

MASTERCARD INC  
Form 8-K  
March 17, 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): March 12, 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 Ronald Garrow, Chief Human Resources Officer, 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 7,770 shares of Class A common stock underlying vested stock option awards. 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 May 12, 2014 and will end no later than November 12, 2014. The 10b5-1 Plan may terminate sooner in accordance with its terms.

Mr. Garrow will continue to be subject to the Company's executive stock ownership guidelines until reaching the age of 62, whereby he is encouraged to hold at least four times his base salary in stock. For purposes of the stock ownership guidelines, shares of Class A common stock held directly or indirectly by Mr. Garrow are included; however, not yet vested restricted stock units or performance stock units and unexercised stock options held are excluded.

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, 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: March 17, 2014

By /s/ Bart Goldstein  
*Bart Goldstein*  
*Corporate Secretary and Senior Associate General*  
*Counsel*