

Fraccaro Michael
Form 4/A
May 30, 2018

FORM 4

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

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,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Fraccaro Michael

(Last) (First) (Middle)

2000 PURCHASE STREET

(Street)

PURCHASE, NY 10577

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Mastercard Inc [MA]

3. Date of Earliest Transaction
(Month/Day/Year)

04/09/2018

4. If Amendment, Date Original
Filed(Month/Day/Year)

04/11/2018

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify
below)

Chief Human Resources Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)

__X__ Form filed by One Reporting Person
____ 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. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction 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 Ownership Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------------|---|---|---|---|--|--|--|
| Class A Common Stock | 04/09/2018 | | M | 1,807 (1) | A \$ 90.13 5,353.148 | D | |
| Class A Common Stock | 04/09/2018 | | S | 2,274 (1) | D \$ 171.39 3,079.148 | D | |
| Class A Common Stock | 04/10/2018 | | M | 2,186 (1) | A \$ 90.1 5,265.148 | D | |
| Class A Common | 04/10/2018 | | S | 2,186 (1) | D \$ 175 3,079.148 | D | |

Stock

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction 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 (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|---|--|---|---|--------------------------------------|---|--|---|---|
| Employee Stock Option (right to buy) | \$ 90.13 | 04/09/2018 | | M | 1,807 (1) | (2) 03/01/2025 | Class A Common Stock | 1,807 |
| Employee Stock Option (right to buy) | \$ 90.1 | 04/10/2018 | | M | 2,186 (1) | (3) 03/01/2026 | Class A Common Stock | 2,186 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Fraccaro Michael 2000 PURCHASE STREET PURCHASE, NY 10577 | | | Chief Human Resources Officer | |

Signatures

/s/ Craig Brown, as attorney-in-fact for Michael Fraccaro pursuant to a power of attorney dated July 11, 2016

05/30/2018

__Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- 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 on February 22, 2018.
- (1) The reporting person was awarded 7,228 employee stock options on March 1, 2015, of which 5,421 have vested. The remaining 1,807 employee stock options will vest on March 1, 2019.
 - (2) The reporting person was awarded 8,744 employee stock options on March 1, 2016, of which 4,372 have vested. The remaining 4,372 employee stock options will vest in two equal annual installments beginning on March 1, 2019.

Remarks:

This amendment is being filed solely to correct the number of shares sold on April 9, 2018 (Table I Column 4), as well as the number of shares sold on April 10, 2018 (Table I Column 4).

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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