

Caldart Gilberto
Form 3
June 05, 2018

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 *

Â Caldart Gilberto
(Last) (First) (Middle)

2000 PURCHASE STREET
(Street)

PURCHASE,Â NYÂ 10577
(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
06/01/2018

3. Issuer Name and Ticker or Trading Symbol
Mastercard Inc [MA]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer ____ Other
(give title below) (specify below)
President, International

5. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
__X__ Form filed by One Reporting Person
____ 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

48,915.8

I

See footnote below ⁽¹⁾

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)

Date Exercisable Expiration Date

3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)

Title Amount or Number of

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)

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				Shares		(I) (Instr. 5)	
Employee Stock Option (right ro buy)	Â (2)	03/01/2023	Class A Common Stock	22,280	\$ 51.83	D	Â
Employee Stock Option (right ro buy)	Â (3)	03/01/2024	Class A Common Stock	24,492	\$ 77.72	D	Â
Employee Stock Option (right ro buy)	Â (4)	03/01/2025	Class A Common Stock	20,964	\$ 90.13	D	Â
Employee Stock Option (right ro buy)	Â (5)	03/01/2026	Class A Common Stock	21,528	\$ 90.1	D	Â
Employee Stock Option (right ro buy)	Â (6)	03/01/2027	Class A Common Stock	20,020	\$ 112.31	D	Â
Employee Stock Option (right ro buy)	Â (7)	03/01/2028	Class A Common Stock	12,224	\$ 173.49	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Caldart Gilberto 2000 PURCHASE STREET PURCHASE,Â NYÂ 10577	Â	Â	Â President, International	Â

Signatures

Craig Brown, as attorney-in-fact for Gilberto Caldart pursuant to a power of attorney dated May 11, 2018

06/05/2018

__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) The shares are held by a family-owned company, controlled by the reporting person.
- (2) The reporting person was awarded 22,280 employee stock options on March 1, 2013, which vested in four (4) equal installments beginning on March 1, 2014.
- (3) The reporting person was awarded 24,492 employee stock options on March 1, 2014, which vested in four (4) equal installments beginning on March 1, 2015.
- (4) The reporting person was awarded 20,964 employee stock options on March 1, 2015, of which 15,723 have vested. The remaining 5,241 employee stock options will vest on March 1, 2019.
- (5)

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The reporting person was awarded 21,528 employee stock options on March 1, 2016, of which 10,764 have vested. The remaining 10,764 employee stock options will vest in two (2) equal annual installments beginning on March 1, 2019.

- (6) The reporting person was awarded 20,020 employee stock options on March 1, 2017, of which 5,005 have vested. The remaining 15,015 employee stock options will vest in three (3) equal annual installments beginning on March 1, 2019.
- (7) The reporting person was awarded 12,224 employee stock options on March 1, 2018, which will vest in four (4) equal annual installments beginning on March 1, 2019.

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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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