

MASTERCARD INC  
Form 8-K  
January 03, 2006

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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): December 31, 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 December 31, 2005, Lance Weaver resigned from his position as a director of the Global Board of Directors of MasterCard Incorporated.

**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 3, 2006

By /s/ Noah J. Hanft

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*Noah J. Hanft*

*General Counsel and Secretary*