

MICROSTRATEGY INC
Form 8-K
January 25, 2018

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): January 19, 2018

MICROSTRATEGY INCORPORATED
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction

of incorporation)

1850 Towers Crescent Plaza

0-24435
(Commission

File Number)

51-0323571
(I.R.S. Employer

Identification No.)

22182

Tysons Corner, Virginia
(Address of principal executive offices) **(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))

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.

Item 2.02. Results of Operations and Financial Condition.

On January 25, 2018, MicroStrategy Incorporated (the Company) issued a press release announcing the Company's financial results for the quarter ended December 31, 2017. A copy of this press release is attached as Exhibit 99.1 to this Current Report on Form 8-K.

The information disclosed pursuant to Item 2.02 in this Form 8-K (including Exhibit 99.1) shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such a filing.

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

2017 Cash Bonus Determinations for Executive Officers

On January 19, 2018, the Chief Executive Officer of the Company (the CEO) (i) determined a cash bonus award to Timothy E. Lang, the Company's Senior Executive Vice President & Chief Technology Officer, in the amount of \$500,000, (ii) determined a cash bonus award to Phong Q. Le, the Company's Senior Executive Vice President & Chief Financial Officer, in the amount of \$600,000, and (iii) determined a cash bonus award to W. Ming Shao, the Company's Senior Executive Vice President & General Counsel, in the amount of \$420,000, in each case with respect to the executive's performance in 2017. The CEO determined these awards based on a subjective evaluation of the applicable executive's performance in the context of general economic and industry conditions and Company performance during 2017.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

| Exhibit No. | Description |
|--------------------|---|
| 99.1 | <u>Press release, dated January 25, 2018, regarding the Company's financial results for the quarter ended December 31, 2017</u> |

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: January 25, 2018

MicroStrategy Incorporated
(Registrant)

By: /s/ Phong Le

Name: Phong Le

Title: Senior Executive Vice President & Chief Financial
Officer