
**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): September 7, 2017

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
(Registrant's telephone number, including area code)

10577
(Zip 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

7.01 Regulation FD Disclosure

On September 7, 2017, Mastercard Incorporated ("Mastercard") updated its financial outlook for the full-year 2017 and its longer-term performance objectives for 2016-2018 as follows:

Full-year 2017 Financial Outlook

	<u>Prior Objectives</u>	<u>Updated Objectives</u>
• Net Revenue, on a currency-neutral basis, excluding the impact of acquisitions	Low-double digits	High end of low-double digits
• Operating Expenses, on a currency-neutral basis, excluding the impact of acquisitions and special items	High-single digit	High-single digit
• Full-year tax rate	About 28%	About 28%

2016 - 2018 Longer-term Performance Objectives

	<u>Prior Objectives</u>	<u>Updated Objectives</u>
• Net revenue compound annual growth rate ("CAGR"), on a currency-neutral basis, excluding the impact of acquisitions	Low double-digits	High end of low double-digits
• Annual operating margin percentage	Minimum 50%	Minimum 50%
• Earnings per share CAGR, on a currency-neutral basis, excluding the impact of special items, acquisitions, and significant tax items	Mid-teens	Approximately 20%

At a meeting Mastercard is hosting for members of the investment community, beginning at 8:30 am today, Mastercard will provide additional context with respect to the above information. Reconciliations of the above information to its most directly comparable GAAP equivalents are attached hereto as Exhibit 99.1. The information set forth above and in the attached reconciliations are furnished but not filed.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

<u>Exhibit Number</u>	<u>Exhibit Description</u>
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99.1	Mastercard Incorporated Non-GAAP Reconciliations, dated September 7, 2017.
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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: September 7, 2017

By: _____
/s/ Janet McGinness
Janet McGinness
Corporate Secretary

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Exhibit Description</u>
<u>99.1</u>	<u>Mastercard Incorporated Non-GAAP Reconciliations, dated September 7, 2017.</u>

Non-GAAP reconciliation 2017 full-year financial outlook

	2017 vs. 2016 Increase/(Decrease)			
	Prior		Updated	
	Net Revenue	Operating Expenses	Net Revenue	Operating Expenses
Forecasted growth – U.S. GAAP ¹	Mid-teens	Low-double digits	Mid-teens	High end of low-double digits
Special items ²	—	2%	—	2%
Acquisitions	(2)%	(6)%	(2)%	(6)%
Foreign currency ³	—	—	(0-1)%	(0-1)%
Forecasted growth - excluding special items and acquisitions, currency-neutral	Low-double digits	High-single digit	High end of low-double digits	High-single digit

¹ 2017 forecast versus 2016 actuals

² Impact of Canadian merchant litigation (2017: \$15M pre-tax) and U.K. merchant litigation provisions (2016: \$117M pre-tax)

³ Impact of foreign currency for both the translational and transactional impacts

Non-GAAP reconciliation

Longer-term performance objectives

	2016-2018 3-Year CAGR Increase/(Decrease)			
	Prior		Updated	
	Net Revenue	EPS ¹	Net Revenue	EPS ¹
GAAP	Low-double digits	Low-double digits	Mid-teens	High-teens
Special items ²	—	(1)%	—	(1)%
Acquisitions ³	—	—	(1)%	1%
Foreign currency ⁴	1%	1%	(0-1)%	(1)%
Significant tax items ⁵	—	4%	—	4%
Non-GAAP - excluding special items, acquisitions, currency-neutral, normalized taxes	Low-double digits	Mid-teens	High end of low double-digits	~20%

¹ Based on 2015 pro forma EPS utilized to measure 3-year diluted EPS target performance (2016-2018). See FY 2015 pro forma EPS

² Impact of the 2015 termination of the U.S. employee pension plan (\$0.04 per diluted share) and the U.K. merchant litigation provision (\$0.04 per diluted share)

³ Impact of 2017 acquisitions

⁴ Impact of foreign currency for both the translational and transactional impacts

⁵ Impact of discrete tax benefits and the tax impact of non-recurring repatriation benefits in 2015 (\$0.31 per diluted share)

Non-GAAP reconciliation FY 2015 pro forma EPS¹

	2015
Diluted Earnings Per Share GAAP	\$3.35
Significant Tax Items ²	(0.31)
U.S. Employee Pension Plan Settlement Charge ³	0.04
Provision for Litigation Settlement ⁴	0.04
Diluted Earnings Per Share Non-GAAP	\$3.12

Note: Table may not sum due to rounding.

¹ Pro forma 2015 EPS utilized to measure 3-year EPS target performance (2016-2018)

² Represents effect of discrete tax benefits and the tax impact of non-recurring repatriation benefits

³ Represents effect of the termination of the U.S. employee pension plan

⁴ Represents effect of the U.K. Merchant Litigation Settlement



SEPTEMBER 7, 2017

