

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 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): February 13, 2019

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)

10577
(Zip Code)

(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))

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

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.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On February 13, 2019, Mastercard Incorporated (the “Registrant”) was notified that effective April 1, 2019 (the “Effective Date”), Martina Hund-Mejean intends to retire as Chief Financial Officer of the Registrant and Mastercard International Incorporated (“Mastercard International” and, together with the Registrant, the “Company”). Ms. Hund-Mejean will receive the benefits contemplated pursuant to her existing employment arrangement with the Company, which was previously disclosed.

The Registrant has decided that, as of the Effective Date, the Company will appoint Sachin Mehra, the Company’s current Chief Financial Operations Officer, to succeed Ms. Hund-Mejean as Chief Financial Officer of the Company. He will remain a member of the Company’s Management Committee.

Mr. Mehra, age 48, joined the Company in June 2010 as group executive and treasurer. Prior to his current role, Mr. Mehra led commercial products and solutions at the Company, and previously served as Executive Vice President and Business Financial Officer for the Company’s North America region. Prior to joining the Company, Mr. Mehra held treasury and finance roles of increasing responsibility at the Hess Corporation, General Motors and GMAC in New York, Singapore, Belgium and Shanghai.

In connection with his appointment, starting on the Effective Date, Mr. Mehra will receive a base salary of \$600,000, and will be eligible to participate in the Company’s employee compensation and benefit plans and programs as may be generally made available to other Company employees at his level (including the Amended and Restated Mastercard International Executive Severance Plan and Amended and Restated Mastercard International Change-in-Control Severance Plan). Mr. Mehra will be eligible to earn a cash incentive award under the Company’s Senior Executive Annual Incentive Compensation Plan (SEAICP), with a performance target of 100% of his base salary. Mr. Mehra will also receive a Long-Term Incentive Award under the Company’s 2006 Long Term Incentive Plan, as amended and restated, in the amount of \$2,000,000 (awarded as performance stock units in the amount of \$1,000,000 and stock options in the amount of \$1,000,000).

There is no arrangement or understanding between Mr. Mehra and any other person pursuant to which Mr. Mehra was appointed. There are no family relationships, as defined in Item 401 of Regulation S-K, between Mr. Mehra and any of the Company’s executive officers or directors or persons nominated or chosen to become a director or executive officer. Mr. Mehra has not engaged in any transaction with the Company during the last fiscal year, and he does not propose to engage in any transaction, that would be reportable under Item 404(a) of Regulation S-K.

The Company’s press release regarding Ms. Hund-Mejean’s retirement and Mr. Mehra’s appointment is attached as Exhibit 99.1 and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

<u>Exhibit Number</u>	<u>Exhibit Description</u>
99.1	Press Release issued by Mastercard Incorporated, dated February 13, 2019

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 13, 2019**

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

Martina Hund-Mejean, Mastercard's Chief Financial Officer, to Retire in 2019

Sachin Mehra Appointed in Planned Succession

PURCHASE, N.Y. – February 13, 2019 – Mastercard today announced that Martina Hund-Mejean, chief financial officer, will retire after more than a decade in the role. Sachin Mehra, chief financial operations officer, will succeed Hund-Mejean as CFO on April 1, reporting to Mastercard president and chief executive officer, Ajay Banga.

“We have always been deliberate in the way in which we develop leaders as part of our succession program,” said Banga. “Sachin is an outstanding executive who had key roles in the finance organization and in the product organization, where he led commercial products and solutions, before returning to finance in 2018 in a broader role as chief financial operations officer. His deep knowledge of Mastercard and the marketplace will be key to continuing our Grow, Diversify and Build strategy. He has a keen understanding of the opportunities ahead of us and how best to capitalize on them.”

“Martina maintained the highest standard of leadership, strategic thinking and financial stewardship in her years as CFO,” Banga continued. “She helped drive the transition of Mastercard to a publicly-traded company, during which time Mastercard stakeholders participated in remarkable growth and value creation. Martina’s tenure is distinguished by her legacy of integrity, mentorship and promotion of diversity. It’s been my great fortune and privilege to partner with such an accomplished executive and respected leader who’s contributed so much to Mastercard’s success.”

“It’s been an honor to serve the shareholders, employees and customers of Mastercard for the past 11 years,” said Hund-Mejean. “I look back at my tenure with pride in our accomplishments and also tremendous excitement for the opportunities that will come next. Sachin is a tremendous leader with extensive financial and international management expertise and the ideal candidate to help lead Mastercard into the future.”

Mehra joined Mastercard in 2010 as group executive and treasurer with responsibility for treasury strategy and operations, global settlement, customer credit risk management and enterprise risk management. Prior to joining Mastercard, Mehra held treasury and finance roles of increasing responsibility at the Hess Corporation, General Motors and GMAC in New York, Singapore, Belgium and Shanghai. He holds a Masters of Business Administration from the Darden Business School at the University of Virginia and received his undergraduate degree in commerce from Sydenham College at the University of Mumbai, India.

About Mastercard

Mastercard (NYSE: MA), www.mastercard.com, is a technology company in the global payments industry. Our global payments processing network connects consumers, financial institutions, merchants, governments and businesses in more than 210 countries and territories. Mastercard products and solutions make everyday commerce activities - such as shopping, traveling, running a business and managing finances - easier, more secure and more efficient for everyone. Follow us on Twitter @MastercardNews, join the discussion on the Beyond the Transaction Blog and subscribe for the latest news on the Engagement Bureau.

Contact:

Investor Relations: Gina Accordino, investor.relations@mastercard.com, 914-249-4565

Communications: Seth Eisen, Seth.Eisen@mastercard.com, 914-249-3153