

MICROSTRATEGY INC  
Form 8-K  
April 26, 2005

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

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**FORM 8-K**

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**CURRENT REPORT**  
**PURSUANT TO SECTION 13 OR 15(d) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported): April 20, 2005**

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**MICROSTRATEGY INCORPORATED**

(Exact Name of Registrant as Specified in Charter)

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**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**0-24435**  
(Commission File Number)

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

**1861 International Drive**  
**McLean, Virginia**  
(Address of Principal Executive Offices)

**22102**  
(Zip Code)

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Registrant's telephone number, including area code: (703) 848-8600

(Former Name or Former Address, if Changed Since Last Report)

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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))
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**Item 1.01. Entry into a Material Definitive Agreement**

*2005 Cash Bonus Targets*

On April 20, 2005, the Chief Executive Officer of MicroStrategy Incorporated (the Company) established a cash bonus target for 2005 for Sanju K. Bansal, Vice Chairman, Executive Vice President and Chief Operating Officer, in the amount of \$200,000.

On April 20, 2005, the Chief Executive Officer of the Company established a cash bonus target for 2005 for Jeffrey A. Bedell, Vice President, Technology and Chief Technology Officer, in the amount of \$200,000.

On April 20, 2005, the Chief Executive Officer of the Company established a cash bonus target for 2005 for Jonathan F. Klein, Vice President, Law and General Counsel, in the amount of \$200,000.

On April 22, 2005, the Chief Executive Officer of the Company established a cash bonus target for 2005 for Arthur S. Locke, III, Vice President, Finance and Chief Financial Officer, in the amount of \$475,000.

On April 21, 2005, the Chief Executive Officer of the Company established a cash bonus target for 2005 for Eduardo S. Sanchez, Vice President, Worldwide Sales, in the amount of \$337,500.

Cash bonus awards for 2005 for Messrs. Bansal, Bedell, Klein and Locke will be determined principally on the basis of net operating income and on the subjective assessment of the Chief Executive Officer of the extent to which the executive officer contributed to the overall performance of the Company or a particular department of the Company during 2005.

The cash bonus award for 2005 for Mr. Sanchez will be determined principally on the basis of the contribution margin of the Company's worldwide product licenses, support and other services revenue and on the subjective assessment of the Chief Executive Officer of the extent to which Mr. Sanchez contributed to the overall performance of the Company or the worldwide sales and services departments of the Company during 2005.

**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: April 26, 2005

MicroStrategy Incorporated

(Registrant)

By: /s/ MICHAEL J. SAYLOR

Name: Michael J. Saylor

Title: Chairman of the Board, President and Chief

Executive Officer