

MASTERCARD INC  
Form 8-K  
September 20, 2012

**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): September 20, 2012

**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):

## Edgar Filing: MASTERCARD INC - Form 8-K

- .. 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))

## 7.01 Regulation FD Disclosure

On September 20, 2012, MasterCard Incorporated (the Company) will host a meeting for members of the investment community. As part of discussions at the meeting, the Company is providing the following 2013-2015 longer-term performance objectives (on a constant currency basis and excluding future acquisitions):

Net revenue compound annual growth rate ( CAGR ) of 11-14%;  
Annual operating margin of a minimum of 50%; and  
Earnings per share CAGR of at least 20%.

At the meeting, the Company will provide additional context with respect to the above performance objectives, including its expectations around the currently weak global economic environment. The Company also assumes that there will not be any further deterioration in the U.S. economy or more significant problems within the Eurozone. Based on these expectations, the Company expects that net revenue growth in the early part of the 2013-2015 period may be slightly below the 11-14% range and, in later years, net revenue growth could be at the higher end of this range, assuming that the global economy could return to a more stable environment.

Presentation materials for the meeting are attached hereto as Exhibit 99.1. The descriptions of longer-term performance objectives set forth above and all information set forth in the attached presentation materials is furnished but not filed.

## Item 9.01 Financial Statements and Exhibits

*(d) Exhibits.*

<b>Exhibit Number</b>	<b>Exhibit Description</b>
---------------------------	----------------------------

99.1	MasterCard Incorporated Investor Presentations, dated September 20, 2012.
------	---

**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: September 20, 2012

By */s/ Bart S. Goldstein*  
*Bart S. Goldstein*

*Corporate Secretary*

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Exhibit Description</b>
99.1	MasterCard Incorporated Investor Presentations, dated September 20, 2012.