

**MASTERCARD INC**  
Reported by  
**MADABHUSHI VENKATA R**

**FORM 4**  
(Statement of Changes in Beneficial Ownership)

Filed 10/01/24 for the Period Ending 09/27/24

Address	2000 PURCHASE STREET PURCHASE, NY, 10577
Telephone	9142492000
CIK	0001141391
Symbol	MA
SIC Code	7389 - Services-Business Services, Not Elsewhere Classified
Industry	Internet Services
Sector	Technology
Fiscal Year	12/31

# 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

<b>1. Name and Address of Reporting Person *</b>  <b>Madabhushi Venkata R</b>  (Last) (First) (Middle)  <b>2000 PURCHASE STREET</b>  (Street)  <b>PURCHASE, NY 10577</b>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>Mastercard Inc [ MA ]</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (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) <b>Chief Marketing Officer</b>
<b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>9/27/2024</b></p>		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>		

**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	9/27/2024		M		299 (1)	A	\$344.48	15,329.79	D	
Class A Common Stock	9/27/2024		M		2,299 (1)	A	\$353.5	17,628.79	D	
Class A Common Stock	9/27/2024		S		4,686 (1)	D	\$491.03	12,942.79	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)	\$344.48	9/27/2024		M		299 (1)		(2)	3/1/2032	Class A Common Stock	299	\$0	2,685	D	
Employee Stock Option (right to buy)	\$353.5	9/27/2024		M		2,299 (1)		(1)	3/1/2033	Class A Common Stock	2,299	\$0	4,600	D	

**Explanation of Responses:**

- (1) The transaction was 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 for personal financial management purposes on June 14, 2024.
- (2) The reporting person was awarded 8,054 employee stock options on March 1, 2022. The remaining 2,685 employee stock options will vest on March 1, 2025.
- (3) The reporting person was awarded 6,899 employee stock options on March 1, 2023. The remaining 4,600 employee stock options will vest in two (2) equal annual installments beginning on March 1, 2025.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Madabhushi Venkata R</b> <b>2000 PURCHASE STREET</b> <b>PURCHASE, NY 10577</b>			<b>Chief Marketing Officer</b>	

## Signatures

Craig Brown, as attorney-in-fact for Venkata Madabhushi pursuant to a power of attorney date April 23, 2019

10/1/2024

—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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