

Vosburg Craig  
Form 4  
May 04, 2018

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
Vosburg Craig

(Last) (First) (Middle)

2000 PURCHASE STREET

(Street)

PURCHASE, NY 10577

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
05/03/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

President, North America

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            | 05/03/2018                           |  | M                              |   | 17,496<br>(1)   | A  | \$ 77.72 42,228.824 D                                 |
| Class A Common Stock            | 05/03/2018                           |  | S                              |   | 2,551<br>(1)  | D  | \$ 184.5927 39,677.824 D<br>(2)                       |
| Class A Common Stock            | 05/03/2018                           |  | S                              |   | 6,360<br>(1)  | D  | \$ 185.3794 33,317.824 D<br>(3)                       |
| Class A Common                  | 05/03/2018                           |  | S                              |   | 6,104<br>(1)  | D  | \$ 27,213.824 D<br>186.5558                           |

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|              |            |  |   |  |            |  |   |          |            |            |
|--------------|------------|--|---|--|------------|--|---|----------|------------|------------|
| Stock        |            |  |   |  |            |  |   |          |            | <u>(4)</u> |
| Class A      |            |  |   |  |            |  |   |          |            | \$         |
| Common Stock | 05/03/2018 |  | S |  | 2,481      |  | D | 187.3811 | 24,732.824 | D          |
|              |            |  |   |  | <u>(1)</u> |  |   |          |            | <u>(5)</u> |

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

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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) |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
|  |  |                                      |  |                                |   | Date Exercisable      Expiration Date                    | Title   | Amount or Number of Shares |
|  |  |                                      |  | Code                           | V (A) (D)   |  |   |                            |
| Employee Stock Option (right to buy)       | \$ 77.72   | 05/03/2018                           |  | M                              | 17,496  | <u>(6)</u> 03/01/2024                                    | Class A Common Stock  | 17,496                     |

## Reporting Owners

| Reporting Owner Name / Address                              | Relationships |           |                          |       |
|---|---------------|-----------|--------------------------|-------|
|   | Director      | 10% Owner | Officer                  | Other |
| Vosburg Craig<br>2000 PURCHASE STREET<br>PURCHASE, NY 10577 |               |           | President, North America |       |

## Signatures

/s/ Craig Brown, as attorney-in-fact for Craig Vosburg pursuant to a power of attorney dated December 16, 2015

05/04/2018

\_\_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).

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- (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 March 15, 2018.

This transaction was executed in multiple trades at prices ranging from \$184.00 to \$184.94. The price reported reflects the weighted

- (2) 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.

This transaction was executed in multiple trades at prices ranging from \$185.00 to \$185.95. The price reported reflects the weighted

- (3) 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.

This transaction was executed in multiple trades at prices ranging from \$186.04 to \$187.01. The price reported reflects the weighted

- (4) 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.

This transaction was executed in multiple trades at prices ranging from \$187.07 to \$187.78. The price reported reflects the weighted

- (5) 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.

- (6) The reporting person was awarded 17,496 employee stock options on March 1, 2014, all of which previously vested in four equal installments.

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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