

MICROSTRATEGY INC  
Form 8-K  
May 01, 2009

**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): April 27, 2009**

**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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**1861 International Drive**

**McLean, Virginia**  
(Address of Principal Executive Offices)

**22102**  
(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 April 27, 2009, the Chief Executive Officer of MicroStrategy Incorporated (the "Company") adopted a cash bonus plan for Paul N. Zolfaghari, Executive Vice President, Worldwide Sales & Operations, relating to his performance for each of the quarters in the fiscal year ending December 31, 2009 and for the full 2009 fiscal year. A copy of this plan is attached as an exhibit hereto. Under this plan, Mr. Zolfaghari is eligible to receive:

a cash bonus award for each quarter of 2009 determined as a percentage of the Company's income from continuing operations before financing and other income and income taxes for the Company's core business intelligence software and services business unit for each such quarter; and

an annual cash bonus award determined as a percentage of the increase in the value of the Company's maintenance contracts between the end of 2008 and the end of 2009.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
99.1	Executive Vice President, Worldwide Sales & Operations Bonus Plan 2009

**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 1, 2009

MicroStrategy Incorporated  
(Registrant)

By: /s/ Douglas K. Thede  
Name: Douglas K. Thede  
Title: Interim Chief Financial Officer

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
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