

MICROSTRATEGY INC
Form 8-K
June 02, 2006

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 26, 2006

MICROSTRATEGY INCORPORATED

(Exact Name of Registrant as Specified in Charter)

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)
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.

On May 26, 2006, the Board of Directors of MicroStrategy Incorporated (the Company) approved an amendment to the stock option granted on June 7, 2001 to F. David Fowler, a member of the Company s Board of Directors until his retirement from the Board on May 31, 2006. The option provided Mr. Fowler the right to purchase an aggregate of 10,000 shares of the Company s class A common stock (the Award), vesting in five equal annual installments beginning on the first anniversary of the grant date. The amendment provides that the final 2,000 share installment of the Award, which was scheduled to vest on June 7, 2006, instead vested in full as of May 26, 2006. All other terms and conditions applicable to the stock option remained unchanged.

The Company expects to file the amended stock option agreement relating to this option grant as an exhibit to its next Form 10-Q.

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: June 2, 2006

MicroStrategy Incorporated

(Registrant)

By: /s/ JONATHAN F. KLEIN

Name: Jonathan F. Klein

Title: Vice President, Law & General Counsel