

Haythornthwaite Richard  
Form 4  
December 18, 2018

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Haythornthwaite Richard

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
2000 PURCHASE STREET  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/17/2018

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

PURCHASE, NY 10577-2509

(City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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            | 12/17/2018                           |  | S                              | 800 <sup>(1)</sup>  | D   | \$ 190.6037  | 40,183  | D     |
|                                 |                                      |  |                                |   |   | <sup>(2)</sup>   |   |       |
| Class A Common Stock            | 12/17/2018                           |  | S                              | 1,200 <sup>(1)</sup>  | D   | \$ 191.3625  | 38,983  | D     |
|                                 |                                      |  |                                |   |   | <sup>(3)</sup>   |   |       |
| Class A Common Stock            | 12/17/2018                           |  | S                              | 2,590 <sup>(1)</sup>  | D   | \$ 192.5276  | 36,393  | D     |
|                                 |                                      |  |                                |   |   | <sup>(4)</sup>   |   |       |
| Class A Common Stock            | 12/17/2018                           |  | S                              | 410 <sup>(1)</sup>  | D   | \$ 193.2415  | 35,983  | D     |
|                                 |                                      |  |                                |   |   | <sup>(5)</sup>   |   |       |

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

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(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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares   |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| Haythornthwaite Richard<br>2000 PURCHASE STREET<br>PURCHASE, NY 10577-2509 |               | X         |         |       |

## Signatures

/s/ Craig Brown, attorney-in-fact for Richard Haythornthwaite pursuant to a power of attorney dated September 16, 2014

12/18/2018

\_\_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 October 31, 2018. This transaction was executed in multiple trades at prices ranging from \$190.01 to \$190.96. The price reported reflects the weighted average sales price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
  - (3) This transaction was executed in multiple trades at prices ranging from \$191.08 to \$192.07. The price reported reflects the weighted average sales price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

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- (4) This transaction was executed in multiple trades at prices ranging from \$192.09 to \$193.01. The price reported reflects the weighted average sales price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

- (5) This transaction was executed in multiple trades at prices ranging from \$193.10 to \$193.36. The price reported reflects the weighted average sales price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

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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