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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**FORM 8-K**

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**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 25, 2023**

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**MICROSTRATEGY INCORPORATED**

(Exact name of registrant as specified in its charter)

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

**0-24435**  
(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)

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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

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.**

On September 25, 2023, MicroStrategy Incorporated (“MicroStrategy”) announced that, during the period between August 1, 2023 and September 24, 2023, MicroStrategy, together with its subsidiaries, acquired approximately 5,445 bitcoins for approximately \$147.3 million in cash, at an average price of approximately \$27,053 per bitcoin, inclusive of fees and expenses. As of September 24, 2023, MicroStrategy, together with its subsidiaries, held an aggregate of approximately 158,245 bitcoins, which were acquired at an aggregate purchase price of approximately \$4.68 billion and an average purchase price of approximately \$29,582 per bitcoin, inclusive of fees and expenses.

As previously disclosed, on August 1, 2023 MicroStrategy entered into a Sales Agreement (the “Sales Agreement”) with Cowen and Company, LLC, Canaccord Genuity LLC and Berenberg Capital Markets LLC, as sales agents (the “Agents”), pursuant to which MicroStrategy may issue and sell shares of its class A common stock, par value \$0.001 per share (“Shares”), having an aggregate offering price of up to \$750.0 million from time to time through the Agents. On September 25, 2023, MicroStrategy announced that, as of September 24, 2023, MicroStrategy had issued and sold an aggregate of 403,362 Shares under the Sales Agreement for aggregate net proceeds to MicroStrategy (less sales commissions) of approximately \$147.3 million.

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**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 25, 2023

MicroStrategy Incorporated  
(Registrant)

By: /s/ W. Ming Shao

Name: W. Ming Shao

Title: Senior Executive Vice President & General Counsel