

# FORM 4

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

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

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

## 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

|   |  |   |  |   |  |
|---|--|---|--|---|--|
| 1. Name and Address of Reporting Person * |  | 2. Issuer Name and Ticker or Trading Symbol       |  | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)         |  |
| <b>REYES JOSE OCTAVIO</b>                 |  | <b>Mastercard Inc [ MA ]</b>                      |  | <input checked="" type="checkbox"/> Director _____ 10% Owner                    |  |
| (Last) (First) (Middle)                   |  | 3. Date of Earliest Transaction (MM/DD/YYYY)      |  | <input type="checkbox"/> Officer (give title below) _____ Other (specify below) |  |
| <b>2000 PURCHASE STREET</b>               |  | <b>6/25/2019</b>                                  |  |   |  |
| (Street)                                  |  | 4. If Amendment, Date Original Filed (MM/DD/YYYY) |  | 6. Individual or Joint/Group Filing (Check Applicable Line)                     |  |
| <b>PURCHASE, NY 10577-2509</b>            |  |   |  | <input checked="" type="checkbox"/> Form filed by One Reporting Person          |  |
| (City) (State) (Zip)                      |  |   |  | <input type="checkbox"/> Form filed by More than One Reporting Person           |  |

### 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            | 6/25/2019      |                                   | A                         |   | 828   | (1)        | A     | \$0   | 10132  | D   |          |
| Class A Common Stock            |                |                                   |                           |   |   |            |       |   | 19910  | 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 |  |  |  |  |

#### Explanation of Responses:

- (1) Represents restricted stock award pursuant to the terms of a stockholder-approved non-employee director equity compensation plan. The award was fully vested on June 25, 2019, the date of grant, but is subject to transfer restrictions until June 26, 2023.

#### Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| <b>REYES JOSE OCTAVIO</b><br><b>2000 PURCHASE STREET</b><br><b>PURCHASE, NY 10577-2509</b> | <b>X</b>      |           |         |       |

#### Signatures

/s/ Craig R. Brown, Assistant Corporate Secretary, attorney-in-fact for Jose Octavio Reyes Lagunes pursuant to a power of attorney dated September 16, 2014

6/27/2019

--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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.