

Edgar Filing: MASTERCARD INC - Form 8-K

MASTERCARD INC  
Form 8-K  
February 22, 2005

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

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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): February 22, 2005

MASTERCARD INCORPORATED  
(Exact name of registrant as specified in its charter)

DELAWARE (State or other jurisdiction of incorporation)	000-50250 (Commission File Number)	13-4172551 (IRS Employer Identification No.)
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2000 PURCHASE STREET PURCHASE, NEW YORK (Address of principal executive offices)	10577 (Zip Code)
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(914) 249-2000  
(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))

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Item 1.01. ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT

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On February 22, 2005, MasterCard International Incorporated, the principal operating subsidiary of MasterCard Incorporated, received executed copies of a series of agreements with JPMorgan Chase Bank, National Association ("JPMC") with respect to the provision of transaction processing and related network services by MasterCard to JPMC and its affiliates. These agreements were executed by MasterCard on February 8, 2005 and countersigned by JPMC on February 18, 2005. Among other things, the agreements provide for a pricing arrangement for JPMC's use of MasterCard's core authorization, clearing and settlement services and certain supplemental user-pay services in the United States. The agreements are effective as of January 1, 2005 and have five-year terms. Based on a Schedule 13G/A Information Statement filed on February 10, 2005, JPMC and its affiliates own approximately 11.7% of the outstanding shares of common stock of MasterCard Incorporated.

### 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: February 22, 2005

By /s/ NOAH J. HANFT

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Noah J. Hanft  
General Counsel and Secretary