

FORM 4

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

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

**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 * Seshadri Raj <small>(Last) (First) (Middle)</small> 2000 PURCHASE STREET <small>(Street)</small> PURCHASE, NY 10577 <small>(City) (State) (Zip)</small>	2. Issuer Name and Ticker or Trading Symbol Mastercard Inc [MA] 3. Date of Earliest Transaction (MM/DD/YYYY) 3/1/2026 4. If Amendment, Date Original Filed (MM/DD/YYYY)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chief Commercial Pmts Officer 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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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	3/1/2026		F		1,072 ⁽¹⁾	D	\$512.76	11,627.33	D	
Class A Common Stock	3/1/2026		A		2,311 ⁽²⁾	A	\$0	13,938.33	D	
Class A Common Stock	3/1/2026		F		3,183 ⁽³⁾	D	\$512.76	10,755.33	D	
Class A Common Stock	3/1/2026		A		8,502 ⁽⁴⁾	A	\$0	19,257.33	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)	\$517.21	3/1/2026		A		7,172		⁽⁵⁾	3/1/2036	Class A Common Stock	7,172	\$0	7,172	D	

Explanation of Responses:

- (1) Represents withholding of shares to pay tax liability incident to the vesting of restricted stock units.
- (2) Award of restricted stock units that will vest in three (3) equal annual installments beginning March 1, 2027.
- (3) Represents withholding of shares to pay tax liability incident to the settlement of performance stock units that were fully earned and vested on March 1, 2025, and settled on March 1, 2026.
- (4) Represents earned performance stock units granted on March 1, 2023 that contained performance-vesting requirements. The award was fully earned and vested on March 1, 2026, but will settle on March 1, 2027. The award is net withholding of shares to pay tax liability incident to the vesting of the award.
- (5) The employee stock options vest in three (3) equal annual installments beginning March 1, 2027.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Seshadri Raj 2000 PURCHASE STREET			Chief Commercial Pmts Officer	

Signatures

/s/ Craig Brown, as attorney-in-fact for Raj Seshadri, pursuant to a power of attorney dated June 24, 2025

3/3/2026

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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