

MICROSTRATEGY INC  
Form 8-K  
April 17, 2015

**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 15, 2015**

**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.)**

**1850 Towers Crescent Plaza**

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

**22182**  
**(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 5.07. Submission of Matters to a Vote of Security Holders.**

On April 15, 2015, MicroStrategy Incorporated (the Company) held its 2015 Annual Meeting of Stockholders. The following proposals were adopted by the votes specified below.

|  | <b>For</b> | <b>Withheld/<br/>Against</b> | <b>Abstain</b> | <b>Broker<br/>Non-Votes</b> |
|--|------------|------------------------------|----------------|-----------------------------|
| <b>1. To elect five (5) directors for the next year:</b>   |            |                              |                |                             |
| Michael J. Saylor  | 25,644,488 | 2,300,217                    |                | 786,342                     |
| Robert H. Epstein  | 27,602,542 | 342,163                      |                | 786,342                     |
| Stephen X. Graham  | 27,544,452 | 350,253                      |                | 786,342                     |
| Jarrold M. Patten  | 25,985,411 | 1,959,294                    |                | 786,342                     |
| Carl J. Rickertsen   | 25,961,637 | 1,983,068                    |                | 786,342                     |
| <b>2. To approve Amendment No. 1 to the<br/>MicroStrategy Incorporated 2013 Stock Incentive<br/>Plan.</b>  |            |                              |                |                             |
|  | 23,799,206 | 4,143,729                    | 1,770          | 786,342                     |
| <b>3. To approve Amendment No. 2 to the<br/>MicroStrategy Incorporated 2013 Stock Incentive<br/>Plan.</b>  |            |                              |                |                             |
|  | 26,065,316 | 1,873,355                    | 6,034          | 786,342                     |
| <b>4. To approve material terms for payment of certain<br/>executive incentive compensation.</b>   |            |                              |                |                             |
|  | 23,694,521 | 4,243,607                    | 6,577          | 786,342                     |
| <b>5. To ratify the selection of KPMG LLP as the<br/>Company's independent registered public accounting<br/>firm for the fiscal year ending December 31, 2015.</b> |            |                              |                |                             |
|  | 28,721,168 | 2,623                        | 7,256          |                             |

**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 17, 2015

MicroStrategy Incorporated  
(Registrant)

By: /s/ Douglas K. Thede

Name: Douglas K. Thede

Title: Senior Executive Vice President & Chief Financial  
Officer