

MICROSTRATEGY INC  
Form SC 13G/A  
February 16, 2001

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934  
(Amendment No.2)

MICROSTRATEGY INCORPORATED

-----  
(Name of Issuer)

Class A Common Stock

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

594972 10 1

-----  
(CUSIP Number)

December 31, 2000

-----  
(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)

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CUSIP NO. 594972 10 1  
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1 NAMES OF REPORTING PERSONS.  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).

Sanju K. Bansal  
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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)  
(a)   
(b)

3 SEC USE ONLY  
-----

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States  
-----

5 SOLE VOTING POWER  
NUMBER OF 8,640,958  
SHARES  
-----

6 SHARED VOTING POWER  
BENEFICIALLY OWNED BY  
-----

7 SOLE DISPOSITIVE POWER  
EACH 8,640,958  
REPORTING  
-----

8 SHARED DISPOSITIVE POWER  
PERSON WITH  
-----

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,640,958  
-----

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

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

23.13%  
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12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN  
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Page 2 of 6 Pages

Item 1(a). Name of Issuer:

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MicroStrategy Incorporated

- Item 1(b). Address of Issuer's Principal Executive Offices:  
8000 Towers Crescent Drive  
Vienna, VA 22181
- Item 2(a). Name of Person Filing:  
Sanju K. Bansal
- Item 2(b). Address of Principal Business Office:  
8000 Towers Crescent Drive  
Vienna, VA 22181
- 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)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).
- Page 3 of 6 Pages
- (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);

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(j)  Group, in accordance with (S)240.13d-1(b)(1)(ii)(J).

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

Item 4. Ownership:

- (a) Amount Beneficially Owned: 8,640,958
- (b) Percent of Class: 23.13%
- (c) Number of shares as to which such person has:
  - (i) sole power to vote or to direct the vote: 8,640,958
  - (ii) shared power to vote or to direct the vote:
  - (iii) sole power to dispose or to direct the disposition of: 8,640,958
  - (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

Page 4 of 6 Pages

Item 7. Identification and Classification of the Subsidiary Which Acquired 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.

Date: February 15, 2001

/s/ Sanju K. Bansal

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Sanju K. Bansal

Shangri-La LLC

by: /s/ Sanju K. Bansal

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Sanju K. Bansal, Sole Member

Sanju K. Bansal Qualified Annuity Trust #1

by: /s/ Sanju K. Bansal

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Sanju K. Bansal, Trustee

Sanju K. Bansal Qualified Annuity Trust #2

by: /s/ Sanju K. Bansal

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Sanju K. Bansal, Trustee

Page 5 of 6 Pages

Exhibit 1

IDENTITY OF MEMBERS OF GROUP

Sanju K. Bansal is the record holder of 16,954 shares of Class B Common Stock of MicroStrategy Incorporated ("Class B Common Stock"), Shangri-La LLC, a Delaware limited liability company, is the record holder of 8,165,958 shares of Class B Common Stock and 19,000 shares of Class A Common Stock of MicroStrategy Incorporated ("Class A Common Stock"), the Sanjeev K. Bansal Qualified Annuity Trust #1 is the record holder of 56,000 shares of Class B Common Stock and the Sanjeev K. Bansal Qualified Annuity Trust #2 is the record holder of 383,046 shares of Class B Common Stock. Class B Common Stock is convertible at any time at the option of the holder into Class A common Stock of MicroStrategy Incorporated on a one-for-one basis. Sanju K. Bansal is the sole member of Shangri-La LLC and the sole trustee of the Sanjeev K. Bansal Qualified Annuity Trust #1 and the Sanjeev K. Bansal Qualified Annuity Trust #2. Accordingly, Mr. Bansal is the beneficial owner of the shares of Class A Common Stock and Class B Common Stock held of record by Shangri-La LLC and the shares of Class B Common Stock held of record by the Sanjeev K. Bansal Qualified Annuity Trust #1 and the Sanjeev K. Bansal Qualified Annuity Trust #2.

Page 6 of 6 Pages