

MASTERCARD INC  
Form 8-K  
September 15, 2010

**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): September 15, 2010*

**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.)*

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**2000 Purchase Street**  
**Purchase, New York**  
*(Address of principal executive offices)*

**(914) 249-2000**

**10577**  
*(Zip Code)*

*(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))

#### 7.01 Regulation FD Disclosure

On September 15, 2010, MasterCard Incorporated (the Company) will host a meeting for members of the investment community. As part of discussions at the meeting, the Company is providing the following 2011-2013 longer-term performance objectives (each on a constant currency basis):

Net revenue compound annual growth rate ( CAGR ) of 12-14%;

Annual operating margin of a minimum of 50%; and

Earnings per share CAGR growth of 20% plus.

In addition, presentation materials for the meeting are attached hereto as Exhibit 99.1. The descriptions of long-term performance objectives set forth above and all information set forth in the attached presentation materials is furnished but not filed.

#### Item 8.01 Other Events

On September 14, 2010, the Company issued a press release announcing that its Board of Directors has approved a program to repurchase up to \$1 billion of shares of the Company's Class A common stock, par value \$0.0001. A copy of the press release is attached hereto as Exhibit 99.2 and is incorporated herein by reference.

#### Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

Exhibit Number	Exhibit Description
99.1	MasterCard Incorporated Investor Presentations, dated September 15, 2010.
99.2	Press Release issued by MasterCard Incorporated, dated September 14, 2010.

**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: September 15, 2010

By /s/ NOAH J. HANFT  
*Noah J. Hanft*  
*General Counsel, Chief Payment System*  
*Integrity and Compliance Officer and Corporate*  
*Secretary*

**EXHIBIT INDEX**

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