

MASTERCARD INC  
Form 8-K  
March 15, 2016

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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): March 11, 2016

MasterCard Incorporated  
(Exact name of registrant as specified in its charter)

|   |  |  |
|---|--|--|
| Delaware<br>(State or other jurisdiction<br>of incorporation) | 001-32877<br>(Commission<br>File Number) | 13-4172551<br>(IRS Employer<br>Identification No.) |
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|  |                     |
|--|---------------------|
| 2000 Purchase Street<br>Purchase, New York<br>(Address of principal executive offices) | 10577<br>(Zip Code) |
|--|---------------------|

(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))
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Item 8.01. Other Events.

MasterCard Incorporated (the “Company”) announced today that the individual listed below entered into a pre-arranged stock trading plan to sell a limited amount of the Company’s shares of Class A common stock, par value \$0.0001 per share (the “Class A common stock”), for personal financial management purposes, designed to comply with Rule 10b5-1 of the Securities Exchange Act of 1934, as amended, and the Company’s insider trading policies regarding stock transactions (a “10b5-1 Plan”). This 10b5-1 Plan provides for the sale of specified share amounts with the securities listed below at specified market prices, subject to certain limitations, as follows:

| Name           | Title                | Type of Securities | Earliest Sale Date | Latest Sale Date |
|----------------|----------------------|--------------------|--------------------|------------------|
| Andrea Forster | Corporate Controller | Stock Options      | May 10, 2016       | February 1, 2017 |

Ms. Forster’s 10b5-1 Plan may terminate sooner in accordance with its terms.

Ms. Forster is subject to the Company’s executive stock ownership guidelines whereby she is encouraged to hold at least one times her base salary in stock. For purposes of the stock ownership guidelines, shares of Class A common stock held directly or indirectly are included; however, unvested restricted stock units or performance stock units and unexercised stock options held are excluded.

Transactions made under this 10b5-1 Plan will be disclosed publicly through filings with the U.S. Securities and Exchange Commission. Except as may be required by law, the Company does not undertake to report on specific Rule 10b5-1 pre-planned stock trading plans of Company officers, nor to report modifications or terminations of the above-described 10b5-1 Plan or the plan of any other individual.

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**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: March 15, 2016

By /s/ Janet McGinness  
Janet McGinness  
Corporate Secretary