

Edgar Filing: MICROSTRATEGY INC - Form SC 13G

MICROSTRATEGY INC  
Form SC 13G  
February 14, 2002

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13 G

Under the Securities Exchange Act of 1934  
(Amendment No. 3)

MICROSTRATEGY INCORPORATED

-----  
(Name of Issuer)

Class A Common Stock

-----  
(Title of Class of Securities)

594972 10 1

-----  
(CUSIP Number)

December 31, 2001

-----  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following pages)

=====  
CUSIP NO. 594972 10 1  
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NAMES OF REPORTING PERSONS.

1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).

Michael J. Saylor

-----  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2 (a) [ ]  
(b) [X]

-----  
SEC USE ONLY

3

-----  
CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States

-----  
SOLE VOTING POWER

5  
NUMBER OF 38,585,476 shares

SHARES

-----  
SHARED VOTING POWER

6  
BENEFICIALLY OWNED BY 400,000 shares

OWNED BY

-----  
SOLE DISPOSITIVE POWER

7  
EACH REPORTING PERSON 38,985,476 shares

PERSON

-----  
SHARED DISPOSITIVE POWER

8  
WITH

-----  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

38,985,476 shares

-----  
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
(SEE INSTRUCTIONS)

10

[ ]

-----  
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

47.56%

-----  
TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12

IN

-----  
Item 1(a). Name of Issuer:  
-----

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MicroStrategy Incorporated

- Item 1(b). Address of Issuer's Principal Executive Offices:  
-----  
1861 International Drive  
McLean, VA 22102
- Item 2(a). Name of Person Filing:  
-----  
Michael J. Saylor
- Item 2(b). Address of Principal Business Office:  
-----  
1861 International Drive  
McLean, VA 22102
- Item 2(c). Citizenship:  
-----  
United States
- Item 2(d). Title of Class of Securities:  
-----  
Class A Common Stock
- Item 2(e). CUSIP Number:  
-----  
594972 10 1
- Item 3. If this statement is filed pursuant to (S)(S)240.13d-1(b) or  
-----  
240.13d-2(b) or (c), check whether the person filing is a:  
-----
- (a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
  - (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
  - (c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
  - (d)  Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
  - (e)  An investment advisor in accordance with (S)240.13d-1(b)(1)(ii)(E);
  - (f)  An employee benefit plan or endowment fund in accordance with (S)240.13d-1(b)(1)(ii)(F);
  - (g)  A parent holding company or control person in accordance with (S)240.13d-1(b)(1)(ii)(G);
  - (h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
  - (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
  - (j)  Group, in accordance with (S)240.13d-1(b)(1)(ii)(J).

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If this statement is filed pursuant to Rule 13d-1(e), check this box. [ ]

- Item 4. Ownership:  
-----  
(a) Amount Beneficially Owned: 38,985,476 shares  
(b) Percent of Class: 47.56%  
(c) Number of shares as to which such person has:  
(i) sole power to vote or to direct the vote:  
38,585,476 shares  
(ii) shared power to vote or to direct the vote:  
400,000 shares  
(iii) sole power to dispose or to direct the disposition  
of: 38,985,476 shares  
(iv) shared power to dispose or to direct the  
disposition of:
- Item 5. Ownership of Five Percent or Less of a Class:  
-----  
Not applicable
- Item 6. Ownership of More Than Five Percent on Behalf of Another  
-----  
Person:  
-----  
Not applicable
- Item 7. Identification and Classification of the Subsidiary Which  
-----  
Acquire the Security Being Reported on By the Parent Holding  
-----  
Company:  
-----  
Not applicable
- Item 8. Identification and Classification of Members of the Group:  
-----  
Not applicable
- Item 9. Notice of Dissolution of Group:  
-----  
Not applicable
- Item 10. Certification:  
-----  
Not applicable

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

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Date: February 14, 2002

/s/ Michael J. Saylor  
-----  
Michael J. Saylor

Alcantara LLC

by: /s/ Michael J. Saylor  
-----  
Michael J. Saylor, Sole Member

The Odyssey Trust

by: /s/ Michael J. Saylor  
-----  
Michael J. Saylor, Trustee

The Constitution Foundation

by: /s/ Michael J. Saylor  
-----  
Michael J. Saylor, Trustee

Exhibit 1

IDENTITY OF MEMBERS OF GROUP

Alcantara LLC, a Delaware limited liability company, is the record holder of 391,320 shares of Class A Common Stock of MicroStrategy Incorporated ("Class A Common Stock") and 37,881,556 shares of Class B Common Stock of MicroStrategy Incorporated ("Class B Common Stock"); The Odyssey Trust is the record holder of 400,000 shares of Class B Common Stock; and The Constitution Foundation is the record holder of 312,600 shares of Class A Common Stock. Class B Common Stock is convertible at any time at the option of the holder into Class A Common Stock on a one-for-one basis. Michael J. Saylor is the sole member of Alcantara LLC, a trustee of The Odyssey Trust and the sole trustee of The Constitution Foundation. Accordingly, Mr. Saylor is the beneficial owner of the foregoing shares of Class A Common Stock and Class B Common Stock held of record by each of the above named entities.