

MASTERCARD INC

FORM 8-K (Current report filing)

Filed 01/17/08 for the Period Ending 01/15/08

Address	2000 PURCHASE STREET PURCHASE, NY 10577
Telephone	9142492000
CIK	0001141391
Symbol	MA
SIC Code	7389 - Business Services, Not Elsewhere Classified
Industry	Consumer Financial Services
Sector	Financial
Fiscal Year	12/31

**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 15, 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)

10577
(Zip Code)

(914) 249-2000
(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):

- ☐ 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 Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On January 15, 2008, W. Roy Dunbar, President, Global Technology and Operations of MasterCard Incorporated (the “Company”), submitted his resignation to the Company. Mr. Dunbar’s resignation is effective March 15, 2008 and his active employment with the Company will terminate on January 31, 2008.

A copy of the Company’s press release, issued on January 17, 2008, relating to the foregoing, is attached hereto as Exhibit 99.1 and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) *Exhibits.*

Exhibit Number	Exhibit Description
99.1	Press release of MasterCard Incorporated, dated January 17, 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 17, 2008

By: /s/ Noah J. Hanft

Noah J. Hanft

General Counsel and Corporate Secretary

EXHIBIT INDEX

**Exhibit
Number**

Exhibit Description

99.1

Press release of MasterCard Incorporated, dated January 17, 2008.

News Release



W. Roy Dunbar to Leave MasterCard

Purchase, NY, January 17, 2008 – W. Roy Dunbar, 46, President—Global Technology and Operations since 2004, will leave MasterCard Worldwide to become Chief Executive Officer of a company outside the payments industry. Details of his position will be announced shortly by his new company.

Mr. Dunbar's active employment concludes on January 31; his resignation from the company is effective on March 15. Rob Reeg, 51, Chief Technology Officer for MasterCard Worldwide, will head the unit on an interim basis.

Robert W. Selander, MasterCard President and CEO, noted that "Roy has made significant contributions to the company's strategic processing platform and seamless global network, which are competitive assets in the marketplace. I understand that Roy wants to take on an opportunity as CEO in a new arena, and I wish him well in his journey."

About MasterCard Incorporated

MasterCard Incorporated advances global commerce by providing a critical economic link among financial institutions, businesses, cardholders and merchants worldwide. As a franchisor, processor and advisor, MasterCard develops and markets payment solutions, processes over 16 billion transactions each year, and provides industry-leading analysis and consulting services to financial institution customers and merchants. Through its family of brands, including MasterCard®, Maestro® and Cirrus®, MasterCard serves consumers and businesses in more than 210 countries and territories. For more information go to www.mastercard.com.

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