

# 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

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### 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<br>(Check all applicable)   |  |  |
| <b>McLaughlin Edward Grunde</b>           |  |  | <b>Mastercard Inc [ MA ]</b>                      |  |  | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)<br><b>President, Operations &amp; Tech</b> |  |  |
| (Last) (First) (Middle)                   |  |  | 3. Date of Earliest Transaction (MM/DD/YYYY)      |  |  |  |  |  |
| <b>2000 PURCHASE STREET</b>               |  |  | <b>1/2/2020</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<br><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<br>(Instr. 3) | 2. Trans. Date | 2A. Deemed<br>Execution<br>Date, if any | 3. Trans. Code<br>(Instr. 8) |   | 4. Securities Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) |               |                | 5. Amount of Securities Beneficially Owned<br>Following Reported Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr.<br>4) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|------------------------------------|----------------|---|------------------------------|---|---|---------------|----------------|---|---|---|
|                                    |                |   | Code                         | V | Amount  | (A) or<br>(D) | Price          |   |   |   |
| Class A Common Stock               | 1/2/2020       |   | M                            |   | 10000 (1)   | A             | \$77.72        | 43215.396   | D   |   |
| Class A Common Stock               | 1/2/2020       |   | M                            |   | 10818 (1)   | A             | \$90.13        | 54033.396   | D   |   |
| Class A Common Stock               | 1/2/2020       |   | S                            |   | 1502 (1)  | D             | \$300.5844 (2) | 52531.396   | D   |   |
| Class A Common Stock               | 1/2/2020       |   | S                            |   | 8344 (1)  | D             | \$301.6956 (3) | 44187.396   | D   |   |
| Class A Common Stock               | 1/2/2020       |   | S                            |   | 17541 (1)   | D             | \$302.4485 (4) | 26646.396   | D   |   |
| Class A Common Stock               | 1/2/2020       |   | S                            |   | 1139 (1)  | D             | \$303.1704 (5) | 25507.396   | D   |   |

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivate<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Trans.<br>Date | 3A. Deemed<br>Execution<br>Date, if any | 4. Trans.<br>Code<br>(Instr. 8) |   | 5. Number of<br>Derivative Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) |     | 6. Date Exercisable and<br>Expiration Date |                    | 7. Title and Amount of<br>Securities Underlying<br>Derivative Security<br>(Instr. 3 and 4) |                                  | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 4) | 10. Ownership<br>Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I) (Instr.<br>4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|--|--|-------------------|---|---------------------------------|---|--|-----|--|--------------------|--|----------------------------------|---|--|---|--|
|  |  |                   |   | Code                            | V | (A)  | (D) | Date<br>Exercisable                        | Expiration<br>Date | Title  | Amount or<br>Number of<br>Shares |   |  |   |  |
| Employee Stock<br>Option (right ro<br>buy)     | \$77.72  | 1/2/2020          |   | M                               |   | 10000 (1)  |     | (6)  | 3/1/2024           | Class A<br>Common<br>Stock   | 10000.0                          | \$0   | 0  | D   |  |
| Employee Stock<br>Option (right ro<br>buy)     | \$90.13  | 1/2/2020          |   | M                               |   | 10818 (1)  |     | (7)  | 3/1/2025           | Class A<br>Common<br>Stock   | 10818.0                          | \$0   | 7258   | 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 November 14, 2019.
- This transaction was executed in multiple trades at prices ranging from \$299.95 to \$300.91. The price reported reflects the weighted average sales price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- This transaction was executed in multiple trades at prices ranging from \$301.10 to \$302.09. The price reported reflects the weighted average sales price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- This transaction was executed in multiple trades at prices ranging from \$302.10 to \$303.09. The price reported reflects the weighted average sales price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- This transaction was executed in multiple trades at prices ranging from \$303.11 to \$303.45. The price reported reflects the weighted average sales price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- The reporting person was awarded 20,120 employee stock options on March 1, 2014, which vested in four equal annual installments, beginning on March 1,

2015.

- (7) The reporting person was awarded 18,076 employee stock options on March 1, 2015, which vested in four equal annual installments beginning on March 1, 2016. Of these, 7,258 remain and are fully vested.

**Reporting Owners**

| Reporting Owner Name / Address  | Relationships |           |   |       |
|---|---------------|-----------|---|-------|
|   | Director      | 10% Owner | Officer                                 | Other |
| <b>McLaughlin Edward Grunde</b><br><b>2000 PURCHASE STREET</b><br><b>PURCHASE, NY 10577</b> |               |           | <b>President, Operations &amp; Tech</b> |       |

**Signatures**

/s/ Craig Brown, attorney-in-fact for Edward McLaughlin pursuant to a power of attorney dated April 21, 2017

1/6/2020

--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.

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