

MASTERCARD INC  
Form 8-K  
September 18, 2014

**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): September 15, 2014**

**MasterCard Incorporated**

(Exact name of registrant as specified in its charter)

Delaware

001-32877

13-4172551

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(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)

**(914) 249-2000**

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

On September 15, 2014, the Board of Directors of MasterCard Incorporated (the Company ) approved an increase in the base salary of Mr. Ajay Banga, the Company's President and Chief Executive Officer, from \$1.0 million to \$1.2 million, effective September 16, 2014. The increase in Mr. Banga's base salary will increase his opportunity to participate in the Senior Executive Annual Incentive Compensation Plan ( SEAICP ) if certain goals established at the beginning of 2014 are achieved. His target payout under the SEAICP is 200% of base salary.

**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: September 18, 2014

By /s/ Janet McGinness  
Janet McGinness

*Corporate Secretary*