

MASTERCARD INC

FORM 8-K (Current report filing)

Filed 11/22/05 for the Period Ending 11/16/05

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

MASTERCARD INC

FORM 8-K (Unscheduled Material Events)

Filed 11/22/2005 For Period Ending 11/16/2005

Address	2000 PURCHASE STREET PURCHASE, New York 10577
Telephone	914-249-2000
CIK	0001141391
Fiscal Year	12/31

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**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): **November 16, 2005**

MasterCard Incorporated

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

000-50250
(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 1.01. Entry into a Material Definitive Agreement

On November 16, 2005 the Compensation Committee of the Board of Directors of MasterCard Incorporated (the “Company”) approved an increase to the annual base salary of the Company’s general counsel and corporate secretary, Noah J. Hanft, in the amount of \$50,000 effective as of February 1, 2006. Mr. Hanft is one of the Company’s named executive officers, as defined in Item 402(a)(3) of Regulation S-K (determined as of December 31, 2004).

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.

Date: November 22, 2005

MASTERCARD INCORPORATED

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

End of Filing

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