
**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): November 17, 2025



STRATEGY INC

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

1850 Towers Crescent Plaza
Tysons Corner, Virginia
(Address of principal executive offices)

001-42509
(Commission
File Number)

51-0323571
(I.R.S. Employer
Identification No.)

22182
(Zip Code)

Registrant's telephone number, including area code: (703) 848-8600

(Former name or former address, if changed since last report)

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))

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

Title of Each Class	Trading Symbol	Name of Each Exchange on which Registered
10.00% Series A Perpetual Strife Preferred Stock, \$0.001 par value per share	STRF	The Nasdaq Global Select Market
Variable Rate Series A Perpetual Stretch Preferred Stock, \$0.001 par value per share	STRC	The Nasdaq Global Select Market
8.00% Series A Perpetual Strike Preferred Stock, \$0.001 par value per share	STRK	The Nasdaq Global Select Market
10.00% Series A Perpetual Stride Preferred Stock, \$0.001 par value per share	STRD	The Nasdaq Global Select Market
Class A common stock, \$0.001 par value per share	MSTR	The Nasdaq Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 8.01 Other Events.

ATM Update

On November 17, 2025, Strategy Inc ("Strategy") announced an update with respect to sales made under its at-the-market offering program ("ATM") of the following securities:

Security	During Period November 10, 2025 to November 16, 2025			As of November 16, 2025	
	Shares Sold	Notional Value (in millions) ⁽¹⁾	Net Proceeds (in millions) ⁽²⁾	Available for Issuance and Sale (in millions)	
STRF Stock 10.00% Series A Perpetual Strife Preferred Stock	39,957	\$ 4.0	\$ 4.4	\$ 1,637.3	
STRC Stock Variable Rate Series A Perpetual Stretch Preferred Stock	1,313,641	\$ 131.4	\$ 131.2	\$ 4,042.4	
STRK Stock 8.00% Series A Perpetual Strike Preferred Stock	5,513	\$ 0.6	\$ 0.5	\$ 20,335.7	
STRD Stock 10.00% Series A Perpetual Stride Preferred Stock	-	\$ -	\$ -	\$ 4,132.8	
MSTR Stock Class A Common Stock	-	\$ -	\$ -	\$ 15,854.4	
Total			<u>\$ 136.1</u>		

(1) The total face value of the shares of preferred stock sold, which is used to calculate dividends thereon.

(2) Net proceeds are presented net of sales commission.

STRE Perpetual Preferred Stock

As previously disclosed, on November 13, 2025, Strategy completed its previously announced public offering of 7,750,000 shares of its 10.00% Series A Perpetual Stream Preferred Stock (the "STRE Offering") at a public offering price of €80.00 per share. The gross proceeds from the STRE Offering were approximately €620.0 million (or \$716.8 million) and the net proceeds from the STRE Offering were approximately €608.8 million (or \$703.9 million), after deducting the underwriting discounts and commissions and Strategy's estimated offering expense. Strategy's gross proceeds and net proceeds in U.S. dollars disclosed herein are calculated based upon the Euro to U.S. dollar exchange rate of €1.00/\$1.1561.

BTC Update

On November 17, 2025, Strategy announced updates with respect to its bitcoin holdings:

During Period November 10, 2025 to November 16, 2025			As of November 16, 2025		
BTC Acquired ⁽¹⁾	Aggregate Purchase Price (in millions) ⁽²⁾	Average Purchase Price ⁽²⁾	Aggregate BTC Holdings	Aggregate Purchase Price (in billions) ⁽²⁾	Average Purchase Price ⁽²⁾
8,178	\$ 835.6	\$ 102,171	649,870	\$ 48.37	\$ 74,433

(1) The bitcoin purchases were made using proceeds from the STRE Offering and from the sale of shares of STRF Stock, STRC Stock and STRK Stock under Strategy's ATM.

(2) Aggregate and average purchase prices are inclusive of fees and expenses.

Item 7.01 Regulation FD Disclosure.

Strategy Dashboard

Strategy also maintains a dashboard on its website (www.strategy.com) as a disclosure channel for providing broad, non-exclusionary distribution of information regarding Strategy to the public, including information regarding market prices of its outstanding securities, bitcoin purchases and holdings, certain key performance indicator metrics and other supplemental information, and as one means of disclosing non-public information in compliance with its disclosure obligations under Regulation FD. Investors and others are encouraged to regularly review the information that Strategy makes public via the website dashboard.

Furnished Information

The information disclosed pursuant to Item 7.01 in this Current Report on Form 8-K shall not be deemed “filed” for purposes of Section 18 of the Exchange Act, or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such a filing.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: November 17, 2025

Strategy Inc
(Registrant)

By: /s/ W. Ming Shao
Name: W. Ming Shao
Title: Executive Vice President & General Counsel