

Caldart Gilberto  
 Form 3  
 June 05, 2018

**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 * |         | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol                                |  |
| Â Caldart Gilberto                        |         | (Month/Day/Year)                     | Mastercard Inc [MA]  |  |
| (Last)                                    | (First) | (Middle)                             | 06/01/2018   |  |
| 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  |
|   |         |                                      | President, International   |  |

**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            | 48,915.8  | I  | See footnote below <sup>(1)</sup>                     |

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)<br>(Instr. 5) |   |
|---|-------|------------|----------------------------|--------|-----------|-------------------|---|
| Employee Stock Option<br>(right ro buy) | Â (2) | 03/01/2023 | Class A<br>Common<br>Stock | 22,280 | \$ 51.83  | D                 | Â |
| Employee Stock Option<br>(right ro buy) | Â (3) | 03/01/2024 | Class A<br>Common<br>Stock | 24,492 | \$ 77.72  | D                 | Â |
| Employee Stock Option<br>(right ro buy) | Â (4) | 03/01/2025 | Class A<br>Common<br>Stock | 20,964 | \$ 90.13  | D                 | Â |
| Employee Stock Option<br>(right ro buy) | Â (5) | 03/01/2026 | Class A<br>Common<br>Stock | 21,528 | \$ 90.1   | D                 | Â |
| Employee Stock Option<br>(right ro buy) | Â (6) | 03/01/2027 | Class A<br>Common<br>Stock | 20,020 | \$ 112.31 | D                 | Â |
| Employee Stock Option<br>(right ro buy) | Â (7) | 03/01/2028 | Class A<br>Common<br>Stock | 12,224 | \$ 173.49 | D                 | Â |

## Reporting Owners

| Reporting Owner Name / Address                                 | Relationships |           |                            |       |
|--|---------------|-----------|----------------------------|-------|
|  | Director      | 10% Owner | Officer                    | Other |
| Caldart Gilberto<br>2000 PURCHASE STREET<br>PURCHASE, NY 10577 | Â             | Â         | Â President, International | Â     |

## Signatures

Craig Brown, as attorney-in-fact for Gilberto Caldart pursuant to a power of attorney dated May 11, 2018

06/05/2018

\*\*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) The shares are held by a family-owned company, controlled by the reporting person.
- (2) The reporting person was awarded 22,280 employee stock options on March 1, 2013, which vested in four (4) equal installments beginning on March 1, 2014.
- (3) The reporting person was awarded 24,492 employee stock options on March 1, 2014, which vested in four (4) equal installments beginning on March 1, 2015.
- (4) The reporting person was awarded 20,964 employee stock options on March 1, 2015, of which 15,723 have vested. The remaining 5,241 employee stock options will vest on March 1, 2019.
- (5)

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The reporting person was awarded 21,528 employee stock options on March 1, 2016, of which 10,764 have vested. The remaining 10,764 employee stock options will vest in two (2) equal annual installments beginning on March 1, 2019.

- (6) The reporting person was awarded 20,020 employee stock options on March 1, 2017, of which 5,005 have vested. The remaining 15,015 employee stock options will vest in three (3) equal annual installments beginning on March 1, 2019.
- (7) The reporting person was awarded 12,224 employee stock options on March 1, 2018, which will vest in four (4) equal annual installments beginning on March 1, 2019.

Â

**Remarks:**

Exhibit 24 Power of Attorney is 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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