

MASTERCARD INC  
Form 8-K  
December 02, 2005

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, DC 20549**

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**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 28, 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.)*

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**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 28, 2005, the stockholders of MasterCard Incorporated adopted the MasterCard Incorporated 2006 Long Term Incentive Plan in the form included as Annex G to MasterCard Incorporated's proxy statement for the special meeting of stockholders held on such date. The plan is an omnibus plan that provides for a variety of types of stock-based awards.

The MasterCard Incorporated Long Term Incentive Plan included as Annex G to MasterCard Incorporated's proxy statement is incorporated herein by reference. The proxy statement was filed by MasterCard Incorporated on Schedule 14A on October 26, 2005.

**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: December 2, 2005

By /s/ Noah J. Hanft

*Noah J. Hanft*

*General Counsel and Secretary*