
**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): September 28, 2026



STRATEGY INC

(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
10.00% Series A Perpetual Strife Preferred Stock, \$0.001 par value per share	STRF	The Nasdaq Global Select Market
Variable Rate Series A Perpetual Stretch Preferred Stock, \$0.001 par value per share	STRC	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 Stride Preferred Stock, \$0.001 par value per share	STRD	The Nasdaq Global Select Market
Class A Common Stock, \$0.001 par value per share	MSTR	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. ☐

Item 8.01 Other Events.

ATM Update

On September 28, 2026, Strategy Inc ("Strategy") announced an update with respect to sales made under its at-the-market offering program ("ATM") of the following securities:

Security	During Period September 21, 2026 to September 27, 2026			As of September 27, 2026
	Shares Sold	Notional Value (in millions) ⁽¹⁾	Net Proceeds (in millions) ⁽²⁾	Available for Issuance and Sale (in millions)
STRF Stock 10.00% Series A Perpetual Strife Preferred Stock	-	\$ -	\$ -	\$ 1,619.3
STRC Stock Variable Rate Series A Perpetual Stretch Preferred Stock	-	\$ -	\$ -	\$ 17,510.8
STRK Stock 8.00% Series A Perpetual Strike Preferred Stock	-	\$ -	\$ -	\$ 2,100.0
STRD Stock 10.00% Series A Perpetual Stride Preferred Stock	-	\$ -	\$ -	\$ 4,014.8
MSTR Stock Class A Common Stock	1,469,165	\$ -	\$ 246.2 ⁽³⁾	\$ 18,844.4
Total			<u>\$ 246.2</u>	

(1) The total face value of the shares of preferred stock sold, which is used to calculate dividends thereon.

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

(3) \$142.7 million in net proceeds from MSTR Stock sales were used to fund bitcoin purchases and \$103.5 million in net proceeds from MSTR Stock sales were used to fund repurchases of STRC Stock under the digital credit securities repurchase program.

BTC Update

On September 28, 2026, Strategy announced updates with respect to its bitcoin holdings:

During Period September 21, 2026 to September 27, 2026			As of September 27, 2026		
BTC Purchased ⁽¹⁾	Aggregate Purchase Price (in millions) ⁽²⁾	Average Purchase Price ⁽²⁾	Aggregate BTC Holdings	Aggregate Purchase Price (in billions) ⁽²⁾	Average Purchase Price ⁽²⁾
1,665	\$ 142.7	\$ 85,681	847,666	\$ 63.95	\$ 75,437

(1) The bitcoin purchases were made using net proceeds from MSTR Stock sales.

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

Repurchase Program Updates

On September 28, 2026, Strategy announced the following update with respect to its share repurchase programs of the following securities:

Security	During Period September 21, 2026 to September 27, 2026	
	Shares Repurchased	Aggregate Purchase Price (in millions)
STRF Stock ⁽¹⁾	-	\$ -
10.00% Series A Perpetual Strife Preferred Stock		
STRC Stock ⁽¹⁾	1,534,530	\$ 151.7
Variable Rate Series A Perpetual Stretch Preferred Stock		
STRK Stock ⁽¹⁾	-	\$ -
8.00% Series A Perpetual Strike Preferred Stock		
STRD Stock ⁽¹⁾	-	\$ -
10.00% Series A Perpetual Stride Preferred Stock		
MSTR Stock ⁽²⁾	-	\$ -
Class A Common Stock		
Total	<u>1,534,530</u>	<u>\$ 151.7</u>

(1) \$723.5 million aggregate purchase price of Strategy's preferred stock remains available under its digital credit securities repurchase program.

(2) \$1.0 billion aggregate purchase price of MSTR Stock remains available under Strategy's MSTR Stock repurchase program.

USD Reserve and USD Cash Updates

As part of its capital framework, Strategy maintains: (i) a U.S. dollar reserve (the "USD Reserve"), which is intended to support the payment of dividends on Strategy's preferred stock and interest on its outstanding indebtedness, and (ii) "USD Cash", which management maintains to deploy for broader general Bitcoin Treasury Company purposes, which may include acquiring bitcoin, expanding the USD Reserve, broader capital management uses, and other similar purposes.

During the period from September 21, 2026 to September 27, 2026, Strategy used \$48.1 million of USD Cash to fund repurchases of STRC Stock. During the same period, Strategy used \$22.1 million of the USD Reserve to fund the payment of dividends on its preferred stock.

As of September 27, 2026, the balances of the USD Reserve and USD Cash were \$5.02 billion and \$1.00 billion, respectively.

Item 7.01 Regulation FD Disclosure.

Strategy Dashboard

Strategy also maintains a dashboard on its website (www.strategy.com) as a disclosure channel for providing broad, non-exclusionary distribution of information regarding Strategy to the public, including information regarding market prices of its outstanding securities, bitcoin purchases and holdings, certain key performance indicator 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 Strategy 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 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: September 28, 2026

Strategy Inc
(Registrant)

By: /s/ Thomas C. Chow
Name: Thomas C. Chow
Title: Executive Vice President & General Counsel