
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

**FORM S-8
REGISTRATION STATEMENT
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
(IRS Employer Identification No.)

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

22182
(Zip Code)

**MicroStrategy Incorporated
2013 Stock Incentive Plan, as amended**
(Full title of the plan)

W. Ming Shao
Senior Executive Vice President & General Counsel and Secretary
MicroStrategy Incorporated
1850 Towers Crescent Plaza
Tysons Corner, Virginia 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, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer
Non-accelerated filer Smaller reporting company
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 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered(1)	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee
Class A Common Stock, par value \$0.001 per share	800,000 shares(2)	\$127.41(3)	\$101,928,312.50(3)	\$12,353.72

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement shall be deemed to cover any additional securities that may from time to time be offered or issued to prevent dilution resulting from stock splits, stock dividends, recapitalizations or similar transactions.
- (2) Represents additional shares of the registrant’s Class A Common Stock authorized for issuance under the MicroStrategy Incorporated 2013 Stock Incentive Plan, as amended (the “2013 Plan”), pursuant to amendments that were approved by the registrant’s stockholders.
- (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) under the Securities Act. The proposed maximum offering price per share and proposed maximum aggregate offering price are calculated on the basis of (a) \$128.16, the weighted average exercise price of the 206,250 shares subject to awards previously granted under the 2013 Plan, at prices ranging from \$121.71 to \$134.21, and (b) \$127.15, the average of the high and low sale prices of the registrant’s Class A Common Stock as reported on the NASDAQ Global Select Market on November 12, 2018, with respect to the 593,750 shares issuable under the 2013 Plan that are not subject to previously granted awards.

EXPLANATORY NOTE

The registrant is filing this Registration Statement on Form S-8 to register an additional 800,000 shares of the registrant's Class A Common Stock authorized for issuance under the 2013 Plan, pursuant to amendments that were approved by the registrant's stockholders. The registrant filed a Registration Statement on Form S-8 (File No. 333-197645) with the Securities and Exchange Commission (the "SEC") with respect to 1,500,000 shares of the Class A Common Stock authorized for issuance under the 2013 Plan on July 25, 2014 (the "Prior Registration Statement"). In accordance with General Instruction E of Form S-8, the contents of the Prior Registration Statement, which is effective, are incorporated by reference into this Registration Statement to the extent not otherwise amended or superseded by the contents hereof.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

INDEX TO EXHIBITS

<u>Exhibit Number</u>	<u>Description</u>
4.1	<u>Second Restated Certificate of Incorporation of the registrant (incorporated herein by reference to Exhibit 3.1 to the registrant's Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2003 (File No. 000-24435)).</u>
4.2	<u>Amended and Restated By-Laws of the registrant (incorporated herein by reference to Exhibit 3.1 to the registrant's Current Report on Form 8-K filed with the SEC on January 30, 2015 (File No. 000-24435)).</u>
4.3	<u>Form of Certificate of Class A Common Stock of the registrant (incorporated herein by reference to Exhibit 4.1 to the registrant's Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2003 (File No. 000-24435)).</u>
5.1	<u>Opinion of Wilmer Cutler Pickering Hale and Dorr LLP.</u>
23.1	<u>Consent of KPMG LLP.</u>
23.2	<u>Consent of Wilmer Cutler Pickering Hale and Dorr LLP (included in Exhibit 5.1).</u>
24.1	<u>Power of Attorney (included on the signature page to this Registration Statement).</u>
99.1	<u>MicroStrategy Incorporated 2013 Stock Incentive Plan (incorporated herein by reference to Exhibit 10.1 to the registrant's Current Report on Form 8-K filed with the SEC on September 9, 2013 (File No. 000-24435)).</u>
99.2	<u>Amendment No. 1 to the MicroStrategy Incorporated 2013 Stock Incentive Plan (incorporated herein by reference to Exhibit 10.1 to the registrant's Current Report on Form 8-K filed with the SEC on April 28, 2014 (File No. 000-24435)).</u>
99.3	<u>Amendment No. 2 to the MicroStrategy Incorporated 2013 Stock Incentive Plan (incorporated herein by reference to Exhibit 99.3 to the registrant's Registration Statement on Form S-8 filed with the SEC on July 25, 2014 (File No. 333-197645)).</u>
99.4	<u>Amendment No. 3 to the MicroStrategy Incorporated 2013 Stock Incentive Plan (incorporated herein by reference to Exhibit 10.1 to the registrant's Current Report on Form 8-K filed with the SEC on October 26, 2015 (File No. 000-24435)).</u>
99.5	<u>Amendment No. 4 to the MicroStrategy Incorporated 2013 Stock Incentive Plan (incorporated herein by reference to Exhibit 10.4 to the registrant's Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2018 (File No. 000-24435)).</u>

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Tysons Corner, Commonwealth of Virginia, on this 16th day of November, 2018.

MICROSTRATEGY INCORPORATED

By: /s/ Phong Q. Le
Phong Q. Le
Senior Executive Vice President, Chief Operating
Officer & Chief Financial Officer

POWER OF ATTORNEY AND SIGNATURES

We, the undersigned officers and directors of MicroStrategy Incorporated, hereby severally constitute and appoint Phong Q. Le and W. Ming Shao, and each of them singly, our true and lawful attorneys with full power to them, and each of them singly, to sign for us and in our names in the capacities indicated below, the Registration Statement on Form S-8 filed herewith and any and all subsequent amendments to said Registration Statement, and generally to do all such things in our names and on our behalf in our capacities as an officer and director to enable MicroStrategy Incorporated to comply with the provisions of the Securities Act of 1933, as amended, and all requirements of the Securities and Exchange Commission, hereby ratifying and confirming our signatures as they may be signed by our said attorneys, or any of them, to said Registration Statement and any and all amendments thereto.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement on Form S-8 has been signed by the following persons in the capacities and on the dates indicated:

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Michael J. Saylor</u> Michael J. Saylor	Chairman of the Board of Directors, President & Chief Executive Officer (Principal Executive Officer)	November 16, 2018
<u>/s/ Phong Q. Le</u> Phong Q. Le	Senior Executive Vice President, Chief Operating Officer & Chief Financial Officer (Principal Financial and Accounting Officer)	November 16, 2018
<u>/s/ Stephen X. Graham</u> Stephen X. Graham	Director	November 16, 2018
<u>/s/ Jarrod M. Patten</u> Jarrod M. Patten	Director	November 16, 2018
<u>/s/ Leslie J. Rechan</u> Leslie J. Rechan	Director	November 16, 2018
<u>/s/ Carl J. Rickertsen</u> Carl J. Rickertsen	Director	November 16, 2018

WILMERHALE

November 16, 2018

+1 617 526 6000 (t)
+1 617 526 5000 (f)
@wilmerhale.com

MicroStrategy Incorporated
1850 Towers Crescent Plaza
Tysons Corner, Virginia 22182

Re: 2013 Stock Incentive Plan, as amended

Ladies and Gentlemen:

We have assisted in the preparation of a Registration Statement on Form S-8 (the "Registration Statement") to be filed with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), relating to an aggregate of 800,000 shares of Class A Common Stock, par value \$0.001 per share (the "Shares"), of MicroStrategy Incorporated, a Delaware corporation (the "Company"), issuable under the Company's 2013 Stock Incentive Plan, as amended (the "Plan").

We have examined the Certificate of Incorporation and By-Laws of the Company, each as amended and restated to date, and originals, or copies certified to our satisfaction, of all pertinent records of the meetings of the directors and stockholders of the Company, the Registration Statement and such other documents relating to the Company as we have deemed material for the purposes of this opinion.

In our examination of the foregoing documents, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified, photostatic or other copies, the authenticity of the originals of any such documents and the legal competence of all signatories to such documents.

We assume that the appropriate action will be taken, prior to the offer and sale of the Shares in accordance with the Plan, to register and qualify the Shares for sale under all applicable state securities or "blue sky" laws.

We express no opinion herein as to the laws of any state or jurisdiction other than the General Corporation Law of the State of Delaware and the federal laws of the United States of America.

It is understood that this opinion is to be used only in connection with the offer and sale of the Shares while the Registration Statement is in effect.

Please note that we are opining only as to the matters expressly set forth herein, and no opinion should be inferred as to any other matters.

Wilmer Cutler Pickering Hale and Dorr LLP, 60 State Street, Boston, Massachusetts 02109

Beijing Berlin Boston Brussels Denver Frankfurt London Los Angeles New York Palo Alto Washington

MicroStrategy Incorporated
November 16, 2018
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Based on the foregoing, we are of the opinion that the Shares have been duly authorized for issuance and, when the Shares are issued and paid for in accordance with the terms and conditions of the Plan, the Shares will be validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion with the Commission in connection with the Registration Statement in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act. In giving such consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission.

Very truly yours,

WILMER CUTLER PICKERING
HALE AND DORR LLP

By: /s/ Thomas S. Ward
Thomas S. Ward, Partner

Consent of Independent Registered Public Accounting Firm

The Board of Directors
MicroStrategy Incorporated:

We consent to the incorporation by reference in the registration statement on Form S-8 of MicroStrategy Incorporated of our reports dated February 7, 2018, with respect to the consolidated balance sheets of MicroStrategy Incorporated as of December 31, 2017 and 2016, and the related consolidated statements of operations, comprehensive income, stockholders' equity, and cash flows for each of the years in the three-year period ended December 31, 2017, the related notes, and the financial statement schedule, Schedule II, Valuation and Qualifying Accounts, (collectively, the "consolidated financial statements"), and the effectiveness of internal control over financial reporting as of December 31, 2017, which reports appear in the December 31, 2017 annual report on Form 10-K of MicroStrategy Incorporated.

/s/ KPMG LLP
McLean, Virginia
November 16, 2018