

MASTERCARD INC  
Form SC 13G/A  
July 10, 2009

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**SCHEDULE 13G**  
**(Rule 13d-102)**

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT**  
**TO RULES 13d-1(b)(c), AND (d) AND AMENDMENTS THERETO FILED**  
**PURSUANT TO RULE 13d-2(b)**  
**(Amendment No. 3)\***

**MASTERCARD INCORPORATED**

(Name of Issuer)

**CLASS A COMMON STOCK**

(Title of Class of Securities)

**57636Q104**

(CUSIP Number)

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**June 30, 2009**

(Date of Event which Requires Filing of Statement)

Check the appropriate box to designate the Rule pursuant to which this Schedule is filed:

Rule 13d 1(b)

Rule 13d 1(c)

Rule 13d 1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page. The information required on the remainder of this page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes.)

**(Continued on following page(s))**

**1 NAMES OF REPORTING PERSONS**

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY):

Marsico Capital Management, LLC

84-1434992

**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\***

(a) ..

(b) ..

**3 SEC USE ONLY**

**4 CITIZENSHIP OR PLACE OF ORGANIZATION**

Delaware

NUMBER OF **5** SOLE VOTING POWER

SHARES 5,994,033

**6** SHARED VOTING POWER

BENEFICIALLY

0

OWNED BY

**7** SOLE DISPOSITIVE POWER

EACH 6,949,637

**8** SHARED DISPOSITIVE POWER

REPORTING

0

PERSON

WITH

**9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

6,949,637

**10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\***

**11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)**

7.1%

**12 TYPE OF REPORTING PERSON\***

IA

**\*SEE INSTRUCTIONS BEFORE FILLING OUT!**

**Item 1 (a). Name of Issuer:**

MasterCard Incorporated

**Item 1 (b). Address of Issuer's Principal Executive Offices:**

2000 Purchase Street

Purchase, New York 10577

**Item 2 (a). Name of Person Filing:**

Marsico Capital Management, LLC

**Item 2 (b). Address of Principal Business Office or, if None, Residence:**1200 17<sup>th</sup> Street, Suite 1600

Denver, Colorado 80202

**Item 2 (c). Citizenship:**

Delaware

**Item 2 (d). Title of Class of Securities:**

Class A Common Stock

**Item 2 (e). CUSIP Number:**

57636Q104

**Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:**

- (a)  Broker or dealer registered under Section 15 of the Exchange Act.
- (b)  Bank as defined in Section 3(a)(6) of the Exchange Act.
- (c)  Insurance company as defined in Section 3(a)(19) of the Exchange Act.
- (d)  Investment company registered under Section 8 of the Investment Company Act.
- (e)  An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);

- (h) " A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) " A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j) " Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

If this statement is filed pursuant to Rule 13d-1(c), check this box. "

**Item 4. Ownership:**

With respect to the beneficial ownership of the reporting person, see Items 5 through 11 of the cover pages to this Schedule 13G, which are incorporated herein by reference.

**Item 5. Ownership of Five Percent or Less of a Class:**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following ".

**Item 6. Ownership of More than Five Percent on Behalf of Another Person:**

Not applicable.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company:**

Not applicable.

**Item 8. Identification and Classification of Members of the Group:**

Not applicable.

**Item 9. Notice of Dissolution of Group:**

Not applicable.

**Item 10. Certification:**

By signing below each of the undersigned certifies that, to the best of such undersigned's knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

This report is not an admission that Marsico Capital Management, LLC ( MCM ) is the beneficial owner of any securities covered by this report, and MCM expressly disclaims beneficial ownership of all shares reported herein.

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: July 10, 2009

**Marsico Capital Management, LLC**

By: /s/ THOMAS M J KERWIN

Name: Thomas M. J. Kerwin

Title: Executive Vice President and General Counsel