

Madabhushi Venkata R  
 Form 3  
 April 26, 2019

**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 *<br>Â Madabhushi Venkata R<br>(Last) (First) (Middle)<br><br>2000 PURCHASE STREET<br>(Street)<br><br>PURCHASE,Â NYÂ 10577<br>(City) (State) (Zip) | 2. Date of Event Requiring Statement<br>(Month/Day/Year)<br>04/22/2019 | 3. Issuer Name and Ticker or Trading Symbol<br>Mastercard Inc [MA] | 4. Relationship of Reporting Person(s) to Issuer<br><br>(Check all applicable)<br><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other<br>(give title below) (specify below)<br>Chief Marketing Officer | 5. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><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               | 17,378   | D   | Â  |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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**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 to buy) | Â (1) | 03/01/2025 | Class A<br>Common<br>Stock | 4,699  | \$ 90.13  | D                 | Â |
| Employee Stock Option<br>(right to buy) | Â (2) | 03/01/2026 | Class A<br>Common<br>Stock | 10,764 | \$ 90.1   | D                 | Â |
| Employee Stock Option<br>(right to buy) | Â (3) | 03/01/2027 | Class A<br>Common<br>Stock | 17,664 | \$ 112.31 | D                 | Â |
| Employee Stock Option<br>(right to buy) | Â (4) | 03/01/2028 | Class A<br>Common<br>Stock | 16,504 | \$ 173.49 | D                 | Â |
| Employee Stock Option<br>(right to buy) | Â (5) | 03/01/2029 | Class A<br>Common<br>Stock | 15,084 | \$ 227.25 | D                 | Â |

## Reporting Owners

| Reporting Owner Name / Address                                     | Relationships |           |                           |       |
|--|---------------|-----------|---------------------------|-------|
|  | Director      | 10% Owner | Officer                   | Other |
| Madabhushi Venkata R<br>2000 PURCHASE STREET<br>PURCHASE, NY 10577 | Â             | Â         | Â Chief Marketing Officer | Â     |

## Signatures

Craig Brown, as attorney-in-fact for Venkata Madabhushi pursuant to a power of attorney date April 23, 2019.

04/26/2019

\_\_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) The reporting person was awarded 18,796 employee stock options on March 1, 2015, of which 4,699 remain and are fully vested.
- (2) The reporting person was awarded 21,528 employee stock options on March 1, 2016. Of the remaining 10,764 employee stock options, 5,382 have vested and 5,382 will vest on March 1, 2020.
- (3) The reporting person was awarded 23,552 employee stock options on March 1, 2017. Of the remaining 17,664 employee stock options, 5,888 have vested and the remaining 11,776 will vest in two equal annual installments beginning on March 1, 2020.
- (4) The reporting person was awarded 16,504 employee stock options on March 1, 2018, of which 4,126 have vested. The remaining 12,378 employee stock options will vest in three equal annual installments beginning on March 1, 2020.
- (5) The employee stock options vest in four (4) equal annual installments beginning March 1, 2020.

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### Remarks:

Exhibit 24 Power of Attorney is attached

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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.