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**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): May 5, 2025**



**MICROSTRATEGY INCORPORATED**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-42509**  
(Commission  
File Number)

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

**1850 Towers Crescent Plaza**  
**Tysons Corner, Virginia**  
(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:

| Title of Each Class   | Trading Symbol | Name of Each Exchange on which Registered |
|---|----------------|---|
| Class A common stock, par value \$0.001 per share                             | MSTR           | The Nasdaq Global Select Market           |
| 8.00% Series A Perpetual Strike Preferred Stock, \$0.001 par value per share  | STRK           | The Nasdaq Global Select Market           |
| 10.00% Series A Perpetual Strife Preferred Stock, \$0.001 par value per share | STRF           | The Nasdaq Global Select Market           |

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.

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**Item 8.01 Other Events.**

*ATM Updates*

On May 5, 2025, MicroStrategy Incorporated d/b/a Strategy (“Strategy” or the “Company”) announced updates with respect to its at-the-market offering programs:

| ATM Program Summary  | During Period<br>April 28, 2025 to May 4, 2025 |                             | As of<br>May 4, 2025               |
|--|--|-----------------------------|------------------------------------|
|  | Shares Sold                                    | Net Proceeds <sup>(1)</sup> | Available for<br>Issuance and Sale |
| <b>2025 Common ATM</b>   | -  | -                           | \$21 billion of<br>MSTR Shares     |
| <i>Securities Offered:</i> Class A Common<br>Stock, \$0.001 par value per share<br>(“MSTR Shares”)<br><i>Size:</i> \$21 billion<br><i>Established:</i> May 1, 2025                               |  |                             |                                    |
| <b>2024 Common ATM <sup>(2)</sup></b>  | 353,825 MSTR<br>Shares                         | \$128.5 million             | -                                  |
| <i>Securities Offered:</i> MSTR Shares<br><i>Size:</i> \$21 billion<br><i>Established:</i> October 30, 2024  |  |                             |                                    |
| <b>STRK ATM</b>  | 575,392 STRK<br>Shares                         | \$51.8 million              | \$20.87 billion of<br>STRK Shares  |
| <i>Securities Offered:</i> 8.00% series A<br>perpetual strike preferred stock, \$0.001<br>par value per share (“STRK Shares”)<br><i>Size:</i> \$21 billion<br><i>Established:</i> March 10, 2025 |  |                             |                                    |
| <b>Total</b>   |  | <u>\$180.3 million</u>      |                                    |

(1) Net proceeds are presented net of sales commission.

(2) The 2024 Common ATM has been substantially depleted and the sales agreement for this program has been terminated by its terms.

*BTC Update*

On May 5, 2025, Strategy announced updates with respect to its bitcoin holdings:

| BTC<br>Acquired <sup>(1)</sup> | During Period April 28, 2025 to May 4, 2025   |   | As of May 4, 2025            |   |   |
|--------------------------------|---|---|------------------------------|---|---|
|                                | Aggregate<br>Purchase<br>Price <sup>(2)</sup> | Average<br>Purchase<br>Price <sup>(2)</sup> | Aggregate<br>BTC<br>Holdings | Aggregate<br>Purchase<br>Price <sup>(2)</sup> | Average<br>Purchase<br>Price <sup>(2)</sup> |
| 1,895                          | \$ 180.3 million                              | \$ 95,167                                   | 555,450                      | \$ 38.08 billion                              | \$ 68,550                                   |

(1) The bitcoin purchases were made using proceeds from the 2024 Common ATM and STRK ATM.

(2) Aggregate and average purchase prices are inclusive of fees and expenses.

**Item 7.01 Regulation FD Disclosure.**

*Strategy Dashboard*

The Company also maintains a dashboard on its website ([www.strategy.com](http://www.strategy.com)) as a disclosure channel for providing broad, non-exclusionary distribution of information regarding the Company to the public, including information regarding market prices of its outstanding securities, bitcoin purchases and holdings, certain KPI metrics and other supplemental information, and as one means of disclosing non-public information in compliance with its disclosure obligations under Regulation FD. Investors and others are encouraged to regularly review the information that the Company makes public via the website dashboard.

*Furnished Information*

The information disclosed pursuant to Item 7.01 in this Current Report on Form 8-K shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such a filing.

**SIGNATURE**

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: May 5, 2025

MicroStrategy Incorporated  
(Registrant)

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