

MICROSTRATEGY INC  
Form S-8 POS  
July 25, 2014

As filed with the Securities and Exchange Commission on July 25, 2014

**Registration No. 333-58189**

**Registration No. 333-44846**

**Registration No. 333-44844**

**Registration No. 333-65264**

**Registration No. 333-65258**

**Registration No. 333-107954**

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, DC 20549**

**POST EFFECTIVE AMENDMENT NO. 1 TO FORM S-8 REGISTRATION STATEMENT NO. 333-58189**

**POST EFFECTIVE AMENDMENT NO. 1 TO FORM S-8 REGISTRATION STATEMENT NO. 333-44846**

**POST EFFECTIVE AMENDMENT NO. 1 TO FORM S-8 REGISTRATION STATEMENT NO. 333-44844**

**POST EFFECTIVE AMENDMENT NO. 1 TO FORM S-8 REGISTRATION STATEMENT NO. 333-65264**

**POST EFFECTIVE AMENDMENT NO. 1 TO FORM S-8 REGISTRATION STATEMENT NO. 333-65258**

**POST EFFECTIVE AMENDMENT NO. 1 TO FORM S-8 REGISTRATION STATEMENT NO. 333-107954**

***UNDER***

***THE SECURITIES ACT OF 1933***

**MICROSTRATEGY INCORPORATED**

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

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

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

**1850 Towers Crescent Plaza, Tysons Corner, Virginia**  
**(Address of Principal Executive Offices)**

**22182**  
**(Zip Code)**

**MicroStrategy Incorporated 1996 Stock Plan**

**MicroStrategy Incorporated Amended and Restated 1997 Stock Option Plan for French Employees**

**MicroStrategy Incorporated 1997 Director Option Plan**

**MicroStrategy Incorporated 1998 Employee Stock Purchase Plan**

**MicroStrategy Incorporated Second Amended and Restated 1999 Stock Option Plan**

**(Full title of the plan)**

**Michael J. Saylor**

**Chairman of the Board of Directors and Chief Executive Officer**

**1850 Towers Crescent Plaza**

**Tysons Corner, VA 22182**

**(Name and address of agent for service)**

**(703) 848-8600**

**(Telephone number, including area code, of agent for service)**

*Copy to:*

**Thomas S. Ward, Esq.**

**Wilmer Cutler Pickering Hale and Dorr LLP**

**60 State Street**

**Boston, Massachusetts 02109**

**(617) 526-6000**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

## DEREGISTRATION OF SECURITIES

This Post-Effective Amendment No. 1 relates to the Registration Statement on Form S-8 (File No. 333-58189) filed with the Securities and Exchange Commission on June 30, 1998, the Registration Statement on Form S-8 (File No. 333-44846) filed with the Securities and Exchange Commission on August 30, 2000, the Registration Statement on Form S-8 (File No. 333-44844) filed with the Securities and Exchange Commission on August 30, 2000, the Registration Statement on Form S-8 (File No. 333-65264) filed with the Securities and Exchange Commission on July 17, 2001, the Registration Statement on Form S-8 (File No. 333-65258) filed with the Securities and Exchange Commission on July 17, 2001, and the Registration Statement on Form S-8 (File No. 333-107954) filed with the Securities and Exchange Commission on August 13, 2003 (together, the Registration Statements ) of MicroStrategy Incorporated, a Delaware corporation ( MicroStrategy ).

The Registration Statements registered a total of 5,730,000 shares of MicroStrategy's class A common stock, \$0.001 par value per share ( Common Stock ), for issuance under MicroStrategy's 1996 Stock Plan, Amended and Restated 1997 Stock Option Plan for French Employees, 1997 Director Option Plan, as amended, 1998 Employee Stock Purchase Plan, and Second Amended and Restated 1999 Stock Option Plan (each a Plan and together, the Plans ), which number of shares has been adjusted to reflect a two-for-one stock split effected in January 2000 in the form of a common stock dividend and a one-for-ten reverse stock split effected in July 2002 (collectively, the Splits ). Eligible participants purchased 2,757,287 shares of Common Stock (as adjusted to reflect the Splits) under the provisions of the Plans.

Each Plan has expired by its terms and there are no outstanding awards under the Plans. Accordingly, by means of this Post-Effective Amendment No. 1, MicroStrategy hereby terminates the effectiveness of the Registration Statements and removes from registration the remaining 2,972,713 shares under the Registration Statements that remain unsold as of the date hereof.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statements to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Tysons Corner, Commonwealth of Virginia, on this 25th day of July, 2014.

**MICROSTRATEGY INCORPORATED**

By: /s/ Michael J. Saylor  
Michael J. Saylor  
Chairman of the Board of Directors and  
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statements has been signed by the following persons in the capacities and on the dates indicated.

| Signature                                    | Title   | Date          |
|--|---|---------------|
| /s/ Michael J. Saylor<br>Michael J. Saylor   | Chairman of the Board of<br>Directors and Chief Executive<br>Officer (Principal Executive<br>Officer)           | July 25, 2014 |
| /s/ Douglas K. Thede<br>Douglas K. Thede     | Senior Executive Vice President<br>& Chief Financial Officer<br>(Principal Financial and<br>Accounting Officer) | July 25, 2014 |
| /s/ Robert H. Epstein<br>Robert H. Epstein   | Director  | July 25, 2014 |
| /s/ Stephen X. Graham<br>Stephen X. Graham   | Director  | July 25, 2014 |
| /s/ Jarrod M. Patten<br>Jarrod M. Patten     | Director  | July 25, 2014 |
| /s/ Carl J. Rickertsen<br>Carl J. Rickertsen | Director  | July 25, 2014 |