

Cairns Ann
Form 3
April 26, 2019

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | |
|---|---------|--------------------------------------|---|--|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Cairns Ann | | (Month/Day/Year) | Mastercard Inc [MA] | |
| (Last) | (First) | 04/22/2019 | | |
| 2000 PURCHASE STREET | | | 4. Relationship of Reporting Person(s) to Issuer | |
| (Street) | | | (Check all applicable) | |
| PURCHASE, Â NY Â 10577-2509 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Vice Chairman | |
| (City) | (State) | (Zip) | 5. If Amendment, Date Original Filed(Month/Day/Year) | |
| | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Class A Common Stock | 82,270 ⁽¹⁾ | D | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | Date Exercisable Expiration Date | Title Amount or Number of | | | |

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| | | | | Shares | | (I) (Instr. 5) | |
|---|-------|------------|----------------------------|--------|-----------|-------------------|---|
| Employee Stock Option (right to buy) | Â (2) | 03/01/2024 | Class A Common Stock | 54,371 | \$ 77.72 | D | Â |
| Employee Stock Option (right ro buy) | Â (3) | 03/01/2025 | Class A Common Stock | 75,188 | \$ 90.13 | D | Â |
| Employee Stock Option (right to buy) | Â (4) | 03/01/2026 | Class A Common Stock | 87,460 | \$ 90.1 | D | Â |
| Employee Stock Option (right to buy) | Â (5) | 03/01/2027 | Class A Common Stock | 83,608 | \$ 112.31 | D | Â |
| Employee Stock Option (right to buy) | Â (6) | 03/01/2028 | Class A Common Stock | 43,400 | \$ 173.49 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| Cairns Ann 2000 PURCHASE STREET PURCHASE, NY 10577-2509 | Â | Â | Â Vice Chairman | Â |

Signatures

/s/ Craig R. Brown, Assistant Corporate Secretary, attorney-in-fact for Ann Cairns pursuant to a power of attorney dated April 23, 2019

04/26/2019

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Includes an unvested award of 11,182 restricted stock units awarded on March 1, 2019 pursuant to the terms of a stockholder-approved plan, which will vest on February 28, 2022.
- (2) The reporting person was awarded 83,976 employee stock options on March 1, 2014, of which 54,371 remain and are fully vested.
- (3) The reporting person was awarded 75,188 employee stock options on March 1, 2015, which vested in four equal installments beginning on March 1, 2016.
- (4) The reporting person was awarded 87,460 employee stock options on March 1, 2016, of which 65,595 have vested. The remaining 21,865 employee stock options will vest on March 1, 2020.
- (5) The reporting person was awarded 83,608 employee stock options on March 1, 2017, of which 41,804 have vested. The remaining 41,804 employee stock options will vest in two equal annual installments beginning on March 1, 2020.
- (6) The reporting person was awarded 43,400 employee stock options on March 1, 2018, of which 10,850 have vested. The remaining 32,550 employee stock options will vest in three equal annual installments beginning on March 1, 2020

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Remarks:

ExhibitÂ 24Â PowerÂ ofÂ AttorneyÂ isÂ attached

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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