

BANGA AJAY  
Form 4  
May 02, 2019

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**BANGA AJAY**

(Last) (First) (Middle)

2000 PURCHASE STREET

(Street)

PURCHASE, NY 10577-2509

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**Mastercard Inc [MA]**

3. Date of Earliest Transaction (Month/Day/Year)  
**05/01/2019**

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

Chief Executive Officer

6. Individual or Joint/Group Filing (Check Applicable Line)

Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Class A Common Stock	05/01/2019		M		152,600 <sup>(1)</sup>	A	\$ 42.043 427,638 D
Class A Common Stock	05/01/2019		M		100,000 <sup>(1)</sup>	A	\$ 51.83 527,638 D
Class A Common Stock	05/01/2019		S		39,455 <sup>(1)</sup>	D	\$ 249.2374 <sup>(2)</sup> 488,183 D
Class A Common	05/01/2019		S		79,990 <sup>(1)</sup>	D	\$ 408,193 250.3139 D

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Stock					<u>(3)</u>				
Class A Common Stock	05/01/2019	S	87,345 <u>(1)</u>	D	\$ 251.3181 <u>(4)</u>	320,848	D		
Class A Common Stock	05/01/2019	S	25,821 <u>(1)</u>	D	\$ 252.2322 <u>(5)</u>	295,027	D		
Class A Common Stock	05/01/2019	S	16,489 <u>(1)</u>	D	\$ 252.9885 <u>(6)</u>	278,538	D		
Class A Common Stock	05/01/2019	S	2,300 <u>(1)</u>	D	\$ 253.983 <u>(7)</u>	276,238	D		
Class A Common Stock	05/01/2019	S	1,200 <u>(1)</u>	D	\$ 255.1408 <u>(8)</u>	275,038	D		
Class A Common Stock						42,123	I		By GRAT
Class A Common Stock						23,487	I		By Trust

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Employee Stock Option (right to buy)	\$ 42.043	05/01/2019		M	152,600 <u>(1)</u>	<u>(9)</u> 03/01/2022	Class A Common Stock 152,600

Employee  
Stock  
Option (right to buy)

\$ 51.83

05/01/2019

M

100,000  
(1)

(10)

03/01/2023

Class A  
Common  
Stock

100,00

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BANGA AJAY 2000 PURCHASE STREET PURCHASE, NY 10577-2509	X		Chief Executive Officer	

## Signatures

/s/ Craig R. Brown, Assistant Corporate Secretary, attorney-in-fact for Ajaypal S. Banga  
pursuant to a power of attorney dated September 16, 2014

05/02/2019

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) The transactions reported in this Form 4 were effected pursuant to a pre-planned trading plan entered into in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934. The pre-planned trading plan was adopted by the reporting person for personal financial management purposes on February 25, 2019.

(2) This transaction was executed in multiple trades at prices ranging from \$248.75 to \$249.73. The price reported reflects the weighted average sales price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

(3) This transaction was executed in multiple trades at prices ranging from \$249.75 to \$250.74. The price reported reflects the weighted average sales price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

(4) This transaction was executed in multiple trades at prices ranging from \$250.75 to \$251.74. The price reported reflects the weighted average sales price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

(5) This transaction was executed in multiple trades at prices ranging from \$251.75 to \$252.74. The price reported reflects the weighted average sales price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

(6) This transaction was executed in multiple trades at prices ranging from \$252.75 to \$253.73. The price reported reflects the weighted average sales price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

(7) This transaction was executed in multiple trades at prices ranging from \$253.75 to \$254.11. The price reported reflects the weighted average sales price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

(8) This transaction was executed in multiple trades at prices ranging from \$254.99 to \$255.52. The price reported reflects the weighted average sales price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

(9) The employee stock options vested in four equal annual installments beginning March 1, 2013.

(10) The employee stock options vested in four equal annual installments beginning March 1, 2014.

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