

# FORM 4

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

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

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

**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>Madabhushi Venkata R</b>		<b>Mastercard Inc [ MA ]</b>		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Chief Marketing Officer</b>	
(Last) (First) (Middle)		3. Date of Earliest Transaction (MM/DD/YYYY)			
<b>2000 PURCHASE STREET</b>		<b>2/5/2020</b>			
(Street)		4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
<b>PURCHASE, NY 10577</b>				<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)					

**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	2/5/2020		M		2573 (1)	A	\$112.31	16458.79	D	
Class A Common Stock	2/5/2020		M		3172 (1)	A	\$173.49	19630.79	D	
Class A Common Stock	2/5/2020		S		7492 (1)	D	\$335	12138.79	D	

**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	Title	Amount or Number of Shares				
Employee Stock Option (right to buy)	\$112.31	2/5/2020		M		2573 (1)		(2)	3/1/2027	Class A Common Stock	2573.0	\$0	11776	D	
Employee Stock Option (right to buy)	\$173.49	2/5/2020		M		3172 (1)		(3)	3/1/2028	Class A Common Stock	3172.0	\$0	13332	D	

**Explanation of Responses:**

- The transactions reported in this Form 4 were effected pursuant to a pre-planned trading plan entered into in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934. The pre-planned trading plan was adopted by the reporting person for personal financial management purposes on December 11, 2019.
- The reporting person was awarded 23,552 employee stock options on March 1, 2017. The remaining 11,776 employee stock options will vest in two equal annual installments beginning on March 1, 2020.
- The reporting person was awarded 16,504 employee stock options on March 1, 2018. Of the remaining 13,332 employee stock options, 954 have vested and 12,378 will vest in three equal annual installments beginning on March 1, 2020.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Madabhushi Venkata R 2000 PURCHASE STREET PURCHASE, NY 10577</b>			<b>Chief Marketing Officer</b>	

**Signatures**

**Craig Brown, as attorney-in-fact for Venkata Madabhushi pursuant to a power of attorney date April 23, 2019**

**2/6/2020**

\*\*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.