

SACHIN J. MEHRA
 Form 3
 April 03, 2019

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â SACHIN J. MEHRA		(Month/Day/Year)	Mastercard Inc [MA]	
(Last)	(First)	(Middle)	04/01/2019	
2000 PURCHASE STREET			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
PURCHASE,Â NYÂ 10577			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			Chief Financial Officer	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class A Common Stock	9,455.146 ⁽¹⁾	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 (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	

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				Shares		(I) (Instr. 5)	
Employee Stock Option (right ro buy)	Â (2)	03/01/2024	Class A Common Stock	13,996	\$ 77.72	D	Â
Employee Stock Option (right ro buy)	Â (3)	03/01/2025	Class A Common Stock	11,568	\$ 90.13	D	Â
Employee Stock Option (right ro buy)	Â (4)	03/01/2026	Class A Common Stock	12,108	\$ 90.1	D	Â
Employee Stock Option (right ro buy)	Â (5)	03/01/2027	Class A Common Stock	11,776	\$ 112.31	D	Â
Employee Stock Option (right ro buy)	Â (6)	03/01/2028	Class A Common Stock	6,724	\$ 173.49	D	Â
Employee Stock Option (right ro buy)	Â (7)	03/01/2029	Class A Common Stock	4,716	\$ 227.25	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SACHIN J. MEHRA 2000 PURCHASE STREET PURCHASE, NY 10577	Â	Â	Â Chief Financial Officer	Â

Signatures

Craig Brown, as attorney-in-fact for Sachin Mehra pursuant to a power of attorney dated March 19, 2019

04/03/2019

__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).

- Includes the following unvested awards of restricted stock units (RSUs) granted pursuant to the terms of a stockholder-approved stock plan: (1) 2,278 RSUs awarded on March 1, 2017, which will vest on February 28, 2020; and (2) 1,612 RSUs awarded on March 1, 2018, which will vest on February 28, 2021.
- (1) plan: (1) 2,278 RSUs awarded on March 1, 2017, which will vest on February 28, 2020; and (2) 1,612 RSUs awarded on March 1, 2018, which will vest on February 28, 2021.
 - (2) The reporting person was awarded 13,996 employee stock options on March 1, 2014, all of which have vested.
 - (3) The reporting person was awarded 11,568 employee stock options on March 1, 2015, all of which have vested.
 - (4) The reporting person was awarded 12,108 employee stock options on March 1, 2016, of which 9,081 have vested. The remaining 3,027 employee stock options will vest on March 1, 2020.
 - (5)

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The reporting person was awarded 11,776 employee stock options on March 1, 2017 of which 5,888 have vested. The remaining 5,888 employee stock options will vest in two equal annual installments beginning on March 1, 2020.

- (6) The reporting person was awarded 6,724 employee stock options on March 1, 2018, of which 1,681 have vested. The remaining 5,043 employee stock options will vest in three equal annual installments beginning on March 1, 2020.
- (7) The reporting person was awarded 4,716 employee stock options on March 1, 2019 which will vest in four equal annual installments beginning on March 1, 2020.

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Remarks:

ExhibitÂ 24,Â PowerÂ ofÂ AttorneyÂ isÂ attached.

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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