

MASTERCARD INC  
Form 3  
January 08, 2016

**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 * |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol |  |
| Â Vosburg Craig                           |         | (Month/Day/Year)                     | MASTERCARD INC [MA]                                |  |
| (Last)                                    | (First) | (Middle)                             | 4. Relationship of Reporting Person(s) to Issuer   | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
| 2000 PURCHASE STREET                      |         |                                      | (Check all applicable)                             |  |
| (Street)                                  |         |                                      | <input type="checkbox"/> Director                  | <input type="checkbox"/> 10% Owner                                     |
| PURCHASE,Â NYÂ 10577                      |         |                                      | <input checked="" type="checkbox"/> Officer        | <input type="checkbox"/> Other   |
| (City)                                    | (State) | (Zip)                                | (give title below)                                 | (specify below)  |
|   |         |                                      | President, North America                           | 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  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| Class A Common Stock               | 34,744.824 <sup>(1)</sup>                                | D   | Â  |

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

SEC 1473 (7-02)

**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.**

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

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security:<br>Direct (D)<br>or Indirect | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|--|--|--|--|
|   | Date Exercisable  | Expiration Date  | Title  | Amount or Number of  |  |

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|   |       |            |                            | Shares |           | (I)<br>(Instr. 5) |   |
|---|-------|------------|----------------------------|--------|-----------|-------------------|---|
| Employee Stock Option<br>(right ro buy) | Â (2) | 03/01/2021 | Class A<br>Common<br>Stock | 5,640  | \$ 24.036 | D                 | Â |
| Employee Stock Option<br>(right ro buy) | Â (3) | 03/01/2022 | Class A<br>Common<br>Stock | 10,120 | \$ 42.043 | D                 | Â |
| Employee Stock Option<br>(right ro buy) | Â (4) | 03/01/2023 | Class A<br>Common<br>Stock | 14,200 | \$ 51.83  | D                 | Â |
| Employee Stock Option<br>(right ro buy) | Â (5) | 03/01/2024 | Class A<br>Common<br>Stock | 17,496 | \$ 77.72  | D                 | Â |
| Employee Stock Option<br>(right ro buy) | Â (6) | 03/01/2025 | Class A<br>Common<br>Stock | 16,628 | \$ 90.13  | D                 | Â |

## Reporting Owners

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

## Signatures

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

01/08/2016

\*\*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) Includes the following unvested awards of restricted stock units (RSUs) pursuant to the terms of a stockholder-approved stock plan: (1) 3,380 RSUs awarded on March 1, 2013, which will vest on February 29, 2016; (2) 6,850 RSUs awarded on June 18, 2013, which will vest on June 17, 2016; (3) 3,271 RSUs awarded on March 1, 2014, which will vest on February 28, 2017; 3,258 RSUs awarded on March 1, 2015, which will vest on February 28, 2018.
- (2) The reporting person was awarded employee stock options on March 1, 2011, of which 5,640 remain and are fully vested.
- (3) The reporting person was awarded employee stock options on March 1, 2012, which vest in four equal annual installments, beginning on March 1, 2013.
- (4) The reporting person was awarded employee stock options on March 1, 2013, which vest in four equal annual installments, beginning on March 1, 2014.
- (5) The reporting person was awarded employee stock options on March 1, 2014, which vest in four equal annual installments, beginning on March 1, 2015.
- (6)

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The reporting person was awarded employee stock options on March 1, 2015, which vest in four equal annual installments, beginning on March 1, 2016.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.