

MASTERCARD INC  
Form 10-Q/A  
May 03, 2007

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

\_\_\_\_\_  
**Form 10-Q/A**

**AMENDMENT NO. 1**  
\_\_\_\_\_

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
For the quarterly period ended March 31, 2007

Or

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number: 001-32877

\_\_\_\_\_  
**MasterCard Incorporated**

(Exact name of registrant as specified in its charter)

**Delaware**  
*(State or other jurisdiction of  
incorporation or organization)*

**2000 Purchase Street**

**Purchase, NY**

**13-4172551**  
*(IRS Employer*

*Identification Number)*

**10577**

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(Address of principal executive offices)

(914) 249-2000

(Zip Code)

(Registrant's telephone number, including area code)

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Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15 (d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act. (Check One):

Large accelerated filer  Accelerated filer  Non-accelerated filer

Indicate by check mark whether the registrant is a shell company (as defined by Rule 12b-2 of the Act) Yes  No

As of April 27, 2007, there were 79,748,679 shares outstanding of the registrant's Class A common stock, par value \$.0001 per share, 55,337,407 shares outstanding of the registrant's Class B common stock, par value \$.0001 per share, and 1,632 shares outstanding of the registrant's Class M common stock, par value \$.0001 per share.

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**Explanatory Note**

This Amendment No. 1 on Form 10-Q/A ( Form 10-Q/A ) is an amendment to the Registrant's Quarterly Report on Form 10-Q for the period ended March 31, 2007 (the Report ). This Form 10-Q/A is being filed solely to add Exhibit 15, which was inadvertently omitted, as an additional exhibit to the Report that was originally filed with the Securities and Exchange Commission on May 2, 2007. This Form 10-Q/A does not alter any part of the content of the Report, except for the addition of Exhibit 15, and does not affect the information originally set forth in the Report, the remaining portions of which have not been amended.

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

MASTERCARD INCORPORATED  
*(Registrant)*

Date: May 3, 2007

By: /s/ CHRIS A. MCWILTON  
Chris A. McWilton  
*Chief Financial Officer*  
*(Principal Financial Officer)*

Date: May 3, 2007

By: /s/ TARA A. MAGUIRE  
Tara A. Maguire  
*Corporate Controller*  
*(Principal Accounting Officer)*

**EXHIBIT INDEX**

**Exhibit**

<b>Number</b>	<b>Exhibit Description</b>
15	Letter from the Company's Independent Registered Public Accounting Firm