

Edgar Filing: MICROSTRATEGY INC - Form SC 13G/A

MICROSTRATEGY INC  
Form SC 13G/A  
February 14, 2002

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13G  
(Rule 13d-102)

Information Statement Pursuant to Rules 13d-1 and 13d-2  
Under the Securities Exchange Act of 1934  
(Amendment No. 2)\*

MicroStrategy Incorporated

-----  
(Name of Issuer)

Common Stock - Class A

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

594972101

-----  
(CUSIP Number)

December 31, 2001

-----  
Date of Event Which Requires Filing of the 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 disclosures provided in a prior cover page.

The information required on 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).

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NAME OF REPORTING PERSON  
1 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

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Name Citadel Limited Partnership

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)  (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
Illinois limited partnership  
U.S.A.

	5	SOLE VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	0	
	6	SHARED VOTING POWER
		1,192,260 shares of Class A Common Stock
		1,590 shares of Series B Convertible Preferred Stock (convertible into 567,001 shares of Class A Common Stock)/1//2/
		1,590 shares of Series C Convertible Preferred Stock (convertible into 0 shares of Class A Common Stock)/1//2/
		1,451.1 shares of Series D Convertible Preferred Stock (convertible into 2,902,200 shares of Class A Common Stock)/1//2/

7 SOLE DISPOSITIVE POWER  
0

8 SHARED DISPOSITIVE POWER  
See Row 6 above.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
See Row 6 above.

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*/2/

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
Approximately 9.99% as of December 31, 2001./2/ (Based on 43,192,074 shares of Class A Common Stock issued and outstanding as of November 1, 2001, plus the shares of Class A Common Stock issuable upon the conversion of the Series B, Series C and Series D Convertible Preferred Stock referred to in Row 6 above.)

12 TYPE OF REPORTING PERSON\*  
PN; HC

/1/ The Series B Convertible Preferred Stock and Series C Convertible Preferred Stock also accrue dividends at a rate of 12.5% per annum, payable in cash or

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Class A Common Stock, at the discretion of the Issuer, on the first day of each calendar quarter. See Footnote 3 in Item 4.

/2/ Pursuant to the terms of the Series B Convertible Preferred Stock, Series C Convertible Preferred Stock, and Series D Convertible Preferred Stock, the Reporting Person can not be the "beneficial owner" of more than 9.99% of the Class A Common Stock within the meaning of Rule 13d-1 of the Securities Exchange Act of 1934.

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-----  
NAME OF REPORTING PERSON

1 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Name GLB Partners, L.P.

-----  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

2

(a)  [X]  
(b)  [ \_ ]

-----  
SEC USE ONLY

3

-----  
CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware limited partnership  
U.S.A.

-----  
SOLE VOTING POWER

5

NUMBER OF  
SHARES

0

BENEFICIALLY

-----  
SHARED VOTING POWER

OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

6

1,192,260 shares of Class A Common Stock  
1,590 shares of Series B Convertible Preferred Stock  
(convertible into 567,001 shares of Class A Common  
Stock)/1//2/  
1,590 shares of Series C Convertible Preferred Stock  
(convertible into 0 shares of Class A Common  
Stock)/1//2/  
1,451.1 shares of Series D Convertible Preferred Stock  
(convertible into 2,902,200 shares of Class A Common  
Stock)/1//2/

-----  
SOLE DISPOSITIVE POWER

7

0

-----  
SHARED DISPOSITIVE POWER

8

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See Row 6 above.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
See Row 6 above.

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*/2/  
[X]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
Approximately 9.99% as of December 31, 2001./2/ (Based on 43,192,074 shares of Class A Common Stock issued and outstanding as of November 1, 2001, plus the shares of Class A Common Stock issuable upon the conversion of the Series B, Series C and Series D Convertible Preferred Stock referred to in Row 6 above.)

12 TYPE OF REPORTING PERSON\*  
PN; HC

/1/ The Series B Convertible Preferred Stock and Series C Convertible Preferred Stock also accrue dividends at a rate of 12.5% per annum, payable in cash or Class A Common Stock, at the discretion of the Issuer, on the first day of each calendar quarter. See Footnote 3 in Item 4.

/2/ Pursuant to the terms of the Series B Convertible Preferred Stock, Series C Convertible Preferred Stock, and Series D Convertible Preferred Stock, the Reporting Person can not be the "beneficial owner" of more than 9.99% of the Class A Common Stock within the meaning of Rule 13d-1 of the Securities Exchange Act of 1934.

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1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Name Citadel Investment Group, L.L.C.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*  
(a) [X]  
(b) [ ]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware limited liability company  
U.S.A.

SOLE VOTING POWER

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NUMBER OF SHARES	0	
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	SHARED VOTING POWER  1,192,260 shares of Class A Common Stock 1,590 shares of Series B Convertible Preferred Stock (convertible into 567,001 shares of Class A Common Stock)/1//2/ 1,590 shares of Series C Convertible Preferred Stock (convertible into 0 shares of Class A Common Stock)/1//2/ 1,451.1 shares of Series D Convertible Preferred Stock (convertible into 2,902,200 shares of Class A Common Stock)/1//2/
	7	SOLE DISPOSITIVE POWER  0
	8	SHARED DISPOSITIVE POWER  See Row 6 above.
-----		
9		AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  See Row 6 above.
-----		
10		CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*/2/  <div style="text-align: right;">[X]</div>
-----		
11		PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  Approximately 9.99% as of December 31, 2001./2/ (Based on 43,192,074 shares of Class A Common Stock issued and outstanding as of November 1, 2001, plus the shares of Class A Common Stock issuable upon the conversion of the Series B, Series C and Series D Convertible Preferred Stock referred to in Row 6 above.)
-----		
12		TYPE OF REPORTING PERSON*  OO; HC

/1/ The Series B Convertible Preferred Stock and Series C Convertible Preferred Stock also accrue dividends at a rate of 12.5% per annum, payable in cash or Class A Common Stock, at the discretion of the Issuer, on the first day of each calendar quarter. See Footnote 3 in Item 4.

/2/ Pursuant to the terms of the Series B Convertible Preferred Stock, Series C Convertible Preferred Stock, and Series D Convertible Preferred Stock, the Reporting Person can not be the "beneficial owner" of more than 9.99% of the Class A Common Stock within the meaning of Rule 13d-1 of the Securities Exchange Act of 1934.

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1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Name Kenneth Griffin

-----

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)   
(b)

-----

3 SEC USE ONLY

-----

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S. Citizen  
U.S.A.

-----

	5	SOLE VOTING POWER
NUMBER OF SHARES	0	
-----		
BENEFICIALLY OWNED BY	6	SHARED VOTING POWER
EACH REPORTING PERSON WITH		1,192,260 shares of Class A Common Stock 1,590 shares of Series B Convertible Preferred Stock (convertible into 567,001 shares of Class A Common Stock)/1//2/ 1,590 shares of Series C Convertible Preferred Stock (convertible into 0 shares of Class A Common Stock)/1//2/ 1,451.1 shares of Series D Convertible Preferred Stock (convertible into 2,902,200 shares of Class A Common Stock)/1//2/
-----		
	7	SOLE DISPOSITIVE POWER
	0	
-----		
	8	SHARED DISPOSITIVE POWER
		See Row 6 above.

-----

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

See Row 6 above.

-----

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*/2/

[X]

-----

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

Approximately 9.99% as of December 31, 2001./2/ (Based on 43,192,074 shares of Class A Common Stock issued and outstanding as of November 1, 2001, plus the shares of Class A Common Stock issuable upon the conversion of the Series B, Series C and Series D Convertible Preferred Stock referred to in Row 6 above.)

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12 TYPE OF REPORTING PERSON\*

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IN

/1/ The Series B Convertible Preferred Stock and Series C Convertible Preferred Stock also accrue dividends at a rate of 12.5% per annum, payable in cash or Class A Common Stock, at the discretion of the Issuer, on the first day of each calendar quarter. See Footnote 3 in Item 4.

/2/ Pursuant to the terms of the Series B Convertible Preferred Stock, Series C Convertible Preferred Stock, and Series D Convertible Preferred Stock, the Reporting Person can not be the "beneficial owner" of more than 9.99% of the Class A Common Stock within the meaning of Rule 13d-1 of the Securities Exchange Act of 1934.

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NAME OF REPORTING PERSON

1 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Name Wellington Partners Limited Partnership

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

2 (a)  (b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4 Illinois limited partnership  
U.S.A.

SOLE VOTING POWER

5

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

0

SHARED VOTING POWER

6

1,192,260 shares of Class A Common Stock  
1,590 shares of Series B Convertible Preferred Stock  
(convertible into 567,001 shares of Class A Common  
Stock)/1//2/  
1,590 shares of Series C Convertible Preferred Stock  
(convertible into 0 shares of Class A Common  
Stock)/1//2/  
1,451.1 shares of Series D Convertible Preferred Stock  
(convertible into 2,902,200 shares of Class A Common  
Stock)/1//2/

SOLE DISPOSITIVE POWER

7

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0

-----  
SHARED DISPOSITIVE POWER

8

See Row 6 above.

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

9

See Row 6 above.

-----  
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*/2/

10

[X]

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

11

Approximately 9.99% as of December 31, 2001./2/ (Based on 43,192,074 shares of Class A Common Stock issued and outstanding as of November 1, 2001, plus the shares of Class A Common Stock issuable upon the conversion of the Series B, Series C and Series D Convertible Preferred Stock referred to in Row 6 above.)

-----  
TYPE OF REPORTING PERSON\*

12

PN; HC

-----  
/1/ The Series B Convertible Preferred Stock and Series C Convertible Preferred Stock also accrue dividends at a rate of 12.5% per annum, payable in cash or Class A Common Stock, at the discretion of the Issuer, on the first day of each calendar quarter. See Footnote 3 in Item 4.

/2/ Pursuant to the terms of the Series B Convertible Preferred Stock, Series C Convertible Preferred Stock, and Series D Convertible Preferred Stock, the Reporting Person can not be the "beneficial owner" of more than 9.99% of the Class A Common Stock within the meaning of Rule 13d-1 of the Securities Exchange Act of 1934.

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-----  
NAME OF REPORTING PERSON

1

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Name Wingate Capital Ltd.

-----  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

2

(a) [X]

(b) [ ]

-----  
SEC USE ONLY

3

-----  
CITIZENSHIP OR PLACE OF ORGANIZATION

4



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Cayman Islands company

-----	
	SOLE VOTING POWER
5	0
NUMBER OF SHARES	-----
BENEFICIALLY OWNED BY	SHARED VOTING POWER
6	1,192,260 shares of Class A Common Stock
EACH	1,590 shares of Series B Convertible Preferred Stock
REPORTING	(convertible into 567,001 shares of Class A Common
PERSON	Stock)/1//2/
WITH	1,590 shares of Series C Convertible Preferred Stock
	(convertible into 0 shares of Class A Common
	Stock)/1//2/
	1,451.1 shares of Series D Convertible Preferred Stock
	(convertible into 2,902,200 shares of Class A Common
	Stock)/1//2/
-----	
	SOLE DISPOSITIVE POWER
7	0
	-----
	SHARED DISPOSITIVE POWER
8	See Row 6 above.
-----	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	See Row 6 above.
-----	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*/2/
	[X]
-----	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
	Approximately 9.99% as of December 31, 2001./2/ (Based on 43,192,074
	shares of Class A Common Stock issued and outstanding as of November 1,
	2001, plus the shares of Class A Common Stock issuable upon the conversion
	of the Series B, Series C and Series D Convertible Preferred Stock
	referred to in Row 6 above.)
-----	
12	TYPE OF REPORTING PERSON*
	CO
-----	

/1/ The Series B Convertible Preferred Stock and Series C Convertible Preferred Stock also accrue dividends at a rate of 12.5% per annum, payable in cash or Class A Common Stock, at the discretion of the Issuer, on the first day of each calendar quarter. See Footnote 3 in Item 4.

/2/ Pursuant to the terms of the Series B Convertible Preferred Stock, Series C Convertible Preferred Stock, and Series D Convertible Preferred Stock, the Reporting Person can not be the "beneficial owner" of more than 9.99% of the Class A Common Stock within the meaning of Rule 13d-1 of the Securities Exchange Act of 1934.

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-----  
 1 NAME OF REPORTING PERSON  
 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Name Kensington Global Strategies Fund, Ltd.

-----  
 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)   
 (b)

-----  
 3 SEC USE ONLY

-----  
 4 CITIZENSHIP OR PLACE OF ORGANIZATION

Bermuda company

-----  
 5 SOLE VOTING POWER  
 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

0

-----  
 6 SHARED VOTING POWER

1,192,260 shares of Class A Common Stock  
 1,590 shares of Series B Convertible Preferred Stock  
 (convertible into 567,001 shares of Class A Common  
 Stock)/1//2/  
 1,590 shares of Series C Convertible Preferred Stock  
 (convertible into 0 shares of Class A Common  
 Stock)/1//2/  
 1,451.1 shares of Series D Convertible Preferred Stock  
 (convertible into 2,902,200 shares of Class A Common  
 Stock)/1//2/

-----  
 7 SOLE DISPOSITIVE POWER  
 0

-----  
 8 SHARED DISPOSITIVE POWER  
 See Row 6 above.

-----  
 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 See Row 6 above.

-----  
 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*/2/

-----  
 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
 Approximately 9.99% as of December 31, 2001./2/ (Based on 43,192,074  
 shares of Class A Common Stock issued and outstanding as of November 1,  
 2001, plus the shares of Class A Common Stock issuable upon the conversion

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of the Series B, Series C and Series D Convertible Preferred Stock referred to in Row 6 above.)

-----  
 TYPE OF REPORTING PERSON\*

12

CO; HC  
 -----

/1/ The Series B Convertible Preferred Stock and Series C Convertible Preferred Stock also accrue dividends at a rate of 12.5% per annum, payable in cash or Class A Common Stock, at the discretion of the Issuer, on the first day of each calendar quarter. See Footnote 3 in Item 4.

/2/ Pursuant to the terms of the Series B Convertible Preferred Stock, Series C Convertible Preferred Stock, and Series D Convertible Preferred Stock, the Reporting Person can not be the "beneficial owner" of more than 9.99% of the Class A Common Stock within the meaning of Rule 13d-1 of the Securities Exchange Act of 1934.

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-----  
 NAME OF REPORTING PERSON

1 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Name Fisher Capital Ltd.  
 -----

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

2

(a)

(b)   
 -----

SEC USE ONLY

3  
 -----

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Cayman Islands company  
 -----

SOLE VOTING POWER

5

NUMBER OF  
 SHARES

0  
 -----

BENEFICIALLY

SHARED VOTING POWER

OWNED BY

6

EACH  
 REPORTING  
 PERSON  
 WITH

1,192,260 shares of Class A Common Stock  
 1,590 shares of Series B Convertible Preferred Stock  
 (convertible into 567,001 shares of Class A Common  
 Stock)/1//2/  
 1,590 shares of Series C Convertible Preferred Stock  
 (convertible into 0 shares of Class A Common  
 Stock)/1//2/  
 1,451.1 shares of Series D Convertible Preferred Stock  
 (convertible into 2,902,200 shares of Class A Common  
 Stock)/1//2/  
 -----

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SOLE DISPOSITIVE POWER

7

0

SHARED DISPOSITIVE POWER

8

See Row 6 above.

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

See Row 6 above.

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*/2/

10

[X]

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

Approximately 9.99% as of December 31, 2001./2/ (Based on 43,192,074 shares of Class A Common Stock issued and outstanding as of November 1, 2001, plus the shares of Class A Common Stock issuable upon the conversion of the Series B, Series C and Series D Convertible Preferred Stock referred to in Row 6 above.)

TYPE OF REPORTING PERSON\*

12

CO

/1/ The Series B Convertible Preferred Stock and Series C Convertible Preferred Stock also accrue dividends at a rate of 12.5% per annum, payable in cash or Class A Common Stock, at the discretion of the Issuer, on the first day of each calendar quarter. See Footnote 3 in Item 4.

/2/ Pursuant to the terms of the Series B Convertible Preferred Stock, Series C Convertible Preferred Stock, and Series D Convertible Preferred Stock, the Reporting Person can not be the "beneficial owner" of more than 9.99% of the Class A Common Stock within the meaning of Rule 13d-1 of the Securities Exchange Act of 1934.

NAME OF REPORTING PERSON

1

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Name Citadel Trading Group, L.L.C.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

2

(a) [X]

(b) [ ]

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

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4

Delaware limited liability company  
U.S.A.

		SOLE VOTING POWER
	5	0
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	SHARED VOTING POWER 1,192,260 shares of Class A Common Stock 1,590 shares of Series B Convertible Preferred Stock (convertible into 567,001 shares of Class A Common Stock)/1//2/ 1,590 shares of Series C Convertible Preferred Stock (convertible into 0 shares of Class A Common Stock)/1//2/ 1,451.1 shares of Series D Convertible Preferred Stock (convertible into 2,902,200 shares of Class A Common Stock)/1//2/
		SOLE DISPOSITIVE POWER
	7	0
		SHARED DISPOSITIVE POWER
	8	See Row 6 above.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

See Row 6 above.

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*/2/

[X]

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

Approximately 9.99% as of December 31, 2001./2/ (Based on 43,192,074 shares of Class A Common Stock issued and outstanding as of November 1, 2001, plus the shares of Class A Common Stock issuable upon the conversion of the Series B, Series C and Series D Convertible Preferred Stock referred to in Row 6 above.)

12 TYPE OF REPORTING PERSON\*

00

/1/ The Series B Convertible Preferred Stock and Series C Convertible Preferred Stock also accrue dividends at a rate of 12.5% per annum, payable in cash or Class A Common Stock, at the discretion of the Issuer, on the first day of each calendar quarter. See Footnote 3 in Item 4.

/2/ Pursuant to the terms of the Series B Convertible Preferred Stock, Series C Convertible Preferred Stock, and Series D Convertible Preferred Stock, the Reporting Person can not be the "beneficial owner" of more than 9.99% of the Class A Common Stock within the meaning of Rule 13d-1 of the Securities Exchange Act of 1934.

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1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Name Aragon Investments, Ltd.

-----  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

(b)

-----  
3 SEC USE ONLY

-----  
4 CITIZENSHIP OR PLACE OF ORGANIZATION

Bermuda company

	5	SOLE VOTING POWER
NUMBER OF SHARES	0	
-----		
BENEFICIALLY OWNED BY	6	SHARED VOTING POWER
EACH REPORTING PERSON WITH		1,192,260 shares of Class A Common Stock
		1,590 shares of Series B Convertible Preferred Stock (convertible into 567,001 shares of Class A Common Stock)/1//2/
		1,590 shares of Series C Convertible Preferred Stock (convertible into 0 shares of Class A Common Stock)/1//2/
		1,451.1 shares of Series D Convertible Preferred Stock (convertible into 2,902,200 shares of Class A Common Stock)/1//2/

-----  
7 SOLE DISPOSITIVE POWER

0

-----

8 SHARED DISPOSITIVE POWER

See Row 6 above.

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

See Row 6 above.

-----  
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*/2/

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

Approximately 9.99% as of December 31, 2001./2/ (Based on 43,192,074 shares of Class A Common Stock issued and outstanding as of November 1, 2001, plus the shares of Class A Common Stock issuable upon the conversion of the Series B, Series C and Series D Convertible Preferred Stock

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referred to in Row 6 above.)

-----  
TYPE OF REPORTING PERSON\*

12

CO  
-----

/1/ The Series B Convertible Preferred Stock and Series C Convertible Preferred Stock also accrue dividends at a rate of 12.5% per annum, payable in cash or Class A Common Stock, at the discretion of the Issuer, on the first day of each calendar quarter. See Footnote 3 in Item 4.

/2/ Pursuant to the terms of the Series B Convertible Preferred Stock, Series C Convertible Preferred Stock, and Series D Convertible Preferred Stock, the Reporting Person can not be the "beneficial owner" of more than 9.99% of the Class A Common Stock within the meaning of Rule 13d-1 of the Securities Exchange Act of 1934.

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Item 1(a) Name of Issuer: MICROSTRATEGY INCORPORATED

1(b) Address of Issuer's Principal Executive Offices:

8000 Towers Crescent Drive  
Vienna, Virginia 22182

Item 2(a) Name of Person Filing

Item 2(b) Address of Principal Business Office

Item 2(c) Citizenship

Citadel Limited Partnership  
225 W. Washington  
9th Floor  
Chicago, Illinois 60606  
Illinois limited partnership

GLB Partners, L.P.  
225 W. Washington  
9th Floor  
Chicago, Illinois 60606  
Delaware limited partnership

Citadel Investment Group, L.L.C.  
225 W. Washington  
9th Floor  
Chicago, Illinois 60606  
Delaware limited liability company

Kenneth Griffin  
225 W. Washington  
9th Floor  
Chicago, Illinois 60606  
U.S. Citizen

Wellington Partners Limited Partnership

Edgar Filing: MICROSTRATEGY INC - Form SC 13G/A

c/o Citadel Investment Group, L.L.C.  
225 W. Washington  
9th Floor  
Chicago, Illinois 60606  
Illinois limited partnership

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Wingate Capital Ltd.  
c/o Citadel Investment Group, L.L.C.  
225 W. Washington  
9th Floor  
Chicago, Illinois 60606  
Cayman Islands company

Kensington Global Strategies Fund, Ltd.  
c/o Citadel Investment Group, L.L.C.  
225 W. Washington  
9th Floor  
Chicago, Illinois 60606  
Bermuda company

Fisher Capital Ltd.  
c/o Citadel Investment Group, L.L.C.  
225 W. Washington  
9th Floor  
Chicago, Illinois 60606  
Cayman Islands company

Citadel Trading Group, L.L.C.  
c/o Citadel Investment Group, L.L.C.  
225 W. Washington  
9th Floor  
Chicago, Illinois 60606  
Delaware limited liability company

Aragon Investments, Ltd.  
c/o Citadel Investment Group, L.L.C.  
225 W. Washington  
9th Floor  
Chicago, Illinois 60606  
Bermuda company

2(d) Title of Class of Securities:

Class A Common Stock, par value \$0.001 per share

2(e) CUSIP Number: 594972101.

Item 3 If this statement is filed pursuant to Rules 13d-1(b), or





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1,590 shares of Series B Convertible Preferred Stock (convertible into 567,000 shares of Class A Common Stock)/1//2/

1,590 shares of Series C Convertible Preferred Stock (convertible into 0 shares of Class A Common Stock)/1//2/

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1,451.1 shares of Series D Convertible Preferred Stock (convertible into 2,902,200 shares of Class A Common Stock)/1/2/

(b) Percent of Class:

Approximately 9.99% as of December 31, 2001./2/ (Based on 43,192,074 shares of Class A Common Stock issued and outstanding as of November 1, 2001, plus the shares of Class A Common Stock issuable upon the conversion of the Series B, Series C and Series D Convertible Preferred Stock referred to above.)

/1/The Series B Convertible Preferred Stock and Series C Convertible Preferred Stock also accrue dividends at a rate of 12.5% per annum, payable in cash or Class A Common Stock, at the discretion of the Issuer, on the first day of each calendar quarter. See Footnote 3 in Item 4.

/2/Pursuant to the terms of the Series B Convertible Preferred Stock, Series C Convertible Preferred Stock, and Series D Convertible Preferred Stock, the Reporting Persons can not be the "beneficial owners" of more than 9.99% of the Class A Common Stock within the meaning of Rule 13d-1 of the Securities Exchange Act of 1934.

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote:

0

(ii) shared power to vote or to direct the vote:

See item (a) above.

(iii) sole power to dispose or to direct the disposition of:

0

(iv) shared power to dispose or to direct the disposition of:

See item (a) above.

/3/The securities reported herein include securities that the Reporting Persons may acquire in the future through the conversion of (i) 1,590 shares of the Series B Convertible Preferred Stock (the "Series B Preferred Shares"), which may be converted by the Reporting Persons at any time prior to June 14, 2004 (the "Series B Maturity Date"), into shares of the Company's Class A Common Stock (the "Common Stock") at the conversion price of \$12.50 (subject to adjustment to prevent dilution), (ii) 1,590 shares of the Series C Convertible



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Not Applicable.

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Item 10 Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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

Dated this 13th day of February, 2002	/s/ Kenneth Griffin
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	Kenneth Griffin

CITADEL LIMITED PARTNERSHIP	CITADEL INVESTMENT GROUP, L.L.C.
By: GLB Partners, L.P., its General Partner	By: /s/ Kenneth Griffin ----- Kenneth Griffin, President
By: Citadel Investment Group, L.L.C., its General Partner	WINGATE CAPITAL LTD.
By: /s/ Kenneth Griffin ----- Kenneth Griffin, President	By: Citadel Limited Partnership, its Trading Manager
GLB PARTNERS, L.P.	By: GLB Partners, L.P., its General Partner
By: Citadel Investment Group, L.L.C., its General Partner	By: Citadel Investment Group, L.L.C., its General Partner
By: /s/ Kenneth Griffin ----- Kenneth Griffin, President	By: /s/ Kenneth Griffin -----

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Kenneth Griffin, President

WELLINGTON PARTNERS LIMITED  
PARTNERSHIP

FISHER CAPITAL LTD.

By: Citadel Limited Partnership,  
its General Partner

By: Citadel Limited Partnership,  
its Trading Manager

By: GLB Partners, L.P.,  
its General Partner

By: GLB Partners, L.P.,  
its General Partner

By: Citadel Investment Group, L.L.C.,  
its General Partner

By: Citadel Investment Group, L.L.C.,  
its General Partner

By: /s/ Kenneth Griffin  
-----  
Kenneth Griffin, President

By: /s/ Kenneth Griffin  
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Kenneth Griffin, President

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CITADEL TRADING GROUP, L.L.C.

ARAGON INVESTMENTS, LTD.

By: Citadel Limited Partnership,  
its Managing Member

By: Citadel Limited Partnership,  
its Trading Manager

By: GLB Partners, L.P.,  
its General Partner

By: GLB Partners, L.P.,  
its General Partner

By: Citadel Investment Group, L.L.C.,  
its General Partner

By: Citadel Investment Group, L.L.C.,  
its General Partner

By: /s/ Kenneth Griffin  
-----  
Kenneth Griffin, President

By: /s/ Kenneth Griffin  
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Kenneth Griffin, President

KENSINGTON GLOBAL STRATEGIES  
FUND, LTD.

By: Citadel Limited Partnership,  
its Trading Manager

By: GLB Partners, L.P.,  
its General Partner

By: Citadel Investment Group, L.L.C.,  
its General Partner

By: /s/ Kenneth Griffin  
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Kenneth Griffin, President

