

MASTERCARD INC  
Form 8-K  
July 31, 2014

**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): July 31, 2014**

**MasterCard Incorporated**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**

**of incorporation)**

**2000 Purchase Street**

**001-32877**  
**(Commission**

**File Number)**

**13-4172551**  
**(IRS Employer**

**Identification No.)**

**10577**

**Purchase, New York**  
**(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)**

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 2.02 Results of Operations and Financial Condition

On July 31, 2014, MasterCard Incorporated ( MasterCard ) issued a press release announcing financial results for its second quarter 2014.

A copy of the press release is attached hereto as Exhibit 99.1. All information in the press release is furnished but not filed.

### Non-GAAP Financial Information

In the attached press release, MasterCard discloses the following non-GAAP financial measures:

Presentation of growth rates adjusted for currency. Due to the impact of foreign currency rate fluctuations on reported results, MasterCard's management believes the presentation of certain growth rates adjusted for currency, calculated by re-measuring the prior period's results using the current period's exchange rates, provides relevant information.

Presentation of certain growth rates adjusted to exclude the impact of current year acquisitions. MasterCard's management believes that the presentation of certain growth rates adjusted to exclude the impact of current year acquisitions facilitates an understanding of MasterCard's operating performance and meaningful comparison of its results between periods.

MasterCard's management uses non-GAAP financial measures to, among other things, evaluate its ongoing operations in relation to historical results, for internal planning and forecasting purposes and in the calculation of performance-based compensation.

## Item 7.01 Regulation FD Disclosure

On July 31, 2014, MasterCard will host a conference call to discuss its second-quarter 2014 financial results. A copy of the presentation to be used during the conference call is attached hereto as Exhibit 99.2. All information in the presentation is furnished but not filed.

## Item 9.01 Financial Statements and Exhibits

### (d) Exhibits.

<b>Exhibit Number</b>	<b>Exhibit Description</b>
99.1	Press Release issued by MasterCard Incorporated, dated July 31, 2014.
99.2	Presentation of MasterCard Incorporated, dated July 31, 2014.

**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: July 31, 2014

By /s/Craig Brown  
Craig Brown

*Assistant Corporate Secretary and Senior Managing  
Counsel*

**EXHIBIT INDEX**

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