

Haythornthwaite Richard
 Form 4
 April 03, 2018

FORM 4

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

OMB APPROVAL

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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

(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)
 04/02/2018

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)
Class A Common Stock	04/02/2018		S	400 ⁽¹⁾ D	\$ 175.2825 44,183 ⁽²⁾	D	
Class A Common Stock	04/02/2018		S	900 ⁽¹⁾ D	\$ 174.4489 43,283 ⁽³⁾	D	
Class A Common Stock	04/02/2018		S	1,407 ⁽¹⁾ D	\$ 173.5996 41,876 ⁽⁴⁾	D	
Class A Common Stock	04/02/2018		S	1,702 ⁽¹⁾ D	\$ 172.4548 40,174 ⁽⁵⁾	D	

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Class A
Common Stock 04/02/2018 S 591 ⁽¹⁾ D 171,2596 39,583 D
\$ ⁽⁶⁾

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
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Reporting Owners

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

Signatures

/s/ Craig R. Brown, Assistant Corporate Secretary, attorney-in-fact for Richard Haythornthwaite pursuant to a power of attorney dated September 16, 2014 04/03/2018
 **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 August 5, 2016.
- (2) The price reported reflects the weighted average price of shares sold in multiple transactions at prices ranging from \$175.07 to \$175.55. The reporting person hereby undertakes to provide to the SEC staff, Mastercard Incorporated, or a security holder of Mastercard

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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 \$174.07 to \$174.76.

- (3) 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 \$173.04 to \$173.96.

- (4) 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 \$172.03 to \$172.93.

- (5) 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 \$170.82 to \$171.72.

- (6) 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.

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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