

MICROSTRATEGY INC  
Form 8-K  
May 13, 2011

**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): May 9, 2011**

**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.)**

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**1850 Towers Crescent Plaza**

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

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

**22182**  
(Zip Code)

(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 5.07. Submission of Matters to a Vote of Security Holders.**

On May 9, 2011, MicroStrategy Incorporated (the Company) held its 2011 Annual Meeting of Stockholders (the Meeting). The following proposals were adopted by the votes specified below.

	<b>For</b>	<b>Withheld/ Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
<b>1. To elect eight (8) directors for the next year:</b>				
Michael J. Saylor	30,506,632	2,392,117		943,584
Sanju K. Bansal	30,506,024	2,392,725		943,584
Matthew W. Calkins	32,767,921	130,828		943,584
Robert H. Epstein	32,768,257	130,492		943,584
David W. LaRue	32,767,383	131,366		943,584
Jarrold M. Patten	32,631,960	266,789		943,584
Carl J. Rickertsen	32,631,991	266,758		943,584
Thomas P. Spahr	32,768,204	130,545		943,584

	<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
<b>2. To approve, on an advisory basis, the compensation of the Company's named executive officers, as disclosed in the Company's proxy statement for the Meeting.</b>				
	29,981,011	2,911,920	5,818	943,584

	<b>3 Years</b>	<b>2 Years</b>	<b>1 Year</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
<b>3. To approve, on an advisory basis, holding future executive compensation advisory votes every three years, every two years, or every year.</b>					
	28,247,761	15,084	4,634,148	1,756	943,584

	<b>For</b>	<b>Withheld/ Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
<b>4. To ratify the selection of Grant Thornton LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2011.</b>				
	33,821,696	10,832	9,805	

**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: May 12, 2011

MicroStrategy Incorporated  
(Registrant)

By: /s/ Douglas K. Thede

Name: Douglas K. Thede

Title: Executive Vice President, Finance & Chief Financial Officer