</sup>		47	D	\$1,808.8	1,973	D	
Class A Common Stock	03/25/2024		S <sup>(1)</sup>		47	D	\$1,809.58	1,926	D	
Class A Common Stock	03/25/2024		S <sup>(1)</sup>		32	D	\$1,810.35	1,894	D	
Class A Common Stock	03/25/2024		S <sup>(1)</sup>		42	D	\$1,815.28	1,852	D	
Class A Common Stock	03/25/2024		S <sup>(1)</sup>		29	D	\$1,816.95	1,823	D	
Class A Common Stock	03/25/2024		S <sup>(1)</sup>		40	D	\$1,822.63	1,783	D	
Class A Common Stock	03/25/2024		S <sup>(1)</sup>		163	D	\$1,828.66 <sup>(3)</sup>	1,620	D	
Class A Common Stock	03/25/2024		S <sup>(1)</sup>		49	D	\$1,829.23 <sup>(4)</sup>	1,571	D	
Class A Common Stock	03/25/2024		S <sup>(1)</sup>		22	D	\$1,830.57	1,549	D	
Class A Common Stock	03/25/2024		S <sup>(1)</sup>		21	D	\$1,831.62	1,528	D	
Class A Common Stock	03/25/2024		S <sup>(1)</sup>		56	D	\$1,832.18 <sup>(5)</sup>	1,472	D	
Class A Common Stock	03/25/2024		S <sup>(1)</sup>		29	D	\$1,833.47	1,443	D	
Class A Common Stock	03/25/2024		S <sup>(1)</sup>		51	D	\$1,834.46	1,392	D	
Class A Common Stock	03/25/2024		S <sup>(1)</sup>		127	D	\$1,840.18 <sup>(6)</sup>	1,265	D	
Class A Common Stock	03/25/2024		S <sup>(1)</sup>		41	D	\$1,843.57	1,224	D	
Class A Common Stock	03/25/2024		S <sup>(1)</sup>		43	D	\$1,844.06	1,181	D	
Class A Common Stock	03/25/2024		S <sup>(1)</sup>		220	D	\$1,845.33 <sup>(7)</sup>	961	D	
Class A Common Stock	03/25/2024		S <sup>(1)</sup>		100	D	\$1,848.18	861	D	

**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			
Class A Common Stock	03/25/2024		S <sup>(1)</sup>		52	D	\$1,849.63	809	D	

**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)					

**Explanation of Responses:**

- This transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on September 19, 2023.
- The reported price is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,790.00 to \$1,790.28, inclusive. The reporting person undertakes to provide to MicroStrategy Incorporated, any security holder of MicroStrategy Incorporated, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each price within the range set forth in this footnote.
- The reported price is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,828.58 to \$1,828.92, inclusive. The reporting person undertakes to provide to MicroStrategy Incorporated, any security holder of MicroStrategy Incorporated, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each price within the range set forth in this footnote.
- The reported price is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,829.03 to \$1,829.49, inclusive. The reporting person undertakes to provide to MicroStrategy Incorporated, any security holder of MicroStrategy Incorporated, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each price within the range set forth in this footnote.
- The reported price is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,832.14 to \$1,832.24, inclusive. The reporting person undertakes to provide to MicroStrategy Incorporated, any security holder of MicroStrategy Incorporated, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each price within the range set forth in this footnote.
- The reported price is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,840.14 to \$1,840.32, inclusive. The reporting person undertakes to provide to MicroStrategy Incorporated, any security holder of MicroStrategy Incorporated, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each price within the range set forth in this footnote.
- The reported price is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,845.01 to \$1,845.61, inclusive. The reporting person undertakes to provide to MicroStrategy Incorporated, any security holder of MicroStrategy Incorporated, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each price within the range set forth in this footnote.

**Remarks:**

This Form 4 is the second of three Forms 4 being filed by the reporting person relating to transactions that occurred on March 25, 2024. Because there are more than 30 rows associated with the reporting person's transactions that occurred on March 25, 2024, and EDGAR will not allow for the entry of more than 30 rows on a single Form 4, this second Form 4 is being filed to report the transactions that were not included on the first Form 4. The three Forms 4 filed by the reporting person on the date hereof should be read together as one consolidated filing.

/s/ Joseph Phillips, Attorney-  
in-Fact

03/26/2024

\*\* 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.**