

MASTERCARD INC  
Form 8-K  
August 12, 2014

---

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 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): August 7, 2014

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

Delaware (State or other jurisdiction of incorporation)	001-32877 (Commission File Number)	13-4172551 (IRS Employer Identification No.)
---	--	--

2000 Purchase Street Purchase, New York (Address of principal executive offices)	10577 (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))



Item 8.01 Other Events

MasterCard Incorporated (the “Company”) announced today that Richard Haythornthwaite, Chairman of the Company’s Board of Directors, 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 (the “10b5-1 Plan”).

The 10b5-1 Plan allows for the sale of a maximum of 12,000 shares of Class A common stock associated with vested and released deferred stock units. The 10b5-1 Plan provides for sales of specified share amounts at specified market prices, subject to certain limitations. Sales pursuant to the 10b5-1 Plan are expected to begin as early as October 6, 2014 and will end no later than October 1, 2016. The 10b5-1 Plan may terminate sooner in accordance with its terms.

Mr. Haythornthwaite will continue to be subject to the Company’s non-employee director stock ownership guidelines, whereby he is expected to own a number of shares with a value of at least five times the current annual cash retainer fee for service on the Board of Directors. For purposes of the stock ownership guidelines, shares of Class A common stock and vested deferred stock units held directly or indirectly by Mr. Haythornthwaite are included.

Transactions made under the 10b5-1 Plan will be disclosed publicly through Form 4 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 or directors, nor to report modifications or terminations of the aforementioned 10b5-1 Plan or the plan of any other individual.

---

**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: August 12, 2014

By /s/ Craig Brown  
Craig Brown  
Assistant Corporate Secretary and Senior Managing Counsel