

# FORM 4

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL  
OMB Number: 3235-0287  
Estimated average burden  
hours per response... 0.5

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or  
Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person *</b>  <b>BANGA AJAY</b> (Last) (First) (Middle)  <b>2000 PURCHASE STREET</b> (Street)  <b>PURCHASE, NY 10577-2509</b> (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>Mastercard Inc [ MA ]</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input checked="" type="checkbox"/> Director <span style="float:right">_____ 10% Owner</span> <input checked="" type="checkbox"/> Officer (give title below) <span style="float:right">_____ Other (specify below)</span> <b>Chief Executive Officer</b>
<b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>8/26/2019</b></p>		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	8/27/2019		G	V	271	D	\$0	275038 (1)	D	
Class A Common Stock	8/26/2019		G	V	11842 (2)	D	\$0	30010 (1)	I	By GRAT
Class A Common Stock	8/26/2019		G	V	11842 (2)	A	\$0	35329	I	By Trust

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

**Explanation of Responses:**

- (1) As part of routine personal financial management on August 26 and 27, 2019, (1) Grantor Retained Annuity Trusts (GRATs), of which the reporting person is a trustee, transferred 15,642 shares of Class A Common Stock to the reporting person, and (2) the reporting person transferred 15,371 shares of Class A Common Stock to GRATs of which the reporting person is a trustee. These transactions are exempt from reporting. As reported in the table above, the reporting person also effected a gift of 271 shares of Class A Common Stock. Prior to the transactions that commenced on August 26, 2019, the reporting person directly held 275,038 shares of Class A Common Stock and indirectly held 42,123 shares of Class A Common Stock by GRAT. Subsequent to the transactions reported on this Form 4, the reporting person directly held 275,038 shares of Class A Common Stock and indirectly held 30,010 shares of Class A Common Stock by GRAT.
- (2) As part of routine personal financial management, the Reporting Person gifted 11,842 shares from his GRAT to his Irrevocable Trust.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>BANGA AJAY 2000 PURCHASE STREET PURCHASE, NY 10577-2509</b>	<b>X</b>		<b>Chief Executive Officer</b>	

**Signatures**

/s/ Craig R. Brown, Assistant Corporate Secretary, attorney-in-fact for Ajaypal S. Banga pursuant to a power of attorney dated September 16, 2014

9/3/2019

\*\*Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, *see* Instruction 4(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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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