

Miebach Michael
 Form 3
 April 04, 2019

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 | |
| Miebach Michael | | (Month/Day/Year) | Mastercard Inc [MA] | |
| (Last) | (First) | (Middle) | 04/01/2019 | |
| 2000 PURCHASE STREET | | 4. Relationship of Reporting Person(s) to Issuer | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | (Check all applicable) | | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| PURCHASE, NY 10577 | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | | <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |
| (City) | (State) | (Zip) | Chief Product Officer | |

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 | 17,781 | D | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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) (Instr. 5) | |
|---|-------|------------|----------------------------|--------|-----------|-------------------|---|
| Employee Stock Option (right ro buy) | Â (1) | 03/01/2025 | Class A Common Stock | 5,422 | \$ 90.13 | D | Â |
| Employee Stock Option (right ro buy) | Â (2) | 03/01/2026 | Class A Common Stock | 25,230 | \$ 90.1 | D | Â |
| Employee Stock Option (right ro buy) | Â (3) | 03/01/2027 | Class A Common Stock | 47,104 | \$ 112.31 | D | Â |
| Employee Stock Option (right ro buy) | Â (4) | 03/01/2028 | Class A Common Stock | 29,952 | \$ 173.49 | D | Â |
| Employee Stock Option (right ro buy) | Â (5) | 03/01/2029 | Class A Common Stock | 26,400 | \$ 227.25 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Miebach Michael 2000 PURCHASE STREET PURCHASE, NY 10577 | Â | Â | Â Chief Product Officer | Â |

Signatures

Craig Brown, as attorney-in-fact for Michael Miebach, pursuant to a power of attorney dated March 19, 2019

04/04/2019

**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 reporting person was awarded employee stock options on March 1, 2015, of which 5,422 remain and are fully vested.
- (2) The reporting person was awarded 33,640 employee stock options on March 1, 2016, of which 25,230 have vested. The remaining 8,410 employee stock options will vest on March 1, 2020.
- (3) The reporting person was awarded 47,104 employee stock options on March 1, 2017, of which 23,552 have vested. The remaining 23,552 employee stock options will vest in two equal annual installments beginning on March 1, 2020.
- (4) The reporting person was awarded 29,952 employee stock options on March 1, 2018, of which 7,488 have vested. The remaining 22,464 employee stock options will vest in three equal annual installments beginning on March 1, 2020.
- (5) The reporting person was awarded 26,400 employee stock options on March 1, 2019 which will vest in four (4) equal annual installments beginning March 1, 2020.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.