

MASTERCARD INC  
Form SC 13G/A  
February 14, 2008

**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 13G**  
**(Amendment No. 1)**

Under the Securities Exchange Act of 1934

MasterCard Incorporated  
(Name of Issuer)

Class A Common Stock, \$0.0001 par value  
(Title of Class of Securities)

57636Q104  
(CUSIP Number)

December 31, 2007  
(Date of Event Which Requires Filing of this Statement)

Check the following box to designate the rule pursuant to which the Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 57636Q104

1. **Names of Reporting Persons**  
**I.R.S. Identification Nos. of above persons (entities only)**  
 D. E. Shaw & Co., L.P.  
 13-3695715

2. **Check the Appropriate Box if a Member of a Group (See Instructions)**  
 (a)   
 (b)

3. **SEC Use Only**

4. **Citizenship or Place of Organization**  
 Delaware

**Number of  
 Shares  
 Beneficially  
 Owned by  
 Each  
 Reporting  
 Person With**

5. **Sole Voting Power**  
 -0-

6. **Shared Voting Power**  
 2,814,527

7. **Sole Dispositive Power**  
 -0-

8. **Shared Dispositive Power**  
 2,814,527

9. **Aggregate Amount Beneficially Owned by Each Reporting Person**  
 2,814,527

10. **Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)**

11. **Percent of Class Represented by Amount in Row (9)**  
 3.4%

12. **Type of Reporting Person (See Instructions)**  
 IA, PN

**CUSIP No. 57636Q104**

- 1. Names of Reporting Persons**  
**I.R.S. Identification Nos. of above persons (entities only)**  
David E. Shaw
- 2. Check the Appropriate Box if a Member of a Group (See Instructions)**  
(a)   
(b)
- 3. SEC Use Only**
- 4. Citizenship or Place of Organization**  
United States

**Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With**

- |           |  |
|-----------|--|
| <b>5.</b> | <b>Sole Voting Power</b><br>-0-              |
| <b>6.</b> | <b>Shared Voting Power</b><br>2,814,527      |
| <b>7.</b> | <b>Sole Dispositive Power</b><br>-0-         |
| <b>8.</b> | <b>Shared Dispositive Power</b><br>2,814,527 |

**9. Aggregate Amount Beneficially Owned by Each Reporting Person**  
2,814,527

**10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o**

**11. Percent of Class Represented by Amount in Row (9)**  
3.4%

**12. Type of Reporting Person (See Instructions)**  
IN

**Item 1.**

- (a) **Name of Issuer:**  
MasterCard Incorporated
- (b) **Address of Issuer's Principal Executive Offices:**  
2000 Purchase Street  
Purchase, NY 10577

**Item 2.**

- (a) **Name of Person Filing:**  
D. E. Shaw & Co., L.P.  
David E. Shaw
- (b) **Address of Principal Business Office or, if none, Residence:**  
The business address for each reporting person is:  
120 W. 45<sup>th</sup> Street, Tower 45, 39<sup>th</sup> Floor  
New York, NY 10036
- (c) **Citizenship:**  
D. E. Shaw & Co., L.P. is a limited partnership organized under the laws of the state of Delaware.  
David E. Shaw is a citizen of the United States of America.
- (d) **Title of Class of Securities:**  
Common Stock, \$0.0001 par value
- (e) **CUSIP Number:**  
57636Q104

**Item 3. If this statement is filed pursuant to Rule 13d-1(b) or 13d-2(b) or (c), check whether the person filing is a:**

Not Applicable

**Item 4. Ownership**

As of December 31, 2007:

(a) Amount beneficially owned:

D. E. Shaw & Co., L.P.:	2,814,527 shares This is composed of (i) 335,473 shares in the name of D. E. Shaw Valence Portfolios, L.L.C., (ii) 1,675,800 shares that D. E. Shaw Valence Portfolios, L.L.C. has the right to acquire through the exercise of listed call options, (iii) 802,454 shares in the name of D. E. Shaw Oculus Portfolios, L.L.C., and (iv) 800 shares under the management of D. E. Shaw Investment Management, L.L.C.
David E. Shaw:	2,814,527 shares

This is composed of (i) 335,473 shares in the name of D. E. Shaw Valence Portfolios, L.L.C., (ii) 1,675,800 shares that D. E. Shaw Valence Portfolios, L.L.C. has the right to acquire through the exercise of listed call options, (iii) 802,454 shares in the name of D. E. Shaw Oculus Portfolios, L.L.C., and (iv) 800 shares under the management of D. E. Shaw Investment Management, L.L.C.

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(b) Percent of class:

D. E. Shaw & Co., L.P.:	3.4%
David E. Shaw:	3.4%

(c) Number of shares to which the person has:

(i) Sole power to vote or to direct the vote:

D. E. Shaw & Co., L.P.:	-0- shares
David E. Shaw:	-0- shares

(ii) Shared power to vote or to direct the vote:

D. E. Shaw & Co., L.P.:	2,814,527 shares
David E. Shaw:	2,814,527 shares

(iii) Sole power to dispose or to direct the disposition of:

D. E. Shaw & Co., L.P.:	-0- shares
David E. Shaw:	-0- shares

(iv) Shared power to dispose or to direct the disposition of:

D. E. Shaw & Co., L.P.:	2,814,527 shares
David E. Shaw:	2,814,527 shares

David E. Shaw does not own any shares directly. By virtue of David E. Shaw's position as President and sole shareholder of D. E. Shaw & Co., Inc., which is the general partner of D. E. Shaw & Co., L.P., which in turn is the investment adviser of D. E. Shaw Oculus Portfolios, L.L.C., the managing member and investment adviser of D. E. Shaw Valence Portfolios, L.L.C., and the managing member of D. E. Shaw Investment Management, L.L.C., and by virtue of David E. Shaw's position as President and sole shareholder of D. E. Shaw & Co. II, Inc., which is the managing member of D. E. Shaw & Co., L.L.C., which in turn is the managing member of D. E. Shaw Oculus Portfolios, L.L.C., David E. Shaw may be deemed to have the shared power to vote or direct the vote of, and the shared power to dispose or direct the disposition of, the 2,814,527 shares as described above constituting 3.4% of the outstanding shares and, therefore, David E. Shaw may be deemed to be the beneficial owner of such shares. David E. Shaw disclaims beneficial ownership of such 2,814,527 shares.

**Item 5. Ownership of Five Percent or Less of a Class**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following [X].

**Item 6. Ownership of More than Five Percent on Behalf of Another Person**

Not Applicable

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person**

Not Applicable

**Item 8. Identification and Classification of Members of the Group**

Not Applicable

**Item 9. Notice of Dissolution of Group**

Not Applicable

**Item 10. Certification**

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By signing below, each of D. E. Shaw & Co., L.P. and David E. Shaw certify that, to the best of such reporting person's knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having such purposes or effect.

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**SIGNATURE**

After reasonable inquiry and to the best of their knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct. A Power of Attorney, dated October 24, 2007, granted by David E. Shaw in favor of Rochelle Elias, is attached hereto.

Dated: February 14, 2008

D. E. Shaw & Co., L.P.

By:

/s/ Rochelle Elias

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Rochelle Elias  
Chief Compliance Officer

David E. Shaw

By:

/s/ Rochelle Elias

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Rochelle Elias  
Attorney-in-Fact for David E. Shaw