

MASTERCARD INC  
Form 8-K  
June 28, 2011

**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):* June 28, 2011

**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)

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- “ 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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On June 28, 2011, MasterCard Incorporated (the Registrant ) announced that Walt Macnee, a named executive officer, will no longer serve as President, International Markets of the Registrant and MasterCard International Incorporated ( MasterCard International and, together with the Registrant, the Company ). Mr. Macnee will assume a new role as Vice Chairman, with responsibilities including various senior client and government relationships and evolving the Company s merchant strategy. As explained in the June 28, 2011 press release issued by the Company, attached hereto as Exhibit 99.1 and incorporated herein by reference, Ann Cairns will be appointed President, International Markets, with all of the changes to be effective August 22, 2011.

**Item 9.01. Financial Statements and Exhibits.**

(d) *Exhibits.*

<b>Exhibit Number</b>	<b>Exhibit Description</b>
99.1	Press release of MasterCard Incorporated, dated June 28, 2011.

**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: June 28, 2011

By /s/ Noah J. Hanft  
*Noah J. Hanft*  
*General Counsel and*  
  
*Corporate Secretary*

**EXHIBIT INDEX**

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