

MICROSTRATEGY INC  
Form 8-K  
May 18, 2010

**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): May 12, 2010**

**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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**1861 International Drive**

**McLean, Virginia**  
(Address of principal executive offices)

**22102**  
(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 5.07. Submission of Matters to a Vote of Security Holders.**

On May 12, 2010, MicroStrategy Incorporated (the Company) held its 2010 Annual Meeting of Stockholders. The following proposals were adopted by the votes specified below.

	<b>For</b>	<b>Withheld/ Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
1. To elect eight (8) directors for the next year:				
Michael J. Saylor	30,774,875	3,272,563		865,761
Sanju K. Bansal	30,776,223	3,271,215		865,761
Matthew W. Calkins	33,755,266	292,172		865,761
Robert H. Epstein	33,759,197	288,241		865,761
David W. LaRue	33,755,213	292,225		865,761
Jarrod M. Patten	33,755,324	292,114		865,761
Carl J. Rickertsen	33,784,705	262,733		865,761
Thomas P. Spahr	33,784,914	262,524		865,761
2. To approve material terms for payment of certain executive incentive compensation.	33,636,026	405,187	6,216	865,770
3. To ratify the selection of Grant Thornton LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2010.	34,900,740	9,641	2,818	

**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: May 18, 2010

MicroStrategy Incorporated  
(Registrant)

By: */s/* DOUGLAS K. THEDE  
Name: **Douglas K. Thede**  
Title: **Executive Vice President, Finance & Chief Financial Officer**