

Edgar Filing: MASTERCARD INC - Form 8-K

MASTERCARD INC
Form 8-K
January 04, 2005

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

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): January 4, 2005

MASTERCARD INCORPORATED
(Exact name of registrant as specified in its charter)

| | | |
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| 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

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On January 4, 2005, MasterCard International Incorporated, the principal operating subsidiary of MasterCard Incorporated, entered into an agreement with Citigroup Inc. ("Citigroup") to establish a pricing arrangement with respect to transaction processing services provided by MasterCard to Citigroup affiliates outside of North America for certain MasterCard-branded cards, subject to certain conditions set forth in the agreement. The agreement is effective as of October 1, 2004 and remains in effect until December 31, 2007. Based on a Schedule 13G Information Statement filed on February 13, 2004, Citigroup and its affiliates own approximately 6.0% of the outstanding shares of common stock of MasterCard Incorporated.

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: January 4, 2005

By /s/ Noah J. Hanft

Noah J. Hanft
General Counsel and Secretary