

Cairns Ann
Form 3
April 26, 2019

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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 *

Â Cairns Ann

(Last)

(First)

(Middle)

2. Date of Event
Requiring Statement
(Month/Day/Year)

04/22/2019

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

4. Relationship of Reporting
Person(s) to Issuer

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

2000 PURCHASE STREET

(Street)

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer ____ Other
(give title below) (specify below)
Vice Chairman

6. Individual or Joint/Group
Filing(Check Applicable Line)
__X__ Form filed by One Reporting
Person
____ Form filed by More than One
Reporting Person

PURCHASE,Â NYÂ 10577-2509

(City)

(State)

(Zip)

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

82,270 ⁽¹⁾

D

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

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.**

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 to buy)	Â (2)	03/01/2024	Class A Common Stock	54,371	\$ 77.72	D	Â
Employee Stock Option (right ro buy)	Â (3)	03/01/2025	Class A Common Stock	75,188	\$ 90.13	D	Â
Employee Stock Option (right to buy)	Â (4)	03/01/2026	Class A Common Stock	87,460	\$ 90.1	D	Â
Employee Stock Option (right to buy)	Â (5)	03/01/2027	Class A Common Stock	83,608	\$ 112.31	D	Â
Employee Stock Option (right to buy)	Â (6)	03/01/2028	Class A Common Stock	43,400	\$ 173.49	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cairns Ann 2000 PURCHASE STREET PURCHASE,Â NYÂ 10577-2509	Â	Â	Â Vice Chairman	Â

Signatures

/s/ Craig R. Brown, Assistant Corporate Secretary, attorney-in-fact for Ann Cairns pursuant to a power of attorney dated April 23, 2019

04/26/2019

__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).
- (1) Includes an unvested award of 11,182 restricted stock units awarded on March 1, 2019 pursuant to the terms of a stockholder-approved plan, which will vest on February 28, 2022.
- (2) The reporting person was awarded 83,976 employee stock options on March 1, 2014, of which 54,371 remain and are fully vested.
- (3) The reporting person was awarded 75,188 employee stock options on March 1, 2015, which vested in four equal installments beginning on March 1, 2016.
- (4) The reporting person was awarded 87,460 employee stock options on March 1, 2016, of which 65,595 have vested. The remaining 21,865 employee stock options will vest on March 1, 2020.
- (5) The reporting person was awarded 83,608 employee stock options on March 1, 2017, of which 41,804 have vested. The remaining 41,804 employee stock options will vest in two equal annual installments beginning on March 1, 2020.
- (6) The reporting person was awarded 43,400 employee stock options on March 1, 2018, of which 10,850 have vested. The remaining 32,550 employee stock options will vest in three equal annual installments beginning on March 1, 2020

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Remarks:

ExhibitÂ 24Â 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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