

MASTERCARD INC
Form 15-12B
June 02, 2010

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 15

**CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION UNDER SECTION 12(g) OF
THE SECURITIES**

**EXCHANGE ACT OF 1934 OR SUSPENSION OF DUTY TO FILE REPORTS UNDER SECTIONS 13 AND
15(d) OF THE**

SECURITIES EXCHANGE ACT OF 1934.

Commission File Number 001-32877

MasterCard Incorporated

(Exact name of registrant as specified in its charter)

2000 Purchase Street, Purchase, New York, 10577, (914) 249-2000

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Class M common stock, par value \$.0001 per share

(Title of each class of securities covered by this Form)

Class A common stock, par value \$.0001 per share

Class B common stock, par value \$.0001 per share

(Titles of all other classes of securities for which a duty to file reports under section 13(a) or 15(d) remains)

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to terminate or suspend the duty to file reports:

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Rule 12g-4(a)(1)	x
Rule 12g-4(a)(2)	..
Rule 12h-3(b)(1)(i)	..
Rule 12h-3(b)(1)(ii)	..
Rule 15d-6	..

Approximate number of holders of record as of the certification or notice date: 0

Pursuant to the requirements of the Securities Exchange Act of 1934, MasterCard Incorporated has caused this certification/notice to be signed on its behalf by the undersigned duly authorized person.

MasterCard Incorporated

Date: June 2, 2010

By: /s/ Noah J. Hanft

Noah J. Hanft
General Counsel, Chief Payment System Integrity and
Compliance Officer and Corporate Secretary