

MASTERCARD INC  
Form 8-K  
July 02, 2009

**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): July 1, 2009*

**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.)

**2000 Purchase Street**  
**Purchase, New York**  
(Address of principal executive offices)

**(914) 249-2000**

**10577**  
(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):

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- .. 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.**

As previously disclosed and under a Settlement Agreement (the Settlement Agreement ), dated as of June 4, 2003, between MasterCard International Incorporated (the Company ), the principal operating subsidiary of MasterCard Incorporated (the Registrant ), and a number of U.S. merchants in a class action lawsuit challenging certain aspects of the payment card industry under U.S. federal antitrust law, MasterCard was required to pay \$125 million in 2003 and \$100 million annually each December from 2004 through 2012 in connection with the settlement of the litigation. On July 1, 2009, the Company entered into an agreement (the Prepayment Agreement ) with the plaintiffs to modify its payment obligations under the Settlement Agreement. Pursuant to the Prepayment Agreement, the Company will make a prepayment of its remaining \$400 million in payment obligations at a discounted amount of \$335 million on September 30, 2009. The Prepayment Agreement is subject to court approval. The Prepayment Agreement is attached hereto as Exhibit 10.1 and is incorporated herein by reference. The Settlement Agreement was previously filed as Exhibit 10.1 to the Registrant s Quarterly Report on Form 10-Q filed August 3, 2003.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

**Exhibit**

**Number**

**Exhibit Description**

10.1	Agreement to Prepay Future Payments at a Discount, dated as of July 1, 2009, by and between MasterCard International Incorporated and Co-Lead Counsel, acting collectively as binding representative and agent of the Plaintiffs.
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**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: July 2, 2009

By /s/ Noah J. Hanft

Noah J. Hanft

*General Counsel, Chief Payment System Integrity & Compliance  
Officer and Corporate Secretary*

**EXHIBIT INDEX**

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**Exhibit Description**

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