SEC Form 4

**FORM 4**

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



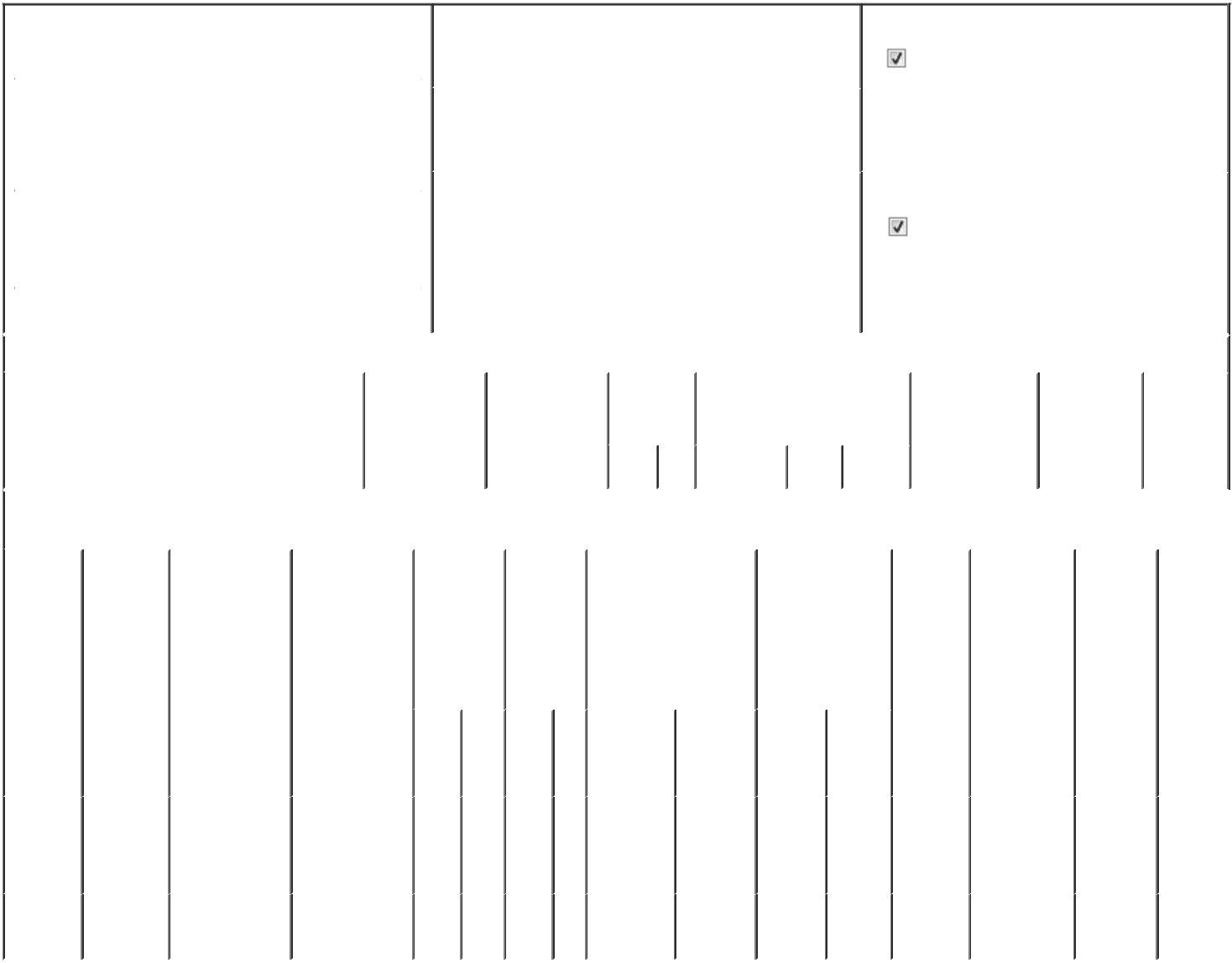
Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.



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| --- | --- | --- | --- | --- | --- |
| **UNITED STATES SECURITIES AND EXCHANGE COMMISSION** |  |  |  |  |  |
| Washington, D.C. 20549 |  |  |  |  |  |
|  | OMB APPROVAL | | |  |
|  |  |  |
| **STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP** |  |  |  |  |  |
|  | OMB Number: | 3235-0287 |  |  |
|  | Estimated average burden | | |  |
|  |  |  |
| Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 |  | hours per response: | 0.5 |  |  |
|  |  |  |  |  |
|  |  |  |  |  |



or Section 30(h) of the Investment Company Act of 1940



|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
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|  | 1. Name and Address of Reporting Person\* | | | | | | | |  |  |  | 2. Issuer Name **and** Ticker or Trading Symbol | | | | | | | |  |  | 5. Relationship of Reporting Person(s) to Issuer | | | | | | | | | |  |
|  |  |  | [BROOKS BRIAN P](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001624877) | | | | |  |  |  |  | [MICROSTRATEGY Inc](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001050446) [ MSTR ] | | | | | | | |  |  | (Check all applicable) | | | | |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Director |  |  | 10% Owner | | | |  |
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|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  | (Last) |  | (First) | | | (Middle) |  |  |  | 3. Date of Earliest Transaction (Month/Day/Year) | | | | | | | |  |  |  |  |  | below) |  |  | below) |  |  |  |  |
|  |  |  | C/O MICROSTRATEGY INCORPORATED | | | | | | 01/21/2025 | | | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
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|  |  |  | 1850 TOWERS CRESCENT PLAZA | | | | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | | |  | 6. Individual or Joint/Group Filing (Check Applicable | | | | | | | | | |  |
|  | (Street) | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Line) | | | |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Form filed by One Reporting Person | | | | | | |  |
|  |  |  | TYSONS |  | VA |  |  | 22182 |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
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|  |  |  | CORNER | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
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|  |  |  | (City) |  | (State) | | | (Zip) |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
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|  |  |  |  |  |  |  | **Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned** | | | | | | | | | | | | | | | | | | |  |  |  |  |  |  |  |
|  |  | |  | | | |  |  | | | |  |  | |  |  |  |  |  | | | |  |  |  | |  | |  |  | |  |
|  | **1. Title of Security (Instr. 3)** | | | | | | | **2. Transaction** | | | | | **2A. Deemed** | | **3.** | |  |  | **4. Securities Acquired (A) or** | | | | |  | **5. Amount of** | | **6. Ownership** | | **7. Nature** | | |  |
|  |  |  |  |  |  |  |  | **Date** |  |  |  |  | **Execution Date,** | |  | **Transaction** | | | **Disposed Of (D) (Instr. 3, 4 and** | | | | |  | **Securities** | | **Form: Direct** | | **of Indirect** | | |  |
|  |  |  |  |  |  |  |  | **(Month/Day/Year)** | | | | | **if any** |  |  | **Code (Instr.** | | | **5)** |  |  |  |  |  | **Beneficially** | | **(D) or Indirect** | | **Beneficial** | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  | **(Month/Day/Year) 8)** | | | | |  |  |  |  |  |  |  | **Owned Following** | | **(I) (Instr. 4)** | | **Ownership** | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Reported** |  |  |  | **(Instr. 4)** | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Code V** | |  | **Amount** | **(A) or** | **Price** | | |  | **Transaction(s)** | |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **(D)** |  | **(Instr. 3 and 4)** | |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
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|  |  |  |  |  |  |  | **Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned** | | | | | | | | | | | | | | | | | | |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  | **(e.g., puts, calls, warrants, options, convertible securities)** | | | | | | | | | | | | | | | |  |  |  |  |  |  |  |  |  |
|  |  | |  |  |  |  |  |  |  | |  |  |  | |  | |  | | |  |  |  |  |  | |  | |  |  | | |  |
|  | **1. Title of** | | | **2.** |  | **3. Transaction** | | **3A. Deemed** | **4.** | |  |  | **5. Number** | | **6. Date Exercisable and** | | | | | **7. Title and** |  |  |  | **8. Price of** | | **9. Number of** | | **10.** | **11. Nature** | | |  |
|  | **Derivative** | | | **Conversion** | | **Date** | | **Execution Date,** | **Transaction of** | | | | |  | **Expiration Date** | | | |  | **Amount of** |  |  |  | **Derivative** | | **derivative** |  | **Ownership** | **of Indirect** | | |  |
|  | **Security** | | | **or Exercise** | | **(Month/Day/Year)** | | **if any** | **Code (Instr.** | | | | **Derivative** | | **(Month/Day/Year)** | | | |  | **Securities** |  |  |  | **Security** | | **Securities** |  | **Form:** | **Beneficial** | | |  |
|  | **(Instr. 3)** | | | **Price of** |  |  |  | **(Month/Day/Year)** | **8)** | |  |  | **Securities** | |  |  |  |  |  | **Underlying** |  |  |  | **(Instr. 5)** | | **Beneficially** | | **Direct (D)** | **Ownership** | | |  |
|  |  |  |  | **Derivative** | |  |  |  |  |  |  |  | **Acquired** | |  |  |  |  |  | **Derivative Security** | | | |  |  | **Owned** |  | **or Indirect** | **(Instr. 4)** | | |  |
|  |  |  |  | **Security** |  |  |  |  |  |  |  |  | **(A) or** |  |  |  |  |  |  | **(Instr. 3 and 4)** | | | |  |  | **Following** |  | **(I) (Instr. 4)** |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  | **Disposed** | |  |  |  |  |  |  |  |  |  |  |  | **Reported** |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  | **of (D)** |  |  |  |  |  |  |  |  |  |  |  |  | **Transaction(s)** | |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  | **(Instr. 3, 4** | |  |  |  |  |  |  |  |  |  |  |  | **(Instr. 4)** |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  | **and 5)** |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Amount** | | |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **or** | | |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Number** | | |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Date** | | | **Expiration** | |  | **of** | | |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  | **Code V** | | | | **(A)** | **(D)** | **Exercisable** | | | **Date** | | **Title** | **Shares** | | |  |  |  |  |  |  |  |  |  |
|  |  | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Director | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Stock | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Class A | 3,709 | |  |  |  |  |  |  |  |  |  |  |
|  | Option | | | $364.2 |  | 01/21/2025 | |  |  | A | | | 3,709 |  | (2) | |  | 01/21/2035 | | Common |  | $0 | | 3,709 |  | D |  |  |  |  |
|  | (Right to | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Stock |  |  |  |  |  |  |  |  |  |  |  |  |
|  | buy)(1) | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Restricted | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Class A | 2,745 | |  |  |  |  |  |  |  |  |  |  |
|  | Stock | | | (3) |  | 01/21/2025 | |  |  | A | | | 2,745 |  | (4) | |  |  | (4) | Common |  | $0 | | 2,745 |  | D |  |  |  |  |
|  | Units(1) | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Stock |  |  |  |  |  |  |  |  |  |  |  |  |



**Explanation of Responses:**

1. These grants were approved by the Board of Directors (the "Board") on December 20, 2024, subject to stockholder approval of an amendment to the MicroStrategy Incorporated 2023 Equity Incentive Plan (the "Plan Amendment"), which provides that, beginning on December 20, 2024, upon the initial election of a non-employee director to the Board, such director will be automatically granted equity awards with an aggregate fair value of $2,000,000 (split evenly between RSUs and options), vesting in equal annual installments over four years. The stockholders approved the Plan Amendment on January 21, 2025.
2. 25 percent of the shares subject to this option vest on the first anniversary of the grant date, and an additional 25 percent of the shares originally subject to this option vest on each anniversary thereafter until the option is vested in full.
3. Each restricted stock unit represents a contingent right to receive one share of MicroStrategy class A common stock.
4. 25 percent of these restricted stock units vest on the first anniversary of the grant date, and an additional 25 percent of the original number of restricted stock units vest on each anniversary thereafter until the restricted stock units are vested in full.

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| /s/ Joseph Phillips, Attorney- | | | 01/23/2025 | |  |
| in-Fact |  |  |  |
|  |  |  |
| \*\* 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.**