

MICROSTRATEGY INC  
Form 8-K  
March 29, 2010

**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): March 23, 2010**

**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 March 23, 2010, 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, 2010 and for the full 2010 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 2010 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 2009 and the end of 2010.

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

(d) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
99.1	Executive Vice President, Worldwide Sales & Operations 2010 Bonus Plan

**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: March 29, 2010

MicroStrategy Incorporated

(Registrant)

By: /s/ Douglas K. Thede

Name: Douglas K. Thede

Title: Executive Vice President, Finance & Chief Financial Officer

**EXHIBIT INDEX**

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