

MASTERCARD INC  
Form 8-K  
November 22, 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 16, 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.)

**2000 Purchase Street**

**Purchase, New York**  
(Address of principal executive offices)

**10577**  
(Zip Code)

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**(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 16, 2005 the Compensation Committee of the Board of Directors of MasterCard Incorporated (the Company ) approved an increase to the annual base salary of the Company s general counsel and corporate secretary, Noah J. Hanft, in the amount of \$50,000 effective as of February 1, 2006. Mr. Hanft is one of the Company s named executive officers, as defined in Item 402(a)(3) of Regulation S-K (determined as of December 31, 2004).

**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.

Date: November 22, 2005

MASTERCARD INCORPORATED

By /s/ Noah J. Hanft

*Noah J. Hanft*

*General Counsel and Corporate Secretary*