

MASTERCARD INC  
Form 8-K  
January 31, 2008

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

**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 31, 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)*

**(914) 249-2000**

**10577**  
*(Zip Code)*

*(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):

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- .. 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))

**Item 2.02 Results of Operations and Financial Condition**

On January 31, 2008, MasterCard Incorporated ( MasterCard or the Company ) issued a press release announcing financial results for its fourth quarter and year ended December 31, 2007.

A copy of the press release is attached hereto as Exhibit 99.1. All information in the press release is furnished but not filed.

**Item 7.01 Regulation FD Disclosure**

On January 31, 2008, the Company will host a conference call to discuss its fourth quarter and year ended December 31, 2007 financial results. A copy of the presentation to be used during the conference call is attached hereto as Exhibit 99.2. All information in the presentation is furnished but not filed.

**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 31, 2008.
99.2	Presentation of MasterCard Incorporated, dated January 31, 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 31, 2008

By /s/ Noah J. Hanft  
*Noah J. Hanft*  
*General Counsel and Secretary*

**EXHIBIT INDEX**

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