

MASTERCARD INC
Form 8-K
June 18, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d)

of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): June 18, 2013

MasterCard Incorporated

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-32877
(Commission
File Number)

13-4172551
(IRS Employer
Identification No.)

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2000 Purchase Street
Purchase, New York
(Address of principal executive offices)

(914) 249-2000

10577
(Zip Code)

(Registrant's telephone number, including area code)

NOT APPLICABLE

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.07 Submission of Matters to a Vote of Security Holders.

The 2013 annual meeting of stockholders (the Annual Meeting) of MasterCard Incorporated (the Company) was held on June 18, 2013. Holders of the Company's Class A common stock, par value \$0.0001 (Class A common stock), at the close of business on April 19, 2013 (the Record Date) were entitled to vote at the Annual Meeting. A total of 101,600,725 shares of Class A common stock, constituting a quorum, were represented in person or by proxy at the Annual Meeting. The votes cast with respect to the matters voted upon at the Annual Meeting are set forth below:

1. The holders of Class A common stock re-elected the following 12 director nominees to serve on the Company's Board of Directors as directors for a one-year term expiring on the date of the Company's 2014 annual meeting of stockholders:

| DIRECTOR | BROKER | | | |
|----------------------------|------------|-----------|---------|-----------|
| | FOR | AGAINST | ABSTAIN | NON-VOTES |
| Richard Haythornthwaite | 96,588,279 | 86,519 | 227,826 | 4,698,101 |
| Ajay Banga | 96,600,446 | 74,558 | 227,620 | 4,698,101 |
| Silvio Barzi | 96,521,401 | 154,103 | 227,120 | 4,698,101 |
| David R. Carlucci | 96,596,180 | 79,088 | 227,356 | 4,698,101 |
| Steven J. Freiberg | 96,596,721 | 78,362 | 227,541 | 4,698,101 |
| Nancy J. Karch | 89,277,689 | 7,282,439 | 342,496 | 4,698,101 |
| Marc Olivie | 96,593,288 | 82,511 | 226,825 | 4,698,101 |
| Rima Qureshi | 96,161,487 | 515,686 | 225,451 | 4,698,101 |
| José Octavio Reyes Lagunes | 96,542,226 | 134,093 | 226,305 | 4,698,101 |
| Mark Schwartz | 96,516,152 | 158,087 | 228,385 | 4,698,101 |
| Jackson P. Tai | 89,417,013 | 7,141,546 | 344,065 | 4,698,101 |
| Edward Suning Tian | 95,761,152 | 797,300 | 344,172 | 4,698,101 |

2. The holders of Class A common stock approved MasterCard's executive compensation on an advisory basis:

| | | | | BROKER |
|--|------------|----------------|----------------|------------------|
| | FOR | AGAINST | ABSTAIN | NON-VOTES |
| | 93,414,953 | 3,092,927 | 394,744 | 4,698,101 |

3. The holders of Class A common stock ratified the appointment of PricewaterhouseCoopers LLP as the independent registered public accounting firm for the Company for 2013:

| | | | | BROKER |
|--|-------------|----------------|----------------|------------------|
| | FOR | AGAINST | ABSTAIN | NON-VOTES |
| | 100,339,478 | 1,019,683 | 241,564 | 0 |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MASTERCARD INCORPORATED

By /s/ Bart S. Goldstein
Bart S. Goldstein

Corporate Secretary and Senior Associate General Counsel

Date: June 18, 2013