

Report of Organizational Actions Affecting Basis of Securities

OMB No. 1545-0123

► See separate instructions.

Part I Reporting Issuer

1 Issuer's name		2 Issuer's employer identification number (EIN)	
MicroStrategy Incorporated & Subsidiaries		51-0323571	
3 Name of contact for additional information	4 Telephone No. of contact	5 Email address of contact	
Jeanine Montgomery	703-848-8600	jemontgomery@Strategy.com	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact		7 City, town, or post office, state, and ZIP code of contact	
1850 Towers Crescent Plaza		Tysons Corner, VA 22182	
8 Date of action		9 Classification and description	
June 30, 2025		Distribution - 8.00% Series A Perpetual Strike Preferred Stock Distribution - 10.00% Series A Perpetual Strife Preferred Stock	
10 CUSIP number	11 Serial number(s)	12 Ticker symbol	13 Account number(s)
SEE ATTACHED		STRK and STRF	

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ► SEE ATTACHED STATEMENT

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ► SEE ATTACHED STATEMENT

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ► SEE ATTACHED STATEMENT

Part II Organizational Action *(continued)*

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ► SEE ATTACHED STATEMENT

18 Can any resulting loss be recognized? ► SEE ATTACHED STATEMENT

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ► SEE ATTACHED STATEMENT

**Sign
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Signature ►

Jeanine Montgomery

Date ► 08/11/2025

Print your name ► Jeanine Montgomery

Title ► Vice President and CAO

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date

Check ☐ if
self-employed

PTIN

Firm's name ►

Firm's EIN ►

Firm's address ►

Phone no.

MicroStrategy Incorporated

EIN: 51-0323571

Attachment to Form 8937

Report of Certain Organizational Actions Affecting Basis of Securities

The information contained on Form 8937 and within this attachment does not constitute tax advice and is not intended or written to be used, and cannot be used, for the purpose of avoiding penalties under the Internal Revenue Code of 1986, as amended (the “Code”). Moreover, each holder is urged to consult its own tax advisor regarding the particular tax consequences of the transaction to them, including the applicability and effect of all U.S. federal, state, local, and foreign tax laws.

Form 8937, Part I, Lines 9 and 10

Description	CUSIP
8.00% Series A Perpetual Strike Preferred Stock	594972887
10.00% Series A Perpetual Strife Preferred Stock	594972879

Form 8937, Part II, Line 14

On February 5, 2025, MicroStrategy Incorporated (the “Company”) issued 8.00% Series A Perpetual Strike Preferred Stock (“STRK”) in a public offering. The STRK shares accrue cumulative dividends at a rate per annum equal to 8.00%, payable quarterly and, if declared, in arrears on March 31, June 30, September 30, and December 31 of each year, beginning on March 31, 2025. On March 10, 2025, the Company entered into a sales agreement with agents pursuant to which the Company could issue and sell additional shares of STRK through an at-the-market (“ATM”) equity offering program. Dividends on the STRK shares are payable, at the Company’s election, in cash, shares of class A common stock or a combination of cash and shares of class A common stock.

On March 25, 2025, the Company issued 10.00% Series A Perpetual Strife Preferred Stock (“STRF”) in a public offering. The STRF shares accrue cumulative dividends at a rate per annum equal to 10.00% of the stated amount of \$100 per share, payable quarterly and, if declared, in arrears on March 31, June 30, September 30 and December 31 of each year, beginning on June 30, 2025. On May 22, 2025, the Company entered into a sales agreement with agents pursuant to which the Company could issue and sell additional shares of STRF through an ATM equity offering program. Dividends on the STRF shares are payable solely in cash.

On June 30, 2025, the Company paid quarterly cash dividends of (i) \$2.00 per share on the STRK shares, and (ii) approximately \$2.64 per share on the STRF shares to shareholders of record as of June 15, 2025 (the “Q2 2025 Distributions”). The Company expects that the Q2 2025 Distributions will be a non-taxable return of capital to the extent of a preferred shareholder’s tax basis in each share of STRK and STRF preferred stock.

Form 8937, Part II, Line 15

The character of a distribution as either a dividend or return of capital for federal income tax purposes depends on the Company’s estimate of current and accumulated earnings and profits

("E&P") for its full tax year in the year of the distribution. The information set forth in this Form is based on estimates as of the time this Form is filed with the Internal Revenue Service ("IRS") or made publicly available in lieu of filing with the IRS. Estimates can change throughout the year and, to the extent the Company's estimates change, the Company will file a corrected Form 8937 for impacted distributions pursuant to applicable Treasury Regulations.

Based on current estimates, the Company will have zero current and accumulated E&P in its taxable year ending December 31, 2025 and, accordingly, it is expected that 100% of the Q2 2025 Distributions on STRK and STRF shares will be characterized as a return of capital for federal income tax purposes, to the extent of a recipient shareholder's tax basis in their STRK and STRF shares, respectively. A shareholder's tax basis in the STRK and STRF shares will be reduced by the amount of the distributions made with respect to each class of shares under section 301(c)(2) of the Code. Any amount of the Q2 2025 Distributions paid in excess of a shareholder's tax basis in its respective STRK and STRF shares will be treated as capital gain for U.S. federal income tax purposes under section 301(c)(3) of the Code.

Shareholders should consult their own tax advisors to determine the income tax consequences for their specific situation. The Company is providing this Form for informational purposes only and not as legal or tax advice.

Form 8937, Part II, Line 16

Pursuant to sections 301(c) and 316(a) of the Code, the taxability of the Q2 2025 Distributions to each recipient shareholder is based on estimates of the Company's current and accumulated E&P for its 2025 taxable year, as computed for U.S. federal income tax purposes at the time of the distribution. The Company's estimated current and accumulated E&P applicable to the Q2 2025 Distributions supports the disclosure that the entire amount of the June 30, 2025 distributions on STRK and STRF shares should be characterized as a non-taxable return of capital to the extent of each shareholder's tax basis in its STRK and STRF shares, respectively, under section 301(c)(2) of the Code, followed by treatment as capital gain to the recipient shareholder under section 301(c)(3) of the Code to the extent the amount of the distributions on STRK and STRF shares exceed such shareholder's tax basis in STRK and STRF shares, respectively.

Form 8937, Part II, Line 17

Internal Revenue Code sections 301(c) and 316(a).

Form 8937, Part II, Line 18

N/A

Form 8937, Part II, Line 19

The information on lines 14, 15, 16, and 17 will be reflected at the individual shareholder level on the shareholder's 2025 Form 1099-DIV. Additionally, copies of Form 1042-S, as required, will

be furnished to certain non-U.S. holders of the Company's STRK and STRF shares who received the Q2 2025 Distributions.

Shareholders should consult their own tax advisors to determine the income tax consequences of their specific situation. The information contained in this document does not constitute tax advice and is not intended or written to be used, and cannot be used, for purposes of avoiding penalties under the Internal Revenue Code of 1986, as amended.