

MICROSTRATEGY INC  
Form SC 13G/A  
February 16, 2001

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13 G

Under the Securities Exchange Act of 1934  
(Amendment No. 2)

MICROSTRATEGY INCORPORATED

-----  
(Name of Issuer)

Class A Common Stock

-----  
(Title of Class of Securities)

594972 10 1

-----  
(CUSIP Number)

December 31, 2000

-----  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following pages)

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CUSIP NO. 594972 10 1

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1 NAMES OF REPORTING PERSONS.  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).

Michael J. Saylor

-----  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)  
(a)   
(b)

-----  
3 SEC USE ONLY

-----  
4 CITIZENSHIP OR PLACE OF ORGANIZATION  
United States

-----  
5 SOLE VOTING POWER  
NUMBER OF 43,417,935 shares  
SHARES  
-----  
6 SHARED VOTING POWER  
BENEFICIALLY OWNED BY  
EACH 7 SOLE DISPOSITIVE POWER  
REPORTING 43,417,935 shares  
PERSON  
-----  
8 SHARED DISPOSITIVE POWER  
WITH

-----  
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
43,417,935 shares

-----  
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
(SEE INSTRUCTIONS)

-----  
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
62.78%

-----  
12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  
IN  
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Item 1(a).

Name of Issuer:

-----  
MicroStrategy Incorporated

Item 1(b).

Address of Issuer's Principal Executive Offices:

-----  
8000 Towers Crescent Drive  
Vienna, VA 22181

Item 2(a).

Name of Person Filing:

-----  
Michael J. Saylor

Item 2(b).

Address of Principal Business Office:

-----  
8000 Towers Crescent Drive  
Vienna, VA 22181

Item 2(c).

Citizenship:

-----  
United States

Item 2(d).

Title of Class of Securities:

-----  
Class A Common Stock

Item 2(e).

CUSIP Number:

-----  
594972 10 1

Item 3.

-----  
If this statement is filed pursuant to (S) (S) 240.13d-1(b) or  
240.13d-2(b) or (c), check whether the person filing is a:

- 
- (a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
  - (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
  - (c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
  - (d)  Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).

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- (e)  An investment advisor in accordance with (S) 240.13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with (S) 240.13d-1(b)(1)(ii)(F);

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- (g)  A parent holding company or control person in accordance with (S)240.13d-1(b)(1)(ii)(G);
  - (h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
  - (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
  - (j)  Group, in accordance with (S)240.13d-1(b)(1)(ii)(J).
- If this statement is filed pursuant to Rule 13d-1(e), check this box.

Item 4. Ownership:  
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- (a) Amount Beneficially Owned: 43,417,935 shares
- (b) Percent of Class: 62.78%
- (c) Number of shares as to which such person has:
  - (i) sole power to vote or to direct the vote: 43,417,935 shares
  - (ii) shared power to vote or to direct the vote:
  - (iii) sole power to dispose or to direct the disposition of: 43,417,935 shares
  - (iv) shared power to dispose or to direct the disposition of:

Item 5. Ownership of Five Percent or Less of a Class:  
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Not applicable

Item 6. Ownership of More Than Five Percent on Behalf of Another Person:  
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Not applicable

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Item 7. Identification and Classification of the Subsidiary Which Acquired  
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the Security Being Reported on By the Parent Holding Company:  
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Not applicable

Item 8. Identification and Classification of Members of the Group:  
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Not applicable

Item 9. Notice of Dissolution of Group:  
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Not applicable

Item 10. Certification:  
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Not applicable

SIGNATURE

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After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 15, 2001

/s/ Michael J. Saylor

-----  
Michael J. Saylor

Alcantara LLC

by: /s/ Michael J. Saylor

-----  
Michael J. Saylor, Sole Member

The Odyssey Trust

by: /s/ Michael J. Saylor

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Michael J. Saylor, Trustee

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Exhibit 1

IDENTITY OF MEMBERS OF GROUP

Alcantara LLC, a Delaware limited liability company, is the record holder of 3,000,000 shares of Class A Common Stock of MicroStrategy Incorporated ("Class A Common Stock") and 40,017,935 shares of Class B Common Stock of MicroStrategy Incorporated ("Class B Common Stock"), and The Odyssey Trust is the record holder of 400,000 shares of Class B Common Stock. Class B Common Stock is convertible at any time at the option of the holder into Class A Common Stock on a one-for-one basis. Michael J. Saylor is the sole member of Alcantara LLC and a trustee of The Odyssey Trust. Accordingly, Mr. Saylor is the beneficial owner of the shares of Class B Common Stock held of record by Alcantara LLC and the shares of Class B Common Stock held of record by The Odyssey Trust.

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