

Bhalla Ajay
 Form 3
 April 26, 2019

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | |
|---|---------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Bhalla Ajay | | (Month/Day/Year) | Mastercard Inc [MA] | |
| (Last) | (First) | (Middle) | 04/22/2019 | |
| 2000 PURCHASE STREET | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| PURCHASE,Â NYÂ 10577 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | President Cyber & Intelligence | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Class A Common Stock | 6,357 | D | Â |
| Class A Common Stock | 106,158 | I | See footnote below. ⁽¹⁾ |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|---|---|---|
|--|--|---|---|---|---|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|--------------------------------------|------------------|-----------------|-------------------------|----------------------------|-----------|---------------------------------------|---|
| Employee Stock Option (right to buy) | Â <u>(2)</u> | 03/01/2021 | Class A Common Stock | 13,480 | \$ 24.03 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(3)</u> | 03/01/2012 | Class A Common Stock | 10,120 | \$ 42.04 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(4)</u> | 03/01/2023 | Class A Common Stock | 14,200 | \$ 51.83 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(5)</u> | 04/01/2024 | Class A Common Stock | 13,996 | \$ 77.72 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(6)</u> | 03/01/2025 | Class A Common Stock | 12,292 | \$ 90.13 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(7)</u> | 03/01/2026 | Class A Common Stock | 14,128 | \$ 90.1 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(8)</u> | 03/01/2027 | Class A Common Stock | 15,896 | \$ 112.31 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(9)</u> | 03/01/2028 | Class A Common Stock | 12,224 | \$ 173.49 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(10)</u> | 03/01/2029 | Class A Common Stock | 11,784 | \$ 227.25 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Bhalla Ajay 2000 PURCHASE STREET PURCHASE, NY 10577 | Â | Â | Â President Cyber & Intelligence | Â |

Signatures

/s/ Craig R. Brown, Assistant Corporate Secretary, attorney-in-fact for Ajay Bhalla pursuant to a power of attorney dated April 23, 2019.

04/26/2019

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).
- (1) The shares are held by a family-owned company, controlled by the reporting person.
- (2) The reporting person was awarded 13,480 employee stock options on March 1, 2011, which vested in four equal annual installments beginning on March 1, 2012.
- (3) The reporting person was awarded 10,120 employee stock options on March 1, 2012, which vested in four equal annual installments beginning on March 1, 2013.
- (4) The reporting person was awarded 14,200 employee stock options on March 1, 2013, which vested in four equal annual installments beginning on March 1, 2014.
- (5) The reporting person was awarded 13,996 employee stock options on March 1, 2014, which vested in four equal annual installments beginning on March 1, 2015.
- (6) The reporting person was awarded 12,292 employee stock options on March 1, 2015, which vested in four equal annual installments beginning on March 1, 2016.
- (7) The reporting person was awarded 14,128 employee stock options on March 1, 2016, of which 10,596 have vested. The remaining 3,532 employee stock options will vest on March 1, 2020.
- (8) The reporting person was awarded 15,896 employee stock options on March 1, 2017, of which 7,948 have vested. The remaining 7,948 employee stock options will vest in two equal annual installments beginning on March 1, 2020.
- (9) The reporting person was awarded 12,224 employee stock options on March 1, 2018, of which 3,056 have vested. The remaining 9,168 employee stock options will vest in three equal annual installments beginning on March 1, 2020.
- (10) The employee stock options vest in four (4) equal annual installments beginning March 1, 2020.

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Remarks:

Exhibit 24 Power of Attorney is attached

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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