

MASTERCARD INC  
Form 8-K  
October 04, 2010

**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):* October 4, 2010

**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**

**10577**

*(Address of principal executive offices)*

**(914) 249-2000**

*(Zip Code)*

*(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 8.01 Other Events**

On October 4, 2010, MasterCard Incorporated issued a press release announcing that its principal operating subsidiary, MasterCard International Incorporated ( MasterCard ), had entered into a settlement with the U.S. Department of Justice (the DOJ ) pursuant to a Consent Decree (subject to review and approval by the Court) with respect to the DOJ s investigation into MasterCard s acceptance rules and procedures. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits**

*(d) Exhibits.*

<b>Exhibit Number</b>	<b>Exhibit Description</b>
99.1	Press Release issued by MasterCard Incorporated, dated October 4, 2010.

**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: October 4, 2010

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

*General Counsel and Corporate Secretary*

**EXHIBIT INDEX**

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