

Edgar Filing: MASTERCARD INC - Form 8-K

MASTERCARD INC  
Form 8-K  
November 29, 2004

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

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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 23, 2004

MASTERCARD INCORPORATED  
(Exact name of registrant as specified in its charter)

DELAWARE (State or other jurisdiction of incorporation)	000-50250 (Commission File Number)	13-4172551 (IRS Employer Identification No.)
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2000 PURCHASE STREET PURCHASE, NEW YORK (Address of principal executive offices)	10577 (Zip Code)
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(914) 249-2000  
(Registrant's telephone number, including area code)

NOT APPLICABLE  
(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))

ITEM 1.01. ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT

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On November 23, 2004, MasterCard Incorporated, MasterCard International Incorporated, the principal operating subsidiary of MasterCard Incorporated, and UMB Bank & Trust, N.A., as indenture trustee for the 7.36% Series A Senior Secured Notes (the "notes"), amended the terms of MasterCard International's guarantee in connection with the notes by transferring certain obligations from MasterCard International to MasterCard Incorporated. The notes were issued in August 1999 by MasterCard International O'Fallon 1999 Trust, a consolidated variable interest entity, to finance MasterCard's global technology and operations facility in O'Fallon Missouri. As a result of the amendment to the guarantee, MasterCard Incorporated has become a party to the guarantee and has assumed certain covenant compliance obligations, including financial reporting and maintenance of consolidated net worth. The amendment to the guarantee aligns MasterCard's financial reporting and net worth covenant obligations under the guarantee with similar obligations under its other debt instruments. MasterCard entered into the amendment to the guarantee to better reflect MasterCard's corporate structure and to reduce the costs and administrative burden of complying with different debt covenants.

### SIGNATURES

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

MASTERCARD INCORPORATED

Date: November 29, 2004

By /s/ Noah J. Hanft

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Noah J. Hanft  
General Counsel and Secretary