

Bhalla Ajay  
 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 * Â Bhalla Ajay (Last) (First) (Middle)  2000 PURCHASE STREET (Street)  PURCHASE, Â NY Â 10577 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 04/22/2019	3. Issuer Name and Ticker or Trading Symbol Mastercard Inc [MA]	4. Relationship of Reporting Person(s) to Issuer  (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) President Cyber & Intelligence	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
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**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	6,357	D	Â
Class A Common Stock	106,158	I	See footnote below. <sup>(1)</sup>

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	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Employee Stock Option (right to buy)	Â <u>(2)</u>	03/01/2021	Class A Common Stock	13,480	\$ 24.03	D	Â
Employee Stock Option (right to buy)	Â <u>(3)</u>	03/01/2012	Class A Common Stock	10,120	\$ 42.04	D	Â
Employee Stock Option (right to buy)	Â <u>(4)</u>	03/01/2023	Class A Common Stock	14,200	\$ 51.83	D	Â
Employee Stock Option (right to buy)	Â <u>(5)</u>	04/01/2024	Class A Common Stock	13,996	\$ 77.72	D	Â
Employee Stock Option (right to buy)	Â <u>(6)</u>	03/01/2025	Class A Common Stock	12,292	\$ 90.13	D	Â
Employee Stock Option (right to buy)	Â <u>(7)</u>	03/01/2026	Class A Common Stock	14,128	\$ 90.1	D	Â
Employee Stock Option (right to buy)	Â <u>(8)</u>	03/01/2027	Class A Common Stock	15,896	\$ 112.31	D	Â
Employee Stock Option (right to buy)	Â <u>(9)</u>	03/01/2028	Class A Common Stock	12,224	\$ 173.49	D	Â
Employee Stock Option (right to buy)	Â <u>(10)</u>	03/01/2029	Class A Common Stock	11,784	\$ 227.25	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bhalla Ajay 2000 PURCHASE STREET PURCHASE, NY 10577	Â	Â	Â President Cyber & Intelligence	Â

## Signatures

/s/ Craig R. Brown, Assistant Corporate Secretary, attorney-in-fact for Ajay Bhalla 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) The shares are held by a family-owned company, controlled by the reporting person.
- (2) The reporting person was awarded 13,480 employee stock options on March 1, 2011, which vested in four equal annual installments beginning on March 1, 2012.
- (3) The reporting person was awarded 10,120 employee stock options on March 1, 2012, which vested in four equal annual installments beginning on March 1, 2013.
- (4) The reporting person was awarded 14,200 employee stock options on March 1, 2013, which vested in four equal annual installments beginning on March 1, 2014.
- (5) The reporting person was awarded 13,996 employee stock options on March 1, 2014, which vested in four equal annual installments beginning on March 1, 2015.
- (6) The reporting person was awarded 12,292 employee stock options on March 1, 2015, which vested in four equal annual installments beginning on March 1, 2016.
- (7) The reporting person was awarded 14,128 employee stock options on March 1, 2016, of which 10,596 have vested. The remaining 3,532 employee stock options will vest on March 1, 2020.
- (8) The reporting person was awarded 15,896 employee stock options on March 1, 2017, of which 7,948 have vested. The remaining 7,948 employee stock options will vest in two equal annual installments beginning on March 1, 2020.
- (9) The reporting person was awarded 12,224 employee stock options on March 1, 2018, of which 3,056 have vested. The remaining 9,168 employee stock options will vest in three equal annual installments beginning on March 1, 2020.
- (10) The employee stock options vest in four (4) equal annual installments beginning March 1, 2020.

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### Remarks:

Exhibit 24 Power of Attorney is 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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