MASTERCARD INC
Form 8-K
June 03, 2008

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 3, 2008**

MasterCard Incorporated

(Exact name of registrant as specified in its charter)

Delaware	**001-32877**	**13-4172551**
(State or other jurisdiction of incorporation)	***(Commission File Number)***	***(IRS Employer Identification No.)***

2000 Purchase Street

Purchase, New York **10577**
(Address of principal executive offices) ***(Zip Code)***

(914) 249-2000

(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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On June 3, 2008, following the annual meeting of stockholders (the Annual Meeting) of MasterCard Incorporated (the Company), Tan Teong Hean, a Class M director of the Company, retired from the Board of Directors of the Company. Mr. Tan s retirement from the Board of Directors at the conclusion of his term as a Class M director was previously announced in the Company s proxy statement in connection with the Annual Meeting.

Item 8.01. Other Events.

At the Annual Meeting, stockholders approved the following:

The election of Bernard S.Y. Fung, Marc Olivié and Mark Schwartz as Class A Directors, belonging to Class II, whose terms expire in 2011; and

The ratification of the appointment of PricewaterhouseCoopers LLP as the Company s independent registered public accounting firm for 2008.

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

Date: June 3, 2008

By /s/ Noah J. Hanft
Noah J. Hanft
General Counsel and Corporate Secretary