
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-A

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF
THE SECURITIES EXCHANGE ACT OF 1934**

MicroStrategy Incorporated

(Exact name of registrant as specified in charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

51-0323571
(I.R.S. Employer
Identification No.)

1850 Towers Crescent Plaza
Tysons Corner, Virginia
(Address of Registrant's Principal Executive Offices)

22182
(ZIP Code)

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

<u>Title of Each Class to Be so Registered</u>	<u>Name of Each Exchange on Which Each Class Is to Be Registered</u>
8.00% Series A Perpetual Strike Preferred Stock, \$0.001 par value per share	The Nasdaq Stock Market LLC

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c) or (e), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d) or (e), check the following box.

If this form relates to the registration of a class of securities concurrently with a Regulation A offering, check the following box.

Securities Act registration statement or Regulation A offering statement file number to which this form relates:
333-284510

Securities to be registered pursuant to Section 12(g) of the Act:
None.

Item 1. Description of Registrant’s Securities to be Registered.

The description of the 8.00% Series A Perpetual Strike Preferred Stock of MicroStrategy Incorporated, a Delaware corporation, d/b/a Strategy (the “Registrant”), to be registered pursuant to this registration statement is set forth under the caption “Description of Perpetual Strike Preferred Stock” in the Registrant’s prospectus supplement, dated January 30, 2025, filed with the Securities and Exchange Commission pursuant to Rule 424(b) under the Securities Act of 1933, as amended, on February 3, 2025, and under the caption “Description of Capital Stock—Preferred Stock” in the accompanying prospectus, dated January 27, 2025. Such description is incorporated by reference into this registration statement.

Item 2. Exhibits.

Exhibits

<u>Exhibit Number</u>	<u>Description</u>
3.1	<u>Second Restated Certificate of Incorporation of MicroStrategy Incorporated (incorporated herein by reference to Exhibit 3.1 to the Registrant’s Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2003 (File No. 000-24435)).</u>
3.2	<u>Certificate of Amendment to Second Restated Certificate of Incorporation of MicroStrategy Incorporated (incorporated herein by reference to Exhibit 3.1 to the Registrant’s Current Report on Form 8-K filed with the Securities and Exchange Commission on January 23, 2025 (File No. 000-24435)).</u>
3.3	<u>Amended and Restated By-Laws of MicroStrategy Incorporated (incorporated herein by reference to Exhibit 3.1 to the Registrant’s Current Report on Form 8-K filed with the Securities and Exchange Commission on January 30, 2015 (File No. 000-24435)).</u>
4.1	<u>Certificate of Designations relating to the 8.00% Series A Perpetual Strike Preferred Stock (incorporated herein by reference to Exhibit 3.1 to the Registrant’s Current Report on Form 8-K filed with the Securities and Exchange Commission on February 5, 2025 (File No. 000-24435)).</u>
4.2	<u>Form of certificate representing the 8.00% Series A Perpetual Strike Preferred Stock (included as Exhibit A to Exhibit 4.1 above).</u>

* * *

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

MicroStrategy Incorporated

Dated: February 5, 2025

By: /s/ W. Ming Shao

Name: W. Ming Shao

Title: Executive Vice President & General Counsel