

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>Lang Timothy Edwin</u> <hr/> (Last) (First) (Middle) C/O MICROSTRATEGY INCORPORATED 1850 TOWERS CRESCENT PLAZA <hr/> (Street) TYSONS VA 22182 <hr/> (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <u>MICROSTRATEGY Inc [ MSTR ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) <u>SEVP &amp; CTO</u> Other (specify below) _____		
			3. Date of Earliest Transaction (Month/Day/Year) <u>11/30/2020</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person _____		
			4. If Amendment, Date of Original Filed (Month/Day/Year)					

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	11/30/2020		M		10,000	A	\$165.01	10,000	D	
Class A Common Stock	11/30/2020		S		200	D	\$301.95 <sup>(1)</sup>	9,800	D	
Class A Common Stock	11/30/2020		S		500	D	\$304.05 <sup>(2)</sup>	9,300	D	
Class A Common Stock	11/30/2020		S		600	D	\$306.9 <sup>(3)</sup>	8,700	D	
Class A Common Stock	11/30/2020		S		1,600	D	\$308.16 <sup>(4)</sup>	7,100	D	
Class A Common Stock	11/30/2020		S		1,503	D	\$309.5 <sup>(5)</sup>	5,597	D	
Class A Common Stock	11/30/2020		S		1,797	D	\$310.14 <sup>(6)</sup>	3,800	D	
Class A Common Stock	11/30/2020		S		1,100	D	\$311.57 <sup>(7)</sup>	2,700	D	
Class A Common Stock	11/30/2020		S		800	D	\$312.58 <sup>(8)</sup>	1,900	D	
Class A Common Stock	11/30/2020		S		100	D	\$316.57	1,800	D	
Class A Common Stock	11/30/2020		S		181	D	\$318.44 <sup>(9)</sup>	1,619	D	
Class A Common Stock	11/30/2020		S		100	D	\$319.44	1,519	D	
Class A Common Stock	11/30/2020		S		500	D	\$322.98	1,019	D	
Class A Common Stock	11/30/2020		S		138	D	\$325.09 <sup>(10)</sup>	881	D	
Class A Common Stock	11/30/2020		S		100	D	\$326.45	781	D	
Class A Common Stock	11/30/2020		S		504	D	\$327.5 <sup>(11)</sup>	277	D	
Class A Common Stock	11/30/2020		S		200	D	\$329.62 <sup>(12)</sup>	77	D	
Class A Common Stock	11/30/2020		S		77	D	\$330.9	0	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Amount or Number of Shares
Employee Stock Option (Right to buy)	\$165.01	11/30/2020		M			10,000	(13)	02/02/2025	Class A Common Stock	10,000	\$0.00	15,000 <sup>(14)</sup>	D	

**Explanation of Responses:**

- The reported price is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$301.85 to \$302.05 per share, inclusive. The reporting person undertakes to provide MicroStrategy Incorporated, any security holder of MicroStrategy Incorporated, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each price within the range set forth in this footnote.
- The reported price is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$303.85 to \$304.35 per share, inclusive. The reporting person undertakes to provide

MicroStrategy Incorporated, any security holder of MicroStrategy Incorporated, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each price within the range set forth in this footnote.

3. The reported price is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$306.45 to \$307.35 per share, inclusive. The reporting person undertakes to provide MicroStrategy Incorporated, any security holder of MicroStrategy Incorporated, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each price within the range set forth in this footnote.

4. The reported price is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$307.81 to \$308.60 per share, inclusive. The reporting person undertakes to provide MicroStrategy Incorporated, any security holder of MicroStrategy Incorporated, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each price within the range set forth in this footnote.

5. The reported price is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$308.98 to \$309.87 per share, inclusive. The reporting person undertakes to provide MicroStrategy Incorporated, any security holder of MicroStrategy Incorporated, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each price within the range set forth in this footnote.

6. The reported price is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$309.98 to \$310.47 per share, inclusive. The reporting person undertakes to provide MicroStrategy Incorporated, any security holder of MicroStrategy Incorporated, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each price within the range set forth in this footnote.

7. The reported price is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$311.00 to \$311.97 per share, inclusive. The reporting person undertakes to provide MicroStrategy Incorporated, any security holder of MicroStrategy Incorporated, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each price within the range set forth in this footnote.

8. The reported price is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$312.07 to \$312.88 per share, inclusive. The reporting person undertakes to provide MicroStrategy Incorporated, any security holder of MicroStrategy Incorporated, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each price within the range set forth in this footnote.

9. The reported price is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$318.00 to \$318.99 per share, inclusive. The reporting person undertakes to provide MicroStrategy Incorporated, any security holder of MicroStrategy Incorporated, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each price within the range set forth in this footnote.

10. The reported price is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$325.00 to \$325.32 per share, inclusive. The reporting person undertakes to provide MicroStrategy Incorporated, any security holder of MicroStrategy Incorporated, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each price within the range set forth in this footnote.

11. The reported price is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$327.50 to \$327.78 per share, inclusive. The reporting person undertakes to provide MicroStrategy Incorporated, any security holder of MicroStrategy Incorporated, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each price within the range set forth in this footnote.

12. The reported price is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$329.30 to \$329.94 per share, inclusive. The reporting person undertakes to provide MicroStrategy Incorporated, any security holder of MicroStrategy Incorporated, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each price within the range set forth in this footnote.

13. The 10,000 shares exercised on November 30, 2020 pursuant to this option vested on February 2, 2018. Of the remaining 15,000 shares subject to this option, 2,500 shares vested on February 2, 2018 and 12,500 shares vested on February 2, 2019.

14. See Exhibit A.

#### Remarks:

/s/ Jeff Wigfield, Attorney-in-Fact      12/02/2020

\*\* Signature of Reporting Person      Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**

Exhibit A:

Mr. Lang also directly owns an employee stock option to purchase 30,000 shares of Class A common stock with (i) an exercise price of \$189.16 per share and (ii) an expiration date of March 8, 2027. Of the 30,000 shares subject to this option, 7,500 shares vested on March 8, 2018, 7,500 shares vested on March 8, 2019, 7,500 shares vested on March 8, 2020, and 7,500 shares are scheduled to vest on March 8, 2021.

Mr. Lang also directly owns an employee stock option to purchase 20,000 shares of Class A common stock with (i) an exercise price of \$131.53 per share and (ii) an expiration date of February 8, 2028. Of the 20,000 shares subject to this option, 10,000 shares are scheduled to vest on February 8, 2021 and 10,000 shares are scheduled to vest on February 8, 2022.

Mr. Lang also directly owns an employee stock option to purchase 15,000 shares of Class A common stock with (i) an exercise price of \$151.60 per share and (ii) an expiration date of November 22, 2029. Of the 15,000 shares subject to this option, 5,000 shares are scheduled to vest on November 22, 2021, 5,000 shares are scheduled to vest on November 22, 2022, and 5,000 shares are scheduled to vest on November 22, 2023.