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MICROSTRATEGY INC
Form 8-A12G
June 21, 2002

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 8-A

For Registration of Certain Classes of Securities
Pursuant to Section 12(b) or (g) of the
Securities Exchange Act of 1934

MicroStrategy Incorporated

(Exact name of Registrant as specified in its charter)

Delaware

(State of incorporation
or organization)

51-0323571

(IRS Employer
Identification No.)

1861 International Drive, McLean, VA 22102

(Address of principal executive offices) (Zip Code)

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box. []

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box. [x]

Securities Act registration statement file number to which this form relates:

(If applicable)

Securities to be registered pursuant to Section 12(b) of the Act: None

Title of Each Class
to be so Registered

Name of Each Exchange on Which
Each Class is to be Registered

Securities to be registered pursuant to Section 12(g) of the Act:

Warrants to Purchase Class A Common Stock, par value \$.001 per share

(Title of Class)

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Item 1: Description of Registrant's Securities to be Registered.

The Registrant is issuing Warrants to Purchase Class A Common Stock, par value \$.001 per share. A complete description of the Warrants to Purchase Class A Common Stock is contained in the Warrant Agreement, entered into as of January 11, 2001, between the Registrant and American Stock Transfer & Trust Company, as Warrant Agent, filed as an exhibit to the Stipulation of Settlement regarding the settlement of the class action lawsuit, dated as of January 11, 2001, filed as Exhibit 10.29 to the Registrant's Annual Report on Form 10-K (File No. 000-24435), filed on April 2, 2001 and incorporated by reference herein.

Item 2: Exhibits.

The following exhibits are filed herewith (or incorporated by reference as indicated below):

- 3.1 Amended and Restated Certificate of Incorporation of the Company (Filed as Exhibit 3.1 to the Registrant's Registration Statement on Form S-1 (Registration No. 333-49899) and incorporated by reference herein).
- 3.2 Certificate of Amendment to the Amended and Restated Certificate of Incorporation of the Company (Filed as Exhibit 3.2 to the Registrant's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2000 (File No. 000-24435) and incorporated by reference herein).
- 3.3 Certificate of Designations, Preferences and Rights of Series A Convertible Preferred Stock (Filed as Exhibit 3.1 to the Registrant's Current Report on Form 8-K (File No. 000-24435) filed on June 19, 2000, and incorporated by reference herein).
- 3.4 Certificate of Designations, Preferences and Rights of the Series B Convertible Preferred Stock. (Filed as Exhibit 4.1 to the Registrant's Current Report on Form 8-K (File No. 000-24435) filed on June 18, 2001, and incorporated by reference herein).
- 3.5 Certificate of Designations, Preferences and Rights of the Series C Convertible Preferred Stock (Filed as Exhibit 4.2 to the Registrant's Current Report on Form 8-K (File No. 000-24435) filed on June 18, 2001, and incorporated by reference herein).
- 3.6 Certificate of Designations, Preferences and Rights of the Series D Convertible Preferred Stock (Filed as Exhibit 4.3 to the Registrant's Current Report on Form 8-K (File No. 000-24435) filed on June 18, 2001, and incorporated by reference herein).
- 3.7 Bylaws of the Registrant (Filed as Exhibit 3.2 to the Registrant's Registration Statement on Form S-1 (Registration No. 333-49899) and incorporated by reference herein).

SIGNATURE

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Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

MicroStrategy Incorporated

Date: June 21, 2002

By: /s/ Eric F. Brown

Eric F. Brown, President and
Chief Financial Officer

EXHIBIT INDEX

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Hale and Dorr LLP
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June 21, 2002

BY ELECTRONIC SUBMISSION

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Securities and Exchange Commission
Judiciary Plaza
450 Fifth Street, N.W.

Washington, D.C. 20549

Re: Registration Statement on Form 8-A

Ladies and Gentlemen:

Submitted herewith by direct transmission to the Commission's EDGAR System is a Registration Statement on Form 8-A (the "Form 8-A Registration Statement") filed on behalf of MicroStrategy Incorporated (the "Company") covering the registration of the Company's Common Stock under Section 12(g) of the Securities Exchange Act of 1934.

The Company is requesting that the Form 8-A Registration Statement be declared effective upon filing.

Please contact the undersigned at 617-526-6000 with any questions or comments you may have regarding this filing.

Very truly yours,

/s/Patricia A. Whalen

Patricia A. Whalen

Enclosure