

MASTERCARD INC  
Form 8-K  
February 08, 2011

**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): February 7, 2011

**MasterCard Incorporated**

(Exact name of registrant as specified in its charter)

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

**001-32877**  
(Commission  
File Number)

**13-4172551**  
(IRS Employer  
Identification No.)

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**2000 Purchase Street**

**Purchase, New York**  
(Address of principal executive offices)

**10577**  
(Zip Code)

**(914) 249-2000**

(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 1.01 Entry Into a Material Definitive Agreement**

On February 3, 2011, MasterCard Incorporated (the Company) furnished a Current Report on Form 8-K (the Original Form 8-K) disclosing, under Item 7.01, that the Company and its principal operating subsidiary, MasterCard International Incorporated (MasterCard International), and together with the Company, MasterCard, had executed:

an Omnibus Agreement Regarding Interchange Litigation Judgment Sharing and Settlement Sharing (the Omnibus JSA) with Visa Inc., Visa U.S.A. Inc. and Visa International Service Association (collectively, Visa) and a number of MasterCard's customer banks (collectively, the Defendant Banks); and

a MasterCard Settlement and Judgment Sharing Agreement (the MasterCard JSA) and, together with the Omnibus JSA, the Agreements) with the Defendant Banks.

A description of the terms of the Agreements as set forth in the Original Form 8-K is attached hereto as Exhibit 99.1 and is incorporated herein by reference. The Original Form 8-K indicated that three parties had not yet signed the Agreements.

On February 7, 2011, all remaining signatures to the Agreements were obtained, and the Agreements became fully executed and effective as of such date.

**Item 9.01 Financial Statements and Exhibits**

*(d) Exhibits.*

<b>Exhibit Number</b>	<b>Exhibit Description</b>
99.1	Terms of Omnibus JSA and MasterCard JSA.

**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: February 8, 2011

By */s/ Noah J. Hanft*  
*Noah J. Hanft*

*General Counsel and Corporate Secretary*

**EXHIBIT INDEX**

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