

Mastercard Inc  
Form 4  
November 02, 2016

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
*See Instruction*  
1(b).

**STATEMENT OF CHANGES IN 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

## OMB APPROVAL

OMB  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Vosburg Craig

(Last) (First) (Middle)

2000 PURCHASE STREET

(Street)

PURCHASE, NY 10577

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
10/31/2016

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)

President, North America

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 Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount (A) or (D)                                                                             | Price                                                    |                                                       |
| Class A Common Stock            | 10/31/2016                           |                                                    | M                              |                                                                   | 10,120 (1)                                                                                    | A \$ 42.043                                              | 39,836.824 D                                          |
| Class A Common Stock            | 10/31/2016                           |                                                    | M                              |                                                                   | 5,640 (1)                                                                                     | A \$ 24.036                                              | 45,476.824 D                                          |
| Class A Common Stock            | 10/31/2016                           |                                                    | S                              |                                                                   | 13,360 (1)                                                                                    | D \$ 107.1433 (2)                                        | 32,116.824 D                                          |
| Class A Common                  | 10/31/2016                           |                                                    | S                              |                                                                   | 2,200 (1)                                                                                     | D \$ 107.7599                                            | 29,916.824 D                                          |

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|         |            |   |     |     |     |            |              |
|---------|------------|---|-----|-----|-----|------------|--------------|
| Stock   |            |   |     |     | (3) |            |              |
| Class A |            |   |     |     |     |            |              |
| Common  | 10/31/2016 | S | 200 | (1) | D   | \$ 108.741 | 29,716.824 D |
| Stock   |            |   |     |     |     | (4)        |              |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |
| Employee Stock Option (right to buy)       | \$ 24.036                                              | 10/31/2016                           |                                                    | M                              | 5,640 (1)                                                                               | (5) 03/01/2021                                           | Class A Common Stock 5,640                                    |
| Employee Stock Option (right to buy)       | \$ 42.043                                              | 10/31/2016                           |                                                    | M                              | 10,120 (1)                                                                              | (6) 03/01/2022                                           | Class A Common Stock 10,120                                   |

## Reporting Owners

| Reporting Owner Name / Address                              | Relationships                    |
|-------------------------------------------------------------|----------------------------------|
|                                                             | Director 10% Owner Officer Other |
| Vosburg Craig<br>2000 PURCHASE STREET<br>PURCHASE, NY 10577 | President, North America         |

## Signatures

Craig Brown, as attorney-in-fact for Craig Vosburg pursuant to a power of attorney dated December 16, 2015

11/02/2016

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(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 transactions reported in this Form 4 were effected pursuant to a pre-planned trading plan entered into in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934. The pre-planned trading plan was adopted by the reporting person on August 30, 2016.  
The price reported reflects the weighted average price of shares sold in multiple transactions at prices ranging from \$106.53 to \$107.5089.
- (2) The reporting person hereby undertakes to provide to the SEC staff, Mastercard Incorporated, or a security holder of Mastercard Incorporated, upon request, full information regarding the number of shares sold at each separate price within this range.  
The price reported reflects the weighted average price of shares sold in multiple transactions at prices ranging from \$107.5345 to \$108.4000. The reporting person hereby undertakes to provide to the SEC staff, Mastercard Incorporated, or a security holder of Mastercard Incorporated, upon request, full information regarding the number of shares sold at each separate price within this range.
- (3) \$108.4000. The reporting person hereby undertakes to provide to the SEC staff, Mastercard Incorporated, or a security holder of Mastercard Incorporated, upon request, full information regarding the number of shares sold at each separate price within this range.  
The price reported reflects the weighted average price of shares sold in multiple transactions at prices ranging from \$108.6521 to \$108.8300. The reporting person hereby undertakes to provide to the SEC staff, Mastercard Incorporated, or a security holder of Mastercard Incorporated, upon request, full information regarding the number of shares sold at each separate price within this range.
- (4) \$108.8300. The reporting person hereby undertakes to provide to the SEC staff, Mastercard Incorporated, or a security holder of Mastercard Incorporated, upon request, full information regarding the number of shares sold at each separate price within this range.
- (5) The Reporting Person was awarded 5,640 employee stock options on March 1, 2011, which vested in four equal installments beginning on March 1, 2012.
- (6) The Reporting Person was awarded 10,120 employee stock options on March 1, 2012, which vested in four equal installments beginning on March 1, 2013.

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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