

MASTERCARD INC  
Form DEFA14A  
April 10, 2007

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

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**FORM 8-K**

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**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

*Date of Report (Date of earliest event reported): April 10, 2007*

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**MasterCard Incorporated**

*(Exact name of registrant as specified in its charter)*

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**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)*

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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**

On April 10, 2007, MasterCard Incorporated (the Company) issued a press release, which is attached hereto as Exhibit 99.1, announcing that its Board of Directors approved an amendment to its certificate of incorporation designed to facilitate an accelerated, orderly conversion of Class B common stock into Class A common stock for subsequent sale. In a related decision, the Board approved two additional items for 2007: the conversion of up to 13.4 million shares of Class B common stock into Class A common stock, and the repurchase of up to \$500 million of Class A common stock in open market transactions, each of which is subject to stockholder approval of the amendment to the certificate of incorporation at the Company's June 7, 2007 annual meeting of stockholders.

**Item 9.01 Financial Statements and Exhibits**

**(d) Exhibits.**

99.1 Press release of MasterCard Incorporated, dated April 10, 2007.

**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: April 10, 2007

By */s/ Noah J. Hanft*  
*Noah J. Hanft*

*General Counsel and Secretary*