

MASTERCARD INC  
Form 8-K  
October 17, 2005

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 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):* October 17, 2005

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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)*

**000-50250**  
*(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**

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*(Registrant's telephone number, including area code)*

**NOT APPLICABLE**

*(Former name or former address, if changed since last report)*

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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 Principal Officers; Election of Directors; Appointment of Principal Officers.**

Effective October 17, 2005, Lisa Wagner, the principal accounting officer of MasterCard Incorporated (the Company), at the conclusion of her maternity leave, resigned from her position as the Company's corporate controller in order to spend more time with her family. Also effective the same date, Tara Maguire, 36, who has been the Company's acting principal accounting officer since Mrs. Wagner commenced her maternity leave in June 2005, was appointed as the Company's corporate controller and principal accounting officer. Ms. Maguire has served as the assistant controller of the Company and MasterCard International Incorporated, the principal operating subsidiary of the Company, since 1999.

**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: October 17, 2005

By /s/ Noah J. Hanft

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*Noah J. Hanft*  
*General Counsel and Secretary*