

MASTERCARD INC
Form DEFA14A
May 30, 2012

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the

Securities Exchange Act of 1934

(Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to Section 240.14a-11(c) or Section 240.14a-2.

MASTERCARD INCORPORATED

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-12.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

.. Fee paid previously with preliminary materials.

.. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

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(3) Filing Party:

(4) Date Filed:

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On May 30, 2012, MasterCard Incorporated sent the following text of an email to employees in connection with its solicitation of proxies for its 2012 Annual Meeting of Stockholders:

Further to my earlier email below, this is just a reminder to please vote your shares in advance of our June 5, 2012 annual meeting of stockholders.

If you have already received your notice (or voting form) with respect to shares which are held at Morgan Stanley Smith Barney but inadvertently misplaced or discarded it, you may call Robert Peretti of Morgan Stanley Smith Barney at _____ with a voting instruction or to obtain the necessary information to view the proxy materials and vote.

Bart S. Goldstein

Group Executive, Senior Associate General Counsel

Text of forwarded email sent by MasterCard Incorporated to employees on May 7, 2012:

As an employee who has received shares of MasterCard's Class A common stock through the company's stock plan, you likely have either recently received (or will soon receive) from Morgan Stanley Smith Barney, as your broker, a notice of internet availability of proxy materials (or if previously requested, actual paper copies of the proxy materials) for our upcoming 2012 Annual Meeting of Stockholders, to be held on June 5, 2012.

Your vote is very important. We encourage you to follow the instructions on the notice to review the proxy statement, which was filed with the U.S. Securities and Exchange Commission on April 24, 2012. You may vote your shares by phone or internet by following the instructions on the notice (or if you received paper copies of the proxy materials, on your voting form). Please also note that several of the proposals to be considered at the annual meeting are deemed to be non-routine and therefore require you to provide specific voting instructions in order for your vote to be counted for these proposals. In particular, among the proposals to be considered at the annual meeting are an advisory vote on our executive compensation and the amendment and restatement of our non-employee director and long-term incentive plans.

Please do not hesitate to contact either me (via email at _____ or by phone at _____) or Craig Brown, SEC Counsel (via email at _____ or by phone at _____), should you have any questions.

If you have already received your notice (or voting form) with respect to shares which are held at Morgan Stanley Smith Barney but inadvertently misplaced or discarded it, you

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may call Robert Peretti of Morgan Stanley Smith Barney at _____ with a voting instruction or to obtain the necessary information to view the proxy materials and vote. If you have any additional questions regarding how to vote your shares, please feel free to contact our proxy solicitor, Georgeson Inc., at (866) 541-3547.

Thanks in advance for your assistance. We appreciate you taking the time to review the proxy materials, consider the matters included and vote.

Bart S. Goldstein

Group Executive, Senior Associate General Counsel