MASTERCARD INC
Form 8-K
December 10, 2013

**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): December 10, 2013**

**MasterCard Incorporated**

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

| **Delaware** | **001-32877** | **13-4172551** |
|---|---|---|
| **(State or other jurisdiction of incorporation)** | **(Commission File Number)** | **(IRS Employer Identification No.)** |

**2000 Purchase Street**

| **Purchase, New York** | **10577** |
|---|---|
| **(Address of principal executive offices)** | **(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**

On December 10, 2013, MasterCard Incorporated (the Company ) issued a press release announcing that its Board of Directors had approved several capital actions, including declaring a 10-for-1 stock split of the Company s shares of Class A common stock and Class B common stock, to be effected through a stock dividend. A copy of the press release, which describes these actions, is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits**

**(d) Exhibits.**

| Exhibit Number | Exhibit Description |
|---|---|
| 99.1 | Press Release issued by MasterCard Incorporated, dated December 10, 2013. |

**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: December 10, 2013

By /s/ Bart S. Goldstein
*Bart S. Goldstein*
*Corporate Secretary and Senior Associate*

*General Counsel*

**EXHIBIT INDEX**

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