

MASTERCARD INC  
Form FWP  
March 26, 2014

Filed pursuant to Rule 433  
Registration No. 333-183021  
Issuer Free Writing Prospectus dated March 26, 2014  
Relating to Preliminary Prospectus Supplement dated March 26, 2014

**MasterCard Incorporated**

**\$1,500,000,000**

**\$500,000,000 2.000% Notes due 2019**

**\$1,000,000,000 3.375% Notes due 2024**

**Pricing Term Sheet**

**March 26, 2014**

<b>Issuer:</b>	MasterCard Incorporated	
<b>Security:</b>	2.000% Notes due 2019	3.375% Notes due 2024
<b>Size:</b>	\$500,000,000	\$1,000,000,000
<b>Maturity Date:</b>	April 1, 2019	April 1, 2024
<b>Coupon:</b>	2.000%	3.375%
<b>Interest Payment Dates:</b>	Semi-annually on April 1 and October 1 of each year, commencing October 1, 2014	Semi-annually on April 1 and October 1 of each year, commencing October 1, 2014
<b>Price to Public:</b>	99.617%	99.571%
<b>Benchmark Treasury:</b>	1.500% due February 28, 2019	2.750% due February 15, 2024
<b>Benchmark Treasury Price and Yield:</b>	99-04 $\frac{3}{4}$ ; 1.681%	100-12; 2.706%
<b>Spread to Benchmark Treasury:</b>	+ 40 basis points	+ 72 basis points
<b>Reoffer Yield:</b>	2.081%	3.426%
<b>Optional Redemption:</b>	+10 bp	+15 bp
<b>CUSIP / ISIN:</b>	57636QAA2 / US57636QAA22	57636QAB0 / US57636QAB05
<b>Denominations:</b>	\$2,000 and integral multiples of \$1,000 in excess thereof	
<b>Trade Date:</b>	March 26, 2014	
<b>Expected Settlement Date:</b>	March 31, 2014 (T+3)	
<b>Expected Ratings*:</b>	A2 / A (stable / stable)	
<b>Joint Book-Runners:</b>	Citigroup Global Markets Inc.	

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Goldman, Sachs & Co.

Merrill Lynch, Pierce, Fenner & Smith

Incorporated

U.S. Bancorp Investments, Inc.

Barclays Capital Inc.

Deutsche Bank Securities Inc.

Lloyds Securities Inc.

RBS Securities Inc.

**Senior Co-Managers:**

BMO Capital Markets Corp.

Mitsubishi UFJ Securities (USA), Inc.

Morgan Stanley & Co. LLC

PNC Capital Markets LLC

Wells Fargo Securities, LLC

**Co-Managers:**

Apto Partners, LLC

CastleOak Securities, L.P.

C.L. King & Associates, Inc.

Drexel Hamilton, LLC

Guzman & Company

Kota Global Securities Inc.

Lebenthal & Co., LLC

Mischler Financial Group, Inc.

Muriel Siebert & Co., Inc.

The Williams Capital Group, L.P.

**\*Note: A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.**

**The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Citigroup Global Markets Inc. toll free at 1-800-831-9146, Goldman, Sachs & Co. toll-free at 1-866-471-2526, and Merrill Lynch, Pierce, Fenner & Smith Incorporated toll-free at 1-800-294-1322.**

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