

**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): April 2, 2018

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 April 2, 2018, the Board of Directors of Mastercard Incorporated (the “Company”) elected Choon Phong Goh to the Board of Directors. Mr. Goh is the Chief Executive Officer of Singapore Airlines Ltd. Mr. Goh has also been appointed to the Board’s Nominating and Corporate Governance Committee.

A copy of the press release announcing Mr. Goh’s election is attached hereto as Exhibit 99.1 and incorporated herein by reference.

Mr. Goh will receive benefits consistent with that received by non-employee directors, including director compensation, as described in our most recent Annual Report on Form 10-K and proxy statement. As such, Mr. Goh will receive a pro rated award of Mastercard deferred stock units under the Company’s 2006 Non-Employee Director Equity Compensation Plan to reflect his three months of service prior to the Annual Meeting, after which, if elected by stockholders, Mr. Goh will receive a full term’s award.

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 April 2, 2018



Mastercard Names Choon Phong Goh to Board of Directors

Purchase, N.Y. – April 2, 2018 – Mastercard Incorporated (NYSE: MA) today announced that its board of directors has named Choon Phong Goh as an independent director, effective immediately.

“On our board of directors, we want to bring together innovative thinking and world-class experience that ranges across a number of sectors and geographies,” said Rick Haythornthwaite, chairman of the board, Mastercard. “We believe Choon Phong’s perspective from the retail and global travel industries, combined with a technical and engineering mindset, will help advance the company’s efforts to deliver greater value, convenience and security in our products and services.”

Mr. Goh is chief executive officer of Singapore Airlines and a member of its board of directors. He originally joined the company in 1990 and has held senior management positions in information technology, marketing and finance. In addition to his roles at Singapore Airlines, Mr. Goh currently serves as chairman of both Budget Aviation Holdings Pte. Ltd. and the board of governors of the International Air Transport Association. He is also a member of the National University of Singapore board of trustees and the MIT Presidential CEO advisory board.

In 2016, he received the CEO Lifetime Achievement Award from the Airline Passenger Experience Association and the Eisenhower Global Innovation Award from the Business Council for International Understanding. In 2017, he was named the “Outstanding CEO of the Year” in the Singapore Business Awards. Mr. Goh holds a Master of Science in Electrical Engineering and Computer Science as well as three Bachelor of Science degrees, all from the Massachusetts Institute of Technology.

About Mastercard Incorporated

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.

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