

MASTERCARD INC
Form 8-K
June 25, 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): June 25, 2008

MasterCard Incorporated

(Exact name of registrant as specified in its charter)

Delaware	001-32877	13-4172551
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

2000 Purchase Street	
Purchase, New York	10577
(Address of principal executive offices)	(Zip Code)
(914) 249-2000	

(Registrant's telephone number, including area code)

NOT APPLICABLE

(Former name or former address, if changed since last report)

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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))

Item 1.01 Entry into a Material Definitive Agreement

On June 24, 2008, MasterCard Incorporated and MasterCard International Incorporated (collectively, MasterCard or the Company) entered into a settlement agreement (the Settlement) with American Express Company (American Express) relating to the U.S. federal antitrust litigation between MasterCard and American Express. This Settlement ends all existing litigation between American Express and MasterCard. A copy of the Company s press release announcing the Settlement is included as Exhibit 99.1 to this Current Report on Form 8-K and is hereby incorporated by reference.

As described in the press release included as Exhibit 99.1, under the Settlement, beginning on September 15, 2008, MasterCard will pay American Express up to \$150 million each quarter for 12 quarters, payable in cash on the 15th day of the last month of each quarter, for a maximum of \$1.8 billion. MasterCard expects to take a charge of approximately \$1 billion on a tax-affected net present value basis in the second quarter of 2008. The charge is based upon MasterCard s assumption that American Express will achieve the financial performance hurdles described below. The quarterly payments will be in an amount equal to 15% of American Express s United States Global Network Services billings during the quarter, up to a maximum of \$150 million per quarter. If, however, the payment for any quarter is less than \$150 million, the maximum payment for subsequent quarters will be increased by the difference between \$150 million and the lesser amount that was paid in any quarter in which there was a shortfall.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

Exhibit Number	Exhibit Description
99.1	Press Release of MasterCard Incorporated, dated June 25, 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: June 25, 2008

By /s/ Noah J. Hanft

Noah J. Hanft

General Counsel and Secretary