

MASTERCARD INC  
Form 8-K  
January 17, 2008

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

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**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): January 15, 2008*

**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)*

**10577**  
*(Zip Code)*

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**(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))
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**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On January 15, 2008, W. Roy Dunbar, President, Global Technology and Operations of MasterCard Incorporated (the Company), submitted his resignation to the Company. Mr. Dunbar's resignation is effective March 15, 2008 and his active employment with the Company will terminate on January 31, 2008.

A copy of the Company's press release, issued on January 17, 2008, relating to the foregoing, is attached hereto as Exhibit 99.1 and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) *Exhibits.*

<b>Exhibit Number</b>	<b>Exhibit Description</b>
99.1	Press release of MasterCard Incorporated, dated January 17, 2008.

**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: January 17, 2008

By: /s/ Noah J. Hanft  
Noah J. Hanft  
General Counsel and Corporate Secretary

**EXHIBIT INDEX**

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