

MICROSTRATEGY INC  
Form 8-K  
September 08, 2014

**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): September 5, 2014**

**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.)**

**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)**

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

On September 5, 2014, at the request of Michael J. Saylor, the Chief Executive Officer of MicroStrategy Incorporated (the Company), the Compensation Committee of the Board of Directors of the Company (the Compensation Committee) approved:

(i) a reduction in Mr. Saylor's annual base salary from \$875,000 to \$1, effective as of September 1, 2014, and

(ii) the elimination of Mr. Saylor's incentive cash bonus arrangement that was established by the Compensation Committee in March 2014 (the 2014 CEO Bonus Formula).

The 2014 CEO Bonus Formula provided for an eligible bonus calculated using graduated rates based on the Company's diluted earnings per share for the fiscal year ending December 31, 2014.

**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: September 8, 2014

MicroStrategy Incorporated  
(Registrant)

By: /s/ Douglas K. Thede

Name: Douglas K. Thede

Title: Senior Executive Vice President & Chief Financial  
Officer