

MASTERCARD INC  
Form 8-K  
February 05, 2009

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, DC 20549**

**FORM 8-K**  
**CURRENT REPORT**

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

*Date of Report (Date of earliest event reported):* February 5, 2009

**MasterCard Incorporated**

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

**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)*

**(914) 249-2000**

**10577**  
*(Zip Code)*

*(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):

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- .. 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))

**Item 2.02 Results of Operations and Financial Condition**

On February 5, 2009, MasterCard Incorporated (the Company ) issued a press release announcing financial results for its fourth quarter and full year 2008.

A copy of the press release is attached hereto as Exhibit 99.1. All information in the press release is furnished but not filed.

**Item 7.01 Regulation FD Disclosure**

On February 5, 2009, the Company will host a conference call to discuss its fourth quarter and full year 2008 financial results. A copy of the presentation to be used during the conference call is attached hereto as Exhibit 99.2. All information in the presentation is furnished but not filed.

**Item 9.01 Financial Statements and Exhibits**

**(d) Exhibits.**

<b>Exhibit</b>	
<b>Number</b>	<b>Exhibit Description</b>
99.1	Press release of MasterCard Incorporated, dated February 5, 2009.
99.2	Presentation of MasterCard Incorporated, dated February 5, 2009.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MASTERCARD INCORPORATED

Date: February 5, 2009

By /s/ Noah J. Hanft  
*Noah J. Hanft*  
*General Counsel and Secretary*

**EXHIBIT INDEX**

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