

MICROSTRATEGY INC  
Form 8-K  
December 28, 2012

**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): December 26, 2012**

**MICROSTRATEGY INCORPORATED**

**(Exact name of registrant as specified in its charter)**

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

**0-24435**  
**(Commission**  
  
**File Number)**

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

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**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))

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On December 26, 2012, MicroStrategy Incorporated amended and restated its Performance Incentive Plan to permit the award administrator to accelerate, by up to thirty days, the period in which bonus amounts will be paid under Non-162(m) Awards, to the extent permitted without penalty under Section 409A of the Internal Revenue Code of 1986, as amended (the Code ).

Non-162(m) Awards are awards granted under such plan that are not intended to qualify as performance-based compensation under Section 162(m) of the Code.

The foregoing summary is qualified in its entirety by reference to the full text of the MicroStrategy Incorporated Amended and Restated Performance Incentive Plan, a copy of which is attached as Exhibit 99.1 hereto

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
99.1	MicroStrategy Incorporated Amended and Restated Performance Incentive Plan

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: December 27, 2012

MicroStrategy Incorporated  
(Registrant)

By: /s/ Douglas K. Thede

Name: Douglas K. Thede

Title: Senior Executive Vice President & Chief Financial Officer

**EXHIBIT INDEX**

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