
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): April 24, 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)

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 or Rule 12b-2 of the Securities Exchange Act of 1934.

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 28, 2017, Mastercard Incorporated (the “Company”) announced that Ed McLaughlin, currently the Company’s Chief Information Officer, will succeed Robert Reeg as President, Operations and Technology, effective May 1, 2017. Mr. Reeg will remain with the Company until October 1, 2017 to assist with the transition of his duties. Mr. Reeg will receive the benefits contemplated pursuant to his existing employment arrangement with the Company, which has been previously disclosed.

A press release issued by the Company in connection with the above is attached hereto 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 of Mastercard Incorporated, dated April 28, 2017

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: April 28, 2017

By /s/ JANET MCGINNESS

Janet McGinness
Corporate Secretary

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Exhibit Description</u>
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99.1	Press Release issued by Mastercard Incorporated, dated April 28, 2017
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Mastercard Names Ed McLaughlin President of Operations and Technology

Succeeds Rob Reeg, Who Was a Driving Force in Evolution of Mastercard over the Past Two Decades

PURCHASE, N.Y. – April 28, 2017 – Mastercard today announced the appointment of Ed McLaughlin to president, Operations and Technology, effective May 1, 2017. McLaughlin succeeds Rob Reeg, who will move to a consulting role reporting to Ajay Banga, president and CEO, and will help to ensure a smooth transition through October 1, 2017.

In this role, McLaughlin will oversee all of Mastercard’s technology functions, including the global network, processing platforms, information security and technology operations. For the past 16 months, McLaughlin has served as the company’s chief information officer, directing the development efforts for products and services, implementing the IT digital roadmap, and managing the development of Mastercard’s global tech hubs.

“Ed’s experience and know-how across our portfolio, combined with an entrepreneurial mindset, made him the ideal choice to continue the growth and advancement of our technology operations,” said Banga. “He’s a proven entity to our teams, our customers and industry stakeholders. It’s this foundation of delivering meaningful products and the highest levels of security that will continue to differentiate us in this increasingly digital world.”

In 2010, McLaughlin was named chief emerging payments officer, leading the development and launch of the company’s digital strategy, partnerships and platforms, including Masterpass, Mastercard Send and Mastercard Digital Enablement System (MDES), the digital token program. McLaughlin joined Mastercard in 2005 as head of bill payment and healthcare, and was named chief franchise development officer in 2008.

Prior to joining Mastercard, McLaughlin led product and strategy at Metavante, a financial services technology company, and was co-founder and CEO of Paytrust, an online payments company acquired by Metavante in 2002. Earlier in his career, he was the executive vice president of product and marketing at LogicWorks, Inc., a start-up data modeling software. McLaughlin is a graduate of the University of Pennsylvania’s Wharton School of Business.

Over the course of 22 years, Reeg played a significant role in guiding the organization through its evolution as a technology company. He was the chief architect of the company’s strategic processing platform and global network operations.

Reeg originally joined Mastercard in 1995, before being named chief technology officer in 2005. He assumed his most recent position on the company’s executive management team in May 2008. Prior to joining Mastercard, Reeg held IT and business leadership positions with Sprint Corp., Cleveland Pneumatic, Totco Inc. and Conoco Inc.

“It would be impossible to recount all of Rob’s many contributions and accomplishments over the past two decades,” said Banga. “He’s pushed us to be at the cutting edge of operational efficiency and accuracy. Rob brought that same passion and caring to our culture and our people, being a tireless advocate for diversity and inclusion initiatives. We wish Rob and his family every happiness in this next chapter.”

About Mastercard

Mastercard (NYSE: MA), www.mastercard.com, is a technology company in the global payments industry. We operate the world's fastest payments processing network, connecting 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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