

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

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**FORM 8-K**

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**CURRENT REPORT**

Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): December 1, 2018

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**Mastercard Incorporated**

*(Exact name of registrant as specified in its charter)*

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**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 December 1, 2018, the Board of Directors of Mastercard Incorporated (the "Company") elected Gabrielle Sulzberger to the Board of Directors. Ms. Sulzberger is General Partner of Rustic Canyon/Fontis Partners, a private equity fund based in Pasadena, California. Ms. Sulzberger also has been appointed to the Board's Nominating and Corporate Governance Committee.

A copy of the press release announcing Ms. Sulzberger's election is attached hereto as Exhibit 99.1 and incorporated herein by reference.

Ms. Sulzberger will receive benefits consistent with those received by non-employee directors, including director compensation, as described in our most recent Annual Report on Form 10-K and proxy statement.

**Item 9.01 Financial Statements and Exhibits**

**(d) Exhibits.**

<u>Exhibit Number</u>	<u>Exhibit Description</u>
<a href="#"><u>99.1</u></a>	<a href="#"><u>Press Release issued by Mastercard Incorporated, dated December 3, 2018</u></a>





## Mastercard Names Gabrielle Sulzberger to Board of Directors

**Purchase, N.Y. – December 3, 2018** – Mastercard Incorporated (NYSE: MA) today announced that its board of directors has named Gabrielle Sulzberger as an independent director, effective December 1.

“Gaby’s experience across a wide range of industries and businesses speaks for itself, complementing our current directors and executive management,” said Richard Haythornthwaite, chairman of the board, Mastercard. “As we look at the long-term, insights and perspectives from both her professional and personal journeys will help guide the growth of the company’s core business and our efforts to do well by doing good.”

Sulzberger brings more than 30 years of experience in the financial services and retail industry to Mastercard. She has served as general partner and investment manager of the private equity fund Rustic Canyon/Fontis Partners LP since its founding in 2005. Sulzberger has also served as chief financial officer of several privately-owned companies, most recently Crown Services in San Jose, California.

She currently serves on the board of Brixmor Property Group, where she chairs the governance committee. Sulzberger was chair of the Whole Foods Market, Inc. board of directors prior to the company’s 2017 acquisition by Amazon. Previously, she served on the boards of Stage Stores, IndyMac Bank, Bright Horizons Family Solutions and Teva Pharmaceuticals . In 2014, *NACD Directorship Magazine* named Sulzberger one of the 100 most influential people in the boardroom community.

Sulzberger is a trustee of the Ford Foundation, serves on the board of the WomenCorporateDirectors Foundation, is a member of the Trinity Church Wall Street and is a Henry Crown Fellow of the Aspen Institute.

She received a bachelor’s degree in urban studies from Princeton University, a J.D. from Harvard Law School and an M.B.A. from Harvard Business School.

### **About Mastercard Incorporated**

Mastercard (NYSE: MA), [www.mastercard.com](http://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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