
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form 10-Q

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended September 30, 2016
Or

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from to

Commission file number: 001-32877

Mastercard Incorporated

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

2000 Purchase Street
Purchase, NY
(Address of principal executive offices)

13-4172551
(IRS Employer
Identification Number)

10577
(Zip Code)

(914) 249-2000
(Registrant's telephone number, including area code)

MasterCard Incorporated
(Former name, changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check One):

Large accelerated filer	☒	Accelerated filer	☐
Non-accelerated filer	☐ (do not check if a smaller reporting company)	Smaller reporting company	☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes ☐ No ☒

As of October 25, 2016, there were 1,069,495,068 shares outstanding of the registrant's Class A common stock, par value \$0.0001 per share; and 20,119,370 shares outstanding of the registrant's Class B common stock, par value \$0.0001 per share.

MASTERCARD INCORPORATED

FORM 10-Q

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In this Report on Form 10-Q ("Report"), references to the "Company," "Mastercard," "we," "us" or "our" refer to the Mastercard brand generally, and to the business conducted by Mastercard Incorporated and its consolidated subsidiaries, including our operating subsidiary, Mastercard International Incorporated.

Forward-Looking Statements

This Report contains forward-looking statements pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. All statements other than statements of historical facts may be forward-looking statements. When used in this Report, the words "believe", "expect", "could", "may", "would", "will", "trend" and similar words are intended to identify forward-looking statements. Examples of forward-looking statements include, but are not limited to, statements that relate to the Company's future prospects, developments and business strategies.

Many factors and uncertainties relating to our operations and business environment, all of which are difficult to predict and many of which are outside of our control, influence whether any forward-looking statements can or will be achieved. Any one of those factors could cause our actual results to differ materially from those expressed or implied in writing in any forward-looking statements made by Mastercard or on its behalf, including, but not limited to, the following factors:

- payments system-related legal and regulatory challenges (including interchange fees, surcharging and the extension of current regulatory activity to additional jurisdictions or products);
- the impact of preferential or protective government actions;
- regulation of privacy, data protection and security;
- regulation to which we are subject based on our participation in the payments industry;
- the impact of competition in the global payments industry (including disintermediation and pricing pressure);
- the challenges relating to rapid technological developments and changes;
- the impact of information security failures, breaches or service disruptions on our business;
- issues related to our relationships with our customers (including loss of substantial business from significant customers, competitor relationships with our customers and banking industry consolidation);
- the impact of our relationships with stakeholders, including issuers and acquirers, merchants and governments;
- exposure to loss or illiquidity due to settlement guarantees and other significant third-party obligations;
- the impact of global economic and political events and conditions, including global financial market activity, declines in cross-border activity; negative trends in consumer spending and the effect of adverse currency fluctuation;
- reputational impact, including impact related to brand perception, account data breaches and fraudulent activity;
- issues related to acquisition integration, strategic investments and entry into new businesses;
- potential or incurred liability and limitations on business resulting from litigation; and
- issues related to our Class A common stock and corporate governance structure.

Please see a complete discussion of these risk factors in Part I, Item 1A - Risk Factors of the Company's Annual Report on Form 10-K for the year ended December 31, 2015. We caution you that the important factors referenced above may not contain all of the factors that are important to you. Our forward-looking statements speak only as of the date of this Report or as of the date they are made, and we undertake no obligation to update our forward-looking statements.

PART I — FINANCIAL INFORMATION

ITEM 1. CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

MASTERCARD INCORPORATED CONSOLIDATED BALANCE SHEET (UNAUDITED)

	September 30, 2016	December 31, 2015
	(in millions, except per share data)	
ASSETS		
Cash and cash equivalents	\$ 5,205	\$ 5,747
Restricted cash for litigation settlement	543	541
Investments	1,774	991
Accounts receivable	1,298	1,079
Settlement due from customers	1,137	1,068
Restricted security deposits held for customers	997	895
Prepaid expenses and other current assets	822	663
Total Current Assets	11,776	10,984
Property, plant and equipment, net of accumulated depreciation of \$585 and \$491, respectively	698	675
Deferred income taxes	327	317
Goodwill	1,814	1,891
Other intangible assets, net of accumulated amortization of \$952 and \$816, respectively	747	803
Other assets	1,961	1,580
Total Assets	\$ 17,323	\$ 16,250
LIABILITIES AND EQUITY		
Accounts payable	\$ 437	\$ 472
Settlement due to customers	1,052	866
Restricted security deposits held for customers	997	895
Accrued litigation	716	709
Accrued expenses	3,214	2,763
Other current liabilities	705	564
Total Current Liabilities	7,121	6,269
Long-term debt	3,326	3,268
Deferred income taxes	82	79
Other liabilities	545	572
Total Liabilities	11,074	10,188
Commitments and Contingencies		
Stockholders' Equity		
Class A common stock, \$0.0001 par value; authorized 3,000 shares, 1,373 and 1,370 shares issued and 1,072 and 1,095 outstanding, respectively	—	—
Class B common stock, \$0.0001 par value; authorized 1,200 shares, 20 and 21 issued and outstanding, respectively	—	—
Additional paid-in-capital	4,135	4,004
Class A treasury stock, at cost, 301 and 275 shares, respectively	(15,921)	(13,522)
Retained earnings	18,722	16,222
Accumulated other comprehensive income (loss)	(717)	(676)
Total Stockholders' Equity	6,219	6,028
Non-controlling interests	30	34
Total Equity	6,249	6,062
Total Liabilities and Equity	\$ 17,323	\$ 16,250

The accompanying notes are an integral part of these consolidated financial statements.

MASTERCARD INCORPORATED
CONSOLIDATED STATEMENT OF OPERATIONS
(UNAUDITED)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
	(in millions, except per share data)			
Net Revenue	\$ 2,880	\$ 2,530	\$ 8,020	\$ 7,150
Operating Expenses				
General and administrative	933	883	2,731	2,343
Advertising and marketing	184	184	503	502
Depreciation and amortization	93	94	281	273
Provision for litigation settlements	—	—	107	61
Total operating expenses	1,210	1,161	3,622	3,179
Operating income	1,670	1,369	4,398	3,971
Other Income (Expense)				
Investment income	12	5	32	20
Interest expense	(23)	(15)	(65)	(49)
Other income (expense), net	(26)	(7)	(30)	(9)
Total other income (expense)	(37)	(17)	(63)	(38)
Income before income taxes	1,633	1,352	4,335	3,933
Income tax expense	449	375	1,209	1,015
Net Income	<u>\$ 1,184</u>	<u>\$ 977</u>	<u>\$ 3,126</u>	<u>\$ 2,918</u>
Basic Earnings per Share	<u>\$ 1.08</u>	<u>\$ 0.86</u>	<u>\$ 2.84</u>	<u>\$ 2.57</u>
Basic Weighted-Average Shares Outstanding	<u>1,096</u>	<u>1,130</u>	<u>1,101</u>	<u>1,136</u>
Diluted Earnings per Share	<u>\$ 1.08</u>	<u>\$ 0.86</u>	<u>\$ 2.83</u>	<u>\$ 2.56</u>
Diluted Weighted-Average Shares Outstanding	<u>1,099</u>	<u>1,133</u>	<u>1,104</u>	<u>1,139</u>

The accompanying notes are an integral part of these consolidated financial statements.

MASTERCARD INCORPORATED
CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME
(UNAUDITED)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
	(in millions)			
Net Income	\$ 1,184	\$ 977	\$ 3,126	\$ 2,918
Other comprehensive income (loss):				
Foreign currency translation adjustments	(2)	(69)	3	(319)
Income tax effect	(5)	3	(10)	19
Foreign currency translation adjustments, net of income tax effect	(7)	(66)	(7)	(300)
Translation adjustments on net investment hedge	(20)	—	(56)	—
Income tax effect	7	—	20	—
Translation adjustments on net investment hedge, net of income tax effect	(13)	—	(36)	—
Defined benefit pension and other postretirement plans	—	40	(1)	53
Income tax effect	—	(15)	—	(19)
Defined benefit pension and other postretirement plans, net of income tax effect	—	25	(1)	34
Investment securities available-for-sale	—	(3)	5	(10)
Income tax effect	—	—	(2)	—
Investment securities available-for-sale, net of income tax effect	—	(3)	3	(10)
Other comprehensive income (loss), net of tax	(20)	(44)	(41)	(276)
Comprehensive Income	<u>\$ 1,164</u>	<u>\$ 933</u>	<u>\$ 3,085</u>	<u>\$ 2,642</u>

The accompanying notes are an integral part of these consolidated financial statements.

MASTERCARD INCORPORATED
CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
(UNAUDITED)

	Total	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Common Stock		Additional Paid-In Capital	Class A Treasury Stock	Non-Controlling Interests
				Class A	Class B			
	(in millions, except per share data)							
Balance at December 31, 2015	\$ 6,062	\$ 16,222	\$ (676)	\$ —	\$ —	\$ 4,004	\$(13,522)	\$ 34
Net income	3,126	3,126	—	—	—	—	—	—
Activity related to non-controlling interests	(4)	—	—	—	—	—	—	(4)
Other comprehensive income (loss), net of tax	(41)	—	(41)	—	—	—	—	—
Cash dividends declared on Class A and Class B common stock, \$0.57 per share	(626)	(626)	—	—	—	—	—	—
Purchases of treasury stock	(2,403)	—	—	—	—	—	(2,403)	—
Share-based payments	135	—	—	—	—	131	4	—
Balance at September 30, 2016	<u>\$ 6,249</u>	<u>\$ 18,722</u>	<u>\$ (717)</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 4,135</u>	<u>\$(15,921)</u>	<u>\$ 30</u>

The accompanying notes are an integral part of these consolidated financial statements.

MASTERCARD INCORPORATED
CONSOLIDATED STATEMENT OF CASH FLOWS
(UNAUDITED)

	Nine Months Ended September 30,	
	2016	2015
	(in millions)	
Operating Activities		
Net income	\$ 3,126	\$ 2,918
Adjustments to reconcile net income to net cash provided by operating activities:		
Amortization of customer and merchant incentives	629	560
Depreciation and amortization	281	273
Share-based payments	15	1
Deferred income taxes	(1)	18
Other	(24)	33
Changes in operating assets and liabilities:		
Accounts receivable	(190)	(27)
Income taxes receivable	4	(83)
Settlement due from customers	(53)	78
Prepaid expenses	(818)	(704)
Accrued litigation and legal settlements	12	(60)
Accounts payable	(33)	(31)
Settlement due to customers	171	(192)
Accrued expenses	247	1
Net change in other assets and liabilities	126	219
Net cash provided by operating activities	<u>3,492</u>	<u>3,004</u>
Investing Activities		
Purchases of investment securities available-for-sale	(751)	(862)
Purchases of investments held-to-maturity	(729)	(868)
Proceeds from sales of investment securities available-for-sale	164	666
Proceeds from maturities of investment securities available-for-sale	247	476
Proceeds from maturities of investments held-to-maturity	240	576
Acquisition of businesses, net of cash acquired	—	(584)
Purchases of property, plant and equipment	(156)	(125)
Capitalized software	(124)	(124)
Increase in restricted cash for litigation settlement	(2)	(1)
Other investing activities	(14)	(7)
Net cash used in investing activities	<u>(1,125)</u>	<u>(853)</u>
Financing Activities		
Purchases of treasury stock	(2,410)	(2,725)
Dividends paid	(630)	(548)
Tax benefit for share-based payments	44	40
Cash proceeds from exercise of stock options	31	25
Other financing activities	(3)	(8)
Net cash used in financing activities	<u>(2,968)</u>	<u>(3,216)</u>
Effect of exchange rate changes on cash and cash equivalents	59	(195)
Net decrease in cash and cash equivalents	(542)	(1,260)
Cash and cash equivalents - beginning of period	5,747	5,137
Cash and cash equivalents - end of period	<u>\$ 5,205</u>	<u>\$ 3,877</u>
Non-Cash Investing and Financing Activities		
Fair value of assets acquired, net of cash acquired	\$ —	\$ 625
Fair value of liabilities assumed related to acquisitions	<u>\$ —</u>	<u>\$ 41</u>

The accompanying notes are an integral part of these consolidated financial statements.

MASTERCARD INCORPORATED
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

Note 1. Summary of Significant Accounting Policies

Organization

Mastercard Incorporated and its consolidated subsidiaries, including Mastercard International Incorporated (“Mastercard International” and together with Mastercard Incorporated, “Mastercard” or the “Company”), is a technology company in the global payments industry that connects consumers, financial institutions, merchants, governments and businesses worldwide, enabling them to use electronic forms of payment instead of cash and checks. The Company facilitates the processing of payment transactions including authorization, clearing and settlement, and delivers related products and services. The Company makes payments easier and more efficient by creating a wide range of payment solutions and services through a family of well-known brands, including Mastercard®, Maestro® and Cirrus®. The Company also provides value-added offerings such as loyalty and reward programs, information services and consulting. The Company’s network is designed to ensure safety and security for the global payments system. A typical transaction on the Company’s network involves four participants in addition to the Company: cardholder, merchant, issuer (the cardholder’s financial institution) and acquirer (the merchant’s financial institution). The Company’s customers encompass a vast array of entities, including financial institutions and other entities that act as “issuers” and “acquirers”, as well as merchants, governments, telecommunication companies and other businesses. The Company does not issue cards, extend credit, determine or receive revenue from interest rates or other fees charged to cardholders by issuers, or establish the rates charged by acquirers in connection with merchants’ acceptance of the Company’s branded cards.

Consolidation and basis of presentation

The consolidated financial statements include the accounts of Mastercard and its majority-owned and controlled entities, including any variable interest entities (“VIEs”) for which the Company is the primary beneficiary. As of September 30, 2016 and December 31, 2015, there were no significant VIEs which required consolidation. Intercompany transactions and balances have been eliminated in consolidation. Certain prior period amounts have been reclassified to conform to the 2016 presentation. The Company follows accounting principles generally accepted in the United States of America (“GAAP”).

The balance sheet as of December 31, 2015 was derived from the audited consolidated financial statements as of December 31, 2015. The consolidated financial statements for the three and nine months ended September 30, 2016 and 2015 and as of September 30, 2016 are unaudited, and in the opinion of management, include all normal recurring adjustments that are necessary to present fairly the results for interim periods. The results of operations for the three and nine months ended September 30, 2016 are not necessarily indicative of the results to be expected for the full year.

The accompanying unaudited consolidated financial statements are presented in accordance with the U.S. Securities and Exchange Commission requirements for Quarterly Reports on Form 10-Q. Reference should be made to the Mastercard Incorporated Annual Report on Form 10-K for the year ended December 31, 2015 for additional disclosures, including a summary of the Company’s significant accounting policies.

Non-controlling interest amounts are included in the consolidated statement of operations within other income (expense). For the three and nine months ended September 30, 2016 and 2015, activity from non-controlling interests was insignificant.

Recent accounting pronouncements

Intra-entity asset transfers - In October 2016, the Financial Accounting Standards Board (“FASB”) issued accounting guidance to simplify the accounting for income tax consequences of intra-entity transfers of assets other than inventory. Under this guidance, companies will be required to recognize the income tax consequences of an intra-entity asset transfer when the transfer occurs. The guidance must be applied on a modified retrospective basis through a cumulative-effect adjustment to retained earnings as of the period of adoption. The Company is in the process of evaluating the impacts this guidance will have on its consolidated financial statements. However, the Company expects that it will recognize a cumulative-effect adjustment to retained earnings upon adoption of the new guidance related to intra-entity asset transfers occurring before adoption. The guidance is effective for periods beginning after December 15, 2017 and early adoption is permitted.

Share-Based Payments - In March 2016, the FASB issued accounting guidance related to share-based payments to employees. Under this guidance, companies will be required to recognize the tax effects of exercised or vested awards within the income statement, in the period in which they occur, rather than within additional paid-in-capital. In addition, the guidance changes the

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) – (Continued)

limit that companies are allowed to withhold for employees without triggering liability accounting and allows companies to make a policy election to either recognize forfeitures as they occur or estimate them. The guidance is effective for periods beginning after December 15, 2016 and early adoption is permitted. The required transition methods for each aspect of the guidance varies between prospective, retrospective and modified retrospective. The Company will adopt the accounting guidance effective January 1, 2017 and the impact on the tax provision during the period will be dependent upon several factors including, the amount and grant value of equity awards that either vest or are exercised, in addition to, Mastercard's share price on those dates.

Leases - In February 2016, the FASB issued accounting guidance that will change how companies account for and present lease arrangements. The guidance requires companies to recognize leased assets and liabilities for both capital and operating leases. The guidance is effective for periods after December 15, 2018 and early adoption is permitted. Companies are required to adopt the guidance using a modified retrospective method. The Company is in the process of evaluating the potential effects this guidance will have on its consolidated financial statements.

Debt Issuance Costs - In April 2015, the FASB issued accounting guidance that changed the current presentation of debt issuance costs on the balance sheet. This guidance moved debt issuance costs from the assets section of the balance sheet to the liabilities section as a direct deduction from the carrying amount of the debt issued. The Company adopted the accounting guidance effective January 1, 2016. The Company applied the guidance retrospectively and, as such, the December 31, 2015 balance sheet was adjusted to reflect the effects of the standard. This retrospective adjustment resulted in reductions of prepaid expenses and other current assets, other assets and long-term debt by \$1 million, \$18 million and \$19 million, respectively. As of September 30, 2016, \$18 million of debt issuance costs were classified as an offset to long-term debt.

Revenue Recognition - In May 2014, the FASB issued accounting guidance that provides a single, comprehensive revenue recognition model for all contracts with customers and supersedes most of the existing revenue recognition requirements. Under this guidance, an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. In August 2015, the FASB issued accounting guidance that delayed the effective date of this standard by one year, making the guidance effective for fiscal years beginning after December 15, 2017. The Company will adopt the accounting guidance effective January 1, 2018. The accounting guidance permits either a full retrospective or modified retrospective transition method. The new revenue guidance will impact the timing of recognition for certain of the Company's customer incentives. Under the new guidance, the Company will recognize certain customer incentives over the life of the contract as revenue is recognized versus as they are earned by the customer. The Company is in the process of evaluating the potential effects this guidance will have on its consolidated financial statements and which method of adoption it will select.

Note 2. Acquisitions

On July 21, 2016, Mastercard entered into a definitive agreement to acquire a 92.4% controlling interest in VocaLink Holdings Limited ("VocaLink") for approximately £700 million (approximately \$910 million as of September 30, 2016) after adjusting for cash and certain other estimated liabilities. VocaLink's existing shareholders have the potential for an earn-out of up to an additional £169 million (approximately \$220 million as of September 30, 2016) if certain performance targets are met. Under the agreement, a majority of VocaLink's shareholders will retain 7.6% ownership for at least three years. VocaLink operates payments clearing systems and ATM switching platforms in the U.K., as well as several other regions. While the Company anticipates completing the transaction by about the middle of 2017, it is subject to regulatory approval and other customary closing conditions.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) – (Continued)

Note 3. Earnings Per Share

The components of basic and diluted earnings per share (“EPS”) for common stock were as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
	(in millions, except per share data)			
Numerator:				
Net income	\$ 1,184	\$ 977	\$ 3,126	\$ 2,918
Denominator:				
Basic weighted-average shares outstanding	1,096	1,130	1,101	1,136
Dilutive stock options and stock units	3	3	3	3
Diluted weighted-average shares outstanding ¹	1,099	1,133	1,104	1,139
Earnings per Share:				
Basic	\$ 1.08	\$ 0.86	\$ 2.84	\$ 2.57
Diluted	\$ 1.08	\$ 0.86	\$ 2.83	\$ 2.56

¹ For the periods presented, the calculation of diluted EPS excluded a minimal amount of anti-dilutive share-based payment awards.

Note 4. Fair Value and Investment Securities

Financial Instruments – Recurring Measurements

The Company classifies its fair value measurements of financial instruments into a three-level hierarchy (the “Valuation Hierarchy”). There were no transfers made among the three levels in the Valuation Hierarchy during the three and nine months ended September 30, 2016.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) – (Continued)

The distribution of the Company's financial instruments which are measured at fair value on a recurring basis within the Valuation Hierarchy was as follows:

September 30, 2016				
	Quoted Prices in Active Markets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Fair Value
	(in millions)			
Municipal securities	\$ —	\$ 57	\$ —	\$ 57
Government and agency securities ¹	36	125	—	161
Corporate securities	—	905	—	905
Asset-backed securities	—	86	—	86
Other	2	(31)	—	(29)
Total	<u>\$ 38</u>	<u>\$ 1,142</u>	<u>\$ —</u>	<u>\$ 1,180</u>

December 31, 2015				
	Quoted Prices in Active Markets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Fair Value
	(in millions)			
Municipal securities	\$ —	\$ 62	\$ —	\$ 62
Government and agency securities ¹	31	64	—	95
Corporate securities	—	645	—	645
Asset-backed securities	—	57	—	57
Other	2	14	—	16
Total	<u>\$ 33</u>	<u>\$ 842</u>	<u>\$ —</u>	<u>\$ 875</u>

¹ Excludes amounts held in escrow related to the U.S. merchant class litigation settlement of \$543 million and \$541 million at September 30, 2016 and December 31, 2015, respectively, which would be included in Level 1 of the Valuation Hierarchy. See Note 6 (Accrued Expenses and Accrued Litigation) and Note 11 (Legal and Regulatory Proceedings) for further details.

The fair value of the Company's available-for-sale municipal securities, government and agency securities, corporate securities and asset-backed securities are based on quoted prices for similar assets in active markets and are therefore included in Level 2 of the Valuation Hierarchy. The Company's foreign currency derivative asset and liability contracts have also been classified within Level 2 in the Other category of the Valuation Hierarchy, as the fair value is based on broker quotes for the same or similar derivative instruments. See Note 13 (Foreign Exchange Risk Management) for further details. The Company's U.S. government securities and marketable equity securities are classified within Level 1 of the Valuation Hierarchy as the fair values are based on unadjusted quoted prices for identical assets in active markets.

Financial Instruments - Non-Recurring Measurements

Certain financial instruments are carried on the consolidated balance sheet at cost, which approximates fair value due to their short-term, highly liquid nature. These instruments include cash and cash equivalents, restricted cash, time deposits, accounts receivable, settlement due from customers, restricted security deposits held for customers, accounts payable, settlement due to customers and accrued expenses. In addition, nonmarketable equity investments are measured at fair value on a nonrecurring basis for purposes of initial recognition and impairment testing.

Investments on the consolidated balance sheet include both available-for-sale and short-term held-to-maturity securities. Available-for-sale securities are measured at fair value on a recurring basis and are included in the Valuation Hierarchy table above. Short-term held-to-maturity securities are made up of time deposits with maturities of greater than three months and less than one year and are classified as Level 2 of the Valuation Hierarchy, but are not included in the table above due to their fair values not being measured on a recurring basis. At September 30, 2016 and December 31, 2015, the cost, which approximates fair value, of the Company's short-term held-to-maturity securities was \$563 million and \$130 million, respectively. In addition,

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) – (Continued)

at September 30, 2016, the Company held \$62 million of long-term held-to-maturity securities classified in other assets on the consolidated balance sheet, the cost of which approximates fair value.

Debt

The Company estimates the fair value of its long-term debt using the market pricing approach which applies market assumptions for relevant though not directly comparable undertakings. Long-term debt is classified as Level 2 of the Valuation Hierarchy. At September 30, 2016, the carrying value and fair value of long-term debt was \$3.3 billion and \$3.6 billion, respectively. At December 31, 2015, the carrying value and fair value of long-term debt was \$3.3 billion.

Settlement and Other Guarantee Liabilities

The Company estimates the fair value of its settlement and other guarantees using the market pricing approach which applies market assumptions for relevant though not directly comparable undertakings, as the latter are not observable in the market given the proprietary nature of such guarantees. At September 30, 2016 and December 31, 2015, the carrying value and fair value of settlement and other guarantee liabilities were not material. Settlement and other guarantee liabilities are classified as Level 3 of the Valuation Hierarchy as their valuation requires substantial judgment and estimation of factors that are not currently observable in the market. For additional information regarding the Company's settlement and other guarantee liabilities, see Note 12 (Settlement and Other Risk Management).

Non-Financial Instruments

Certain assets are measured at fair value on a nonrecurring basis for purposes of initial recognition and impairment testing. The Company's non-financial assets measured at fair value on a nonrecurring basis include property, plant and equipment, goodwill and other intangible assets. These assets are subject to fair value adjustments in certain circumstances, such as when there is evidence of impairment.

MASTERCARD INCORPORATED

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) – (Continued)

Amortized Costs and Fair Values – Available-for-Sale Investment Securities

The major classes of the Company's available-for-sale investment securities, for which unrealized gains and losses are recorded as a separate component of other comprehensive income on the consolidated statement of comprehensive income, and their respective amortized cost basis and fair values as of September 30, 2016 and December 31, 2015 were as follows:

	September 30, 2016			
	Amortized Cost	Gross Unrealized Gain	Gross Unrealized Loss	Fair Value
	(in millions)			
Municipal securities	\$ 57	\$ —	\$ —	\$ 57
Government and agency securities	160	1	—	161
Corporate securities	901	4	—	905
Asset-backed securities	86	—	—	86
Other	2	—	—	2
Total	<u>\$ 1,206</u>	<u>\$ 5</u>	<u>\$ —</u>	<u>\$ 1,211</u>

	December 31, 2015			
	Amortized Cost	Gross Unrealized Gain	Gross Unrealized Loss	Fair Value
	(in millions)			
Municipal securities	\$ 62	\$ —	\$ —	\$ 62
Government and agency securities	94	1	—	95
Corporate securities	646	—	(1)	645
Asset-backed securities	57	—	—	57
Other	2	—	—	2
Total	<u>\$ 861</u>	<u>\$ 1</u>	<u>\$ (1)</u>	<u>\$ 861</u>

The Company's available-for-sale investment securities held at September 30, 2016, primarily carried a credit rating of A-, or better. The municipal securities are primarily comprised of tax-exempt bonds and are diversified across states and sectors. Government and agency securities include U.S. government bonds, U.S. government sponsored agency bonds and foreign government bonds with similar credit quality to that of the U.S. government bonds. Corporate securities are comprised of commercial paper and corporate bonds. The asset-backed securities are investments in bonds which are collateralized primarily by automobile loan receivables.

MASTERCARD INCORPORATED

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) – (Continued)

Investment Maturities

The maturity distribution based on the contractual terms of the Company's investment securities at September 30, 2016 was as follows:

	Available-For-Sale	
	Amortized Cost	Fair Value
	(in millions)	
Due within 1 year	\$ 475	\$ 475
Due after 1 year through 5 years	724	728
Due after 5 years through 10 years	1	1
Due after 10 years	5	5
No contractual maturity ¹	1	2
Total	<u>\$ 1,206</u>	<u>\$ 1,211</u>

¹ Equity securities have been included in the No contractual maturity category, as these securities do not have stated maturity dates.

Investment Income

Investment income primarily consists of interest income generated from cash, cash equivalents and investments. Gross realized gains and losses are recorded within investment income on the Company's consolidated statement of operations. The gross realized gains and losses from the sales of available-for-sale securities for the three and nine months ended September 30, 2016 and 2015 were not significant.

Note 5. Prepaid Expenses and Other Assets

Prepaid expenses and other current assets consisted of the following:

	September 30, 2016	December 31, 2015
	(in millions)	
Customer and merchant incentives	\$ 442	\$ 345
Prepaid income taxes	146	72
Other	234	246
Total prepaid expenses and other current assets	<u>\$ 822</u>	<u>\$ 663</u>

Other assets consisted of the following:

	September 30, 2016	December 31, 2015
	(in millions)	
Customer and merchant incentives	\$ 1,126	\$ 810
Nonmarketable equity investments	149	166
Prepaid income taxes	351	352
Income taxes receivable	172	160
Other	163	92
Total other assets	<u>\$ 1,961</u>	<u>\$ 1,580</u>

Customer and merchant incentives represent payments made or amounts to be paid to customers and merchants under business agreements. Costs directly related to entering into such an agreement are generally deferred and amortized over the life of the agreement. Amounts to be paid for these incentives and the related liability were included in accrued expenses and other liabilities.

Non-current prepaid income taxes, included in the other asset table above, primarily consists of taxes paid in 2014 relating to the deferred charge on intercompany profits resulting from the reorganization of the Company's legal entity and tax structure to better align with the business footprint of its non-U.S. operations. This deferred charge is amortized over 25 years.

MASTERCARD INCORPORATED

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) – (Continued)

Note 6. Accrued Expenses and Accrued Litigation

Accrued expenses consisted of the following:

	September 30, 2016	December 31, 2015
	(in millions)	
Customer and merchant incentives	\$ 2,326	\$ 1,748
Personnel costs	389	473
Advertising	56	114
Income and other taxes	162	143
Other	281	285
Total accrued expenses	<u>\$ 3,214</u>	<u>\$ 2,763</u>

As of September 30, 2016 and December 31, 2015, the Company's provision for litigation was \$716 million and \$709 million, respectively. These amounts are not included in the accrued expenses table above and are separately reported as accrued litigation on the consolidated balance sheet. See Note 11 (Legal and Regulatory Proceedings) for further discussion of the U.S. merchant class litigation and the U.K. merchant litigation which relate to these accruals.

Note 7. Stockholders' Equity

The Company's Board of Directors has approved share repurchase programs authorizing the Company to repurchase its Class A common stock. The Company typically completes a share repurchase program before a new program becomes effective. The following table summarizes the Company's share repurchase authorizations of its Class A common stock through September 30, 2016, as well as historical purchases:

	Authorization Dates			
	December 2015	December 2014	December 2013	Total
	(in millions, except average price data)			
Board authorization	\$ 4,000	\$ 3,750	\$ 3,500	\$ 11,250
Dollar value of shares repurchased during the nine months ended September 30, 2015	\$ —	\$ 2,450	\$ 275	\$ 2,725
Remaining authorization at December 31, 2015	\$ 4,000	\$ 507	\$ —	\$ 4,507
Dollar value of shares repurchased during the nine months ended September 30, 2016	\$ 1,903	\$ 507	\$ —	\$ 2,410
Remaining authorization at September 30, 2016	\$ 2,097	\$ —	\$ —	\$ 2,097
Shares repurchased during the nine months ended September 30, 2015	—	27.0	3.2	30.2
Average price paid per share during the nine months ended September 30, 2015	\$ —	\$ 90.87	\$ 84.31	\$ 90.16
Shares repurchased during the nine months ended September 30, 2016	20.6	5.7	—	26.3
Average price paid per share during the nine months ended September 30, 2016	\$ 92.35	\$ 89.76	\$ —	\$ 91.80
Cumulative shares repurchased through September 30, 2016	20.6	40.8	45.8	107.2
Cumulative average price paid per share	\$ 92.35	\$ 92.03	\$ 76.42	\$ 85.42

MASTERCARD INCORPORATED

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) – (Continued)

Note 8. Accumulated Other Comprehensive Income (Loss)

The changes in the balances of each component of accumulated other comprehensive income (loss), net of tax, for the nine months ended September 30, 2016 and 2015 were as follows:

	Foreign Currency Translation Adjustments	Translation Adjustments on Net Investment Hedge	Defined Benefit Pension and Other Postretirement Plans	Investment Securities Available-for- Sale	Accumulated Other Comprehensive Income (Loss)
	(in millions)				
Balance at December 31, 2014	\$ (230)	\$ —	\$ (26)	\$ (4)	\$ (260)
Current period other comprehensive income (loss) ^{1,2,3}	(300)	—	34	(10)	(276)
Balance at September 30, 2015	<u>\$ (530)</u>	<u>\$ —</u>	<u>\$ 8</u>	<u>\$ (14)</u>	<u>\$ (536)</u>
Balance at December 31, 2015	\$ (663)	\$ (26)	\$ 13	\$ —	\$ (676)
Current period other comprehensive income (loss) ^{1,3}	(7)	(36)	(1)	3	(41)
Balance at September 30, 2016	<u>\$ (670)</u>	<u>\$ (62)</u>	<u>\$ 12</u>	<u>\$ 3</u>	<u>\$ (717)</u>

¹ For the nine months ended September 30, 2016 and 2015, gains and losses on available-for-sale investment securities, reclassified from accumulated other comprehensive income (loss) to investment income, were not significant.

² During the nine months ended September 30, 2015, the increase in other comprehensive loss related to foreign currency translation adjustments was driven primarily by the euro.

³ During the nine months ended September 30, 2015, \$41 million of deferred costs (\$26 million after-tax) related to the Company's defined benefit pension plan and other post retirement plans were reclassified to general and administrative expenses. These deferred costs were primarily due to the termination of the Company's U.S. defined benefit plan. For the nine months ended September 30, 2016, deferred costs related to the Company's postretirement plans, reclassified from accumulated other comprehensive income (loss) to earnings, were not significant.

Note 9. Share-Based Payments

During the nine months ended September 30, 2016, the Company granted the following awards under the MasterCard Incorporated 2006 Long Term Incentive Plan, as amended and restated ("LTIP"). The LTIP is a shareholder-approved plan that permits the grant of various types of equity awards to employees.

	Granted in 2016	Weighted-Average Grant-Date Fair Value
	(in millions)	
Non-qualified stock options	1.7	\$19
Restricted stock units	1.4	\$88
Performance stock units	0.2	\$92

Stock options generally vest in four equal annual installments beginning one year after the date of grant and have a term of ten years. The Company used the Black-Scholes option pricing model to estimate the grant date fair value of stock options and calculated the expected term and the expected volatility based on historical Mastercard information. As a result, the expected term of stock options granted in 2016 was five years, while the expected volatility was determined to be 23.3%.

Vesting of the shares underlying the restricted stock units and performance stock units will generally occur three years after the date of grant. The fair value of restricted stock units is determined and fixed on the grant date based on the Company's Class A common stock price, adjusted for the exclusion of dividend equivalents. The Monte Carlo simulation valuation model was used to determine the grant date fair value of performance stock units granted.

MASTERCARD INCORPORATED

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) – (Continued)

Compensation expense is recorded net of estimated forfeitures over the shorter of the vesting period or the date the individual becomes eligible to retire under the LTIP. The Company uses the straight-line method of attribution over the requisite service period for expensing equity awards.

Note 10. *Income Taxes*

The effective income tax rates were 27.5% and 27.7% for the three months ended September 30, 2016 and 2015, respectively. The effective income tax rates were 27.9% and 25.8% for the nine months ended September 30, 2016 and 2015, respectively. For the three months ended September 30, 2016, the reduction in the effective tax rate versus the comparable period in 2015 was due to various discrete benefits recognized in the period, which were partially offset by a lower repatriation benefit. For the nine months ended September 30, 2016, the increase in the effective tax rate versus the comparable period in 2015 was due to the lapping of discrete benefits recognized in 2015 relating to certain foreign taxes becoming eligible to be claimed as credits in the United States and a lower repatriation benefit in the current year, which were partially offset by a more favorable geographic mix of taxable earnings in 2016.

The Company conducts operations in multiple countries and, as a result, is subjected to tax examinations in various jurisdictions, including the United States. Uncertain tax positions are reviewed on an ongoing basis and are adjusted after considering facts and circumstances, including progress of tax audits, developments in case law and closing of statutes of limitations. Within the next twelve months, the Company believes that the resolution of certain federal, foreign and state and local tax examinations are reasonably possible and that a change in estimate may occur. While such a change may be significant, it is not possible to provide a range of the potential change until the examinations progress further or the related statutes of limitation expire. The Company has effectively settled its U.S. federal income tax obligations through 2008, with the exception of transfer pricing issues which are settled through 2011. With limited exception, the Company is no longer subject to state and local or foreign examinations by tax authorities for years before 2009.

Note 11. *Legal and Regulatory Proceedings*

Mastercard is a party to legal and regulatory proceedings with respect to a variety of matters in the ordinary course of business. Some of these proceedings are based on complex claims involving substantial uncertainties and unascertainable damages. Accordingly, except as discussed below, it is not possible to determine the probability of loss or estimate damages, and therefore, Mastercard has not established reserves for any of these proceedings. When the Company determines that a loss is both probable and reasonably estimable, Mastercard records a liability and discloses the amount of the liability if it is material. When a material loss contingency is only reasonably possible, Mastercard does not record a liability, but instead discloses the nature and the amount of the claim, and an estimate of the loss or range of loss, if such an estimate can be made. Unless otherwise stated below with respect to these matters, Mastercard cannot provide an estimate of the possible loss or range of loss based on one or more of the following reasons: (1) actual or potential plaintiffs have not claimed an amount of monetary damages or the amounts are unsupportable or exaggerated, (2) the matters are in early stages, (3) there is uncertainty as to the outcome of pending appeals or motions, (4) there are significant factual issues to be resolved, (5) the existence in many such proceedings of multiple defendants or potential defendants whose share of any potential financial responsibility has yet to be determined, and/or (6) there are novel legal issues presented. Furthermore, except as identified with respect to the matters below, Mastercard does not believe that the outcome of any individual existing legal or regulatory proceeding to which it is a party will have a material adverse effect on its results of operations, financial condition or overall business. However, an adverse judgment or other outcome or settlement with respect to any proceedings discussed below could result in fines or payments by Mastercard and/or could require Mastercard to change its business practices. In addition, an adverse outcome in a regulatory proceeding could lead to the filing of civil damage claims and possibly result in significant damage awards. Any of these events could have a material adverse effect on Mastercard's results of operations, financial condition and overall business.

Interchange Litigation and Regulatory Proceedings

Mastercard's interchange fees and other practices are subject to regulatory and/or legal review and/or challenges in a number of jurisdictions, including the proceedings described below. When taken as a whole, the resulting decisions, regulations and legislation with respect to interchange fees and acceptance practices may have a material adverse effect on the Company's prospects for future growth and its overall results of operations, financial position and cash flows.

United States. In June 2005, the first of a series of complaints were filed on behalf of merchants (the majority of the complaints were styled as class actions, although a few complaints were filed on behalf of individual merchant plaintiffs) against Mastercard

MASTERCARD INCORPORATED

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) – (Continued)

International, Visa U.S.A., Inc., Visa International Service Association and a number of financial institutions. Taken together, the claims in the complaints were generally brought under both Sections 1 and 2 of the Sherman Act, which prohibit monopolization and attempts or conspiracies to monopolize a particular industry, and some of these complaints contain unfair competition law claims under state law. The complaints allege, among other things, that Mastercard, Visa, and certain financial institutions conspired to set the price of interchange fees, enacted point of sale acceptance rules (including the no surcharge rule) in violation of antitrust laws and engaged in unlawful tying and bundling of certain products and services. The cases were consolidated for pre-trial proceedings in the U.S. District Court for the Eastern District of New York in MDL No. 1720. The plaintiffs filed a consolidated class action complaint that seeks treble damages.

In July 2006, the group of purported merchant class plaintiffs filed a supplemental complaint alleging that Mastercard's initial public offering of its Class A Common Stock in May 2006 (the "IPO") and certain purported agreements entered into between Mastercard and financial institutions in connection with the IPO: (1) violate U.S. antitrust laws and (2) constituted a fraudulent conveyance because the financial institutions allegedly attempted to release, without adequate consideration, Mastercard's right to assess them for Mastercard's litigation liabilities. The class plaintiffs sought treble damages and injunctive relief including, but not limited to, an order reversing and unwinding the IPO.

In February 2011, Mastercard and Mastercard International entered into each of: (1) an omnibus judgment sharing and settlement sharing agreement with Visa Inc., Visa U.S.A. Inc. and Visa International Service Association and a number of financial institutions; and (2) a Mastercard settlement and judgment sharing agreement with a number of financial institutions. The agreements provide for the apportionment of certain costs and liabilities which Mastercard, the Visa parties and the financial institutions may incur, jointly and/or severally, in the event of an adverse judgment or settlement of one or all of the cases in the merchant litigations. Among a number of scenarios addressed by the agreements, in the event of a global settlement involving the Visa parties, the financial institutions and Mastercard, Mastercard would pay 12% of the monetary portion of the settlement. In the event of a settlement involving only Mastercard and the financial institutions with respect to their issuance of Mastercard cards, Mastercard would pay 36% of the monetary portion of such settlement.

In October 2012, the parties entered into a definitive settlement agreement with respect to the merchant class litigation (including with respect to the claims related to the IPO) and the defendants separately entered into a settlement agreement with the individual merchant plaintiffs. The settlements included cash payments that were apportioned among the defendants pursuant to the omnibus judgment sharing and settlement sharing agreement described above. Mastercard also agreed to provide class members with a short-term reduction in default credit interchange rates and to modify certain of its business practices, including its No Surcharge Rule. Objections to the settlement were filed by both merchants and certain competitors, including Discover. Discover's objections included a challenge to the settlement on the grounds that certain of the rule changes agreed to in the settlement constitute a restraint of trade in violation of Section 1 of the Sherman Act. The court granted final approval of the settlement in December 2013, and objectors to the settlement appealed that decision to the U.S. Court of Appeals for the Second Circuit. In June 2016, the court of appeals vacated the class action certification, reversed the settlement approval and sent the case back to the district court for further proceedings. The court of appeals' ruling was based primarily on whether the merchants were adequately represented by counsel in the settlement.

Prior to the reversal of the settlement approval, merchants representing slightly more than 25% of the Mastercard and Visa purchase volume over the relevant period chose to opt out of the class settlement. Mastercard had anticipated that most of the larger merchants who opted out of the settlement would initiate separate actions seeking to recover damages, and over 30 opt-out complaints have been filed on behalf of numerous merchants in various jurisdictions. Mastercard has executed settlement agreements with a number of opt-out merchants. Mastercard believes these settlement agreements are not impacted by the ruling of the court of appeals. The defendants have consolidated all of these matters (except for one state court action in New Mexico) in front of the same federal district court that approved the merchant class settlement. In July 2014, the district court denied the defendants' motion to dismiss the opt-out merchant complaints for failure to state a claim. Deposition discovery in these actions and the class action is scheduled to commence in December 2016.

As of September 30, 2016, Mastercard had accrued a liability of \$705 million as a reserve for both the merchant class litigation and the filed and anticipated opt-out merchant cases. As of September 30, 2016 and December 31, 2015, Mastercard had \$543 million and \$541 million, respectively, in a qualified cash settlement fund related to the merchant class litigation and classified as restricted cash on its balance sheet. Mastercard believes the reserve for both the merchant class litigation and the filed and anticipated opt-out merchants represents its best estimate of its probable liabilities in these matters at September 30, 2016. The portion of the accrued liability relating to both the opt-out merchants and the merchant class litigation settlement does not

MASTERCARD INCORPORATED

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) – (Continued)

represent an estimate of a loss, if any, if the matters were litigated to a final outcome. Mastercard cannot estimate the potential liability if that were to occur.

Canada. In December 2010, a proposed class action complaint was commenced against Mastercard in Quebec on behalf of Canadian merchants. That suit essentially repeated the allegations and arguments of a previously filed application by the Canadian Competition Bureau to the Canadian Competition Tribunal (dismissed in Mastercard's favor) concerning certain Mastercard rules related to point-of-sale acceptance, including the "honor all cards" and "no surcharge" rules. The Quebec suit sought compensatory and punitive damages in unspecified amounts, as well as injunctive relief. In the first half of 2011, additional purported class action lawsuits were commenced in British Columbia and Ontario against Mastercard, Visa and a number of large Canadian financial institutions. The British Columbia suit seeks compensatory damages in unspecified amounts, and the Ontario suit seeks compensatory damages of \$5 billion on the basis of alleged conspiracy and various alleged breaches of the Canadian Competition Act. The British Columbia and Ontario suits also seek punitive damages in unspecified amounts, as well as injunctive relief, interest and legal costs. The Quebec suit was later amended to include the same defendants and similar claims as in the British Columbia and Ontario suits. Additional purported class action complaints have been commenced in Saskatchewan and Alberta with claims that largely mirror those in the British Columbia, Ontario and Quebec suits. With respect to the status of the proceedings: (1) several of the merchants' claims in the British Columbia case have been allowed to proceed on a class basis, and a trial date has been set for September 2018, (2) the class certification hearing in the Quebec suit is scheduled for November 2017 and (3) the Ontario, Saskatchewan and Alberta suits are temporarily suspended while the British Columbia suit proceeds.

Europe. In July 2015, the European Commission issued a Statement of Objections related to Mastercard's interregional interchange fees and central acquiring rules within the European Economic Area. The Statement of Objections, which follows an investigation opened in 2013, includes preliminary conclusions concerning the anticompetitive effects of these practices. The European Commission has indicated it intends to seek fines if these conclusions are subsequently confirmed. Although the Statement of Objections does not quantify the level of fines, it is possible that they could be substantial. In April 2016, Mastercard submitted a response to the Statement of Objections disputing the Commission's preliminary conclusions and participated in a related oral hearing in May 2016.

In the United Kingdom, beginning in May 2012, a number of retailers filed claims or threatened litigation against Mastercard seeking damages for alleged anti-competitive conduct with respect to Mastercard's cross-border interchange fees and its U.K. and Ireland domestic interchange fees (the "U.K. Merchant claimants"), with claimed purported damages exceeding \$1 billion. The U.K. Merchant Claimants (including all resolved matters) represent approximately 40% of Mastercard's U.K. interchange volume over the relevant damages period. Additional merchants have filed or threatened litigation with respect to interchange rates in Europe (the "Pan-European claimants") for purported damages exceeding \$1 billion. In June 2015, Mastercard entered into a settlement with one of the U.K. Merchant claimants for \$61 million, recorded as a provision for litigation settlement. Mastercard has submitted statements of defense to the remaining retailers' claims disputing liability and damages. Following the conclusion of a trial for liability and damages for one of the U.K. merchant cases, in July 2016, the tribunal issued a judgment against Mastercard for damages. Mastercard has sought permission from the court to appeal this judgment. Mastercard recorded a litigation provision of \$107 million in the second quarter of 2016, that includes the amount of the judgment and related legal fees and costs. In October 2016, a liability hearing concluded in a separate action brought on behalf of 11 merchants. If liability is found in this action, the hearing related to damages is not scheduled to start until early 2018.

With respect to the remaining U.K. Merchant claimants' litigations, Mastercard believes that it is reasonably possible that it could incur a loss and estimates the lower end of a negotiated settlement could result in a loss of approximately \$300 million. This revised estimate involves significant judgment and may change from time to time due to the varying stages of the U.K. Merchant claimants' litigations, the filing of claims by additional U.K. merchants, progress in settlement negotiations and the potential uncertainty of numerous unresolved legal issues. As such, subsequent progress in negotiations and/or decisions by courts could increase or decrease this estimate. The above estimate relates only to potential settlements, and Mastercard cannot estimate the potential liability, if any, if the remaining U.K. Merchant claimant litigations are litigated to a final decision. At this time, Mastercard is unable to estimate a probable loss for the matters, if any, and accordingly has not accrued for any loss.

In September 2016, a proposed collective action was filed in the United Kingdom on behalf of U.K. consumers seeking damages for intra-EEA and domestic U.K. interchange fees that were allegedly passed on to consumers by merchants between 1992 and 2008. The complaint, which seeks to leverage the European Commission's 2007 decision on intra-EEA interchange fees, claims damages in an amount that exceeds £14 billion (approximately \$18 billion). The court has scheduled a case management conference for November 2016.

MASTERCARD INCORPORATED

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) – (Continued)

ATM Non-Discrimination Rule Surcharge Complaints

In October 2011, a trade association of independent Automated Teller Machine (“ATM”) operators and 13 independent ATM operators filed a complaint styled as a class action lawsuit in the U.S. District Court for the District of Columbia against both Mastercard and Visa (the “ATM Operators Complaint”). Plaintiffs seek to represent a class of non-bank operators of ATM terminals that operate in the United States with the discretion to determine the price of the ATM access fee for the terminals they operate. Plaintiffs allege that Mastercard and Visa have violated Section 1 of the Sherman Act by imposing rules that require ATM operators to charge non-discriminatory ATM surcharges for transactions processed over Mastercard’s and Visa’s respective networks that are not greater than the surcharge for transactions over other networks accepted at the same ATM. Plaintiffs seek both injunctive and monetary relief equal to treble the damages they claim to have sustained as a result of the alleged violations and their costs of suit, including attorneys’ fees. Plaintiffs have not quantified their damages although they allege that they expect damages to be in the tens of millions of dollars.

Subsequently, multiple related complaints were filed in the U.S. District Court for the District of Columbia alleging both federal antitrust and multiple state unfair competition, consumer protection and common law claims against Mastercard and Visa on behalf of putative classes of users of ATM services (the “ATM Consumer Complaints”). The claims in these actions largely mirror the allegations made in the ATM Operators Complaint, although these complaints seek damages on behalf of consumers of ATM services who pay allegedly inflated ATM fees at both bank and non-bank ATM operators as a result of the defendants’ ATM rules. Plaintiffs seek both injunctive and monetary relief equal to treble the damages they claim to have sustained as a result of the alleged violations and their costs of suit, including attorneys’ fees. Plaintiffs have not quantified their damages although they allege that they expect damages to be in the tens of millions of dollars.

In January 2012, the plaintiffs in the ATM Operators Complaint and the ATM Consumer Complaints filed amended class action complaints that largely mirror their prior complaints. In February 2013, the district court granted Mastercard’s motion to dismiss the complaints for failure to state a claim. On appeal, the Court of Appeals reversed the district court’s order in August 2015 and sent the case back for further proceedings. In March 2016, certain of the plaintiffs in the ATM Operators Complaint filed a motion seeking a preliminary injunction enjoining the enforcement of the nondiscrimination rules pending the outcome of the litigation. In June 2016, the U.S. Supreme Court agreed to hear oral arguments from Mastercard and its co-defendants in both cases, which is scheduled for December 2016.

U.S. Liability Shift Litigation

In March 2016, a proposed U.S. merchant class action complaint was filed in federal court in California alleging that Mastercard, Visa, American Express and Discover (the “Network Defendants”), EMVCo, and a number of issuing banks (the “Bank Defendants”) engaged in a conspiracy to shift fraud liability for card present transactions from issuing banks to merchants not yet in compliance with the standards for EMV chip cards in the United States (the “EMV Liability Shift”), in violation of the Sherman Act and California law. Plaintiffs allege the damages would be the value of all chargebacks for which class members became liable as a result of the EMV Liability Shift on October 1, 2015. The plaintiffs seek treble damages, attorney’s fees and costs and an injunction against future violations of governing law, and the defendants have filed a motion to dismiss. In September 2016, the court denied the Network Defendants’ motion to dismiss the complaint, but granted such a motion for EMVCo and the Bank Defendants. The case against the Network Defendants is now proceeding with a trial currently scheduled for late 2017.

Note 12. Settlement and Other Risk Management

Mastercard’s rules guarantee the settlement of many of the Mastercard, Cirrus and Maestro branded transactions between its issuers and acquirers (“settlement risk”). Settlement exposure is the outstanding settlement risk to customers under Mastercard’s rules due to the difference in timing between the payment transaction date and subsequent settlement. While the term and amount of the guarantee are unlimited, the duration of settlement exposure is short term and typically limited to a few days. Gross settlement exposure is estimated using the average daily card volume during the quarter multiplied by the estimated number of days to settle. The Company has global risk management policies and procedures, which include risk standards, to provide a framework for managing the Company’s settlement risk. Customer-reported transaction data and the transaction clearing data underlying the settlement exposure calculation may be revised in subsequent reporting periods.

In the event that Mastercard effects a payment on behalf of a failed customer, Mastercard may seek an assignment of the underlying receivables of the failed customer. Customers may be charged for the amount of any settlement loss incurred during these ordinary course activities of the Company.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) – (Continued)

The Company's global risk management policies and procedures are aimed at managing the settlement exposure. These risk management procedures include interaction with the bank regulators of countries in which it operates, requiring customers to make adjustments to settlement processes, and requiring collateral from customers. Mastercard requires certain customers that are not in compliance with the Company's risk standards in effect at the time of review to post collateral, typically in the form of cash, letters of credit, or guarantees. This requirement is based on management's review of the individual risk circumstances for each customer that is out of compliance. In addition to these amounts, Mastercard holds collateral to cover variability and future growth in customer programs. The Company may also hold collateral to pay merchants in the event of an acquirer failure. Although the Company is not contractually obligated under its rules to effect such payments to merchants, the Company may elect to do so to protect brand integrity. Mastercard monitors its credit risk portfolio on a regular basis and the adequacy of collateral on hand. Additionally, from time to time, the Company reviews its risk management methodology and standards. As such, the amounts of estimated settlement exposure are revised as necessary.

The Company's estimated settlement exposure from Mastercard, Cirrus and Maestro branded transactions was as follows:

	September 30, 2016	December 31, 2015
	(in millions)	
Gross settlement exposure	\$ 43,272	\$ 39,674
Collateral held for settlement exposure	(3,996)	(3,601)
Net uncollateralized settlement exposure	<u>\$ 39,276</u>	<u>\$ 36,073</u>

General economic and political conditions in countries in which Mastercard operates affect the Company's settlement risk. Many of the Company's financial institution customers have been directly and adversely impacted by political instability and uncertain economic conditions. These conditions present increased risk that the Company may have to perform under its settlement guarantee. This risk could increase if political, economic and financial market conditions deteriorate further. The Company's global risk management policies and procedures are revised and enhanced from time to time. Historically, the Company has experienced a low level of losses from financial institution failures.

Mastercard also provides guarantees to customers and certain other counterparties indemnifying them from losses stemming from failures of third parties to perform duties. This includes guarantees of Mastercard-branded travelers cheques issued, but not yet cashed of \$407 million and \$420 million at September 30, 2016 and December 31, 2015, respectively, of which \$321 million and \$332 million at September 30, 2016 and December 31, 2015, respectively, is mitigated by collateral arrangements. In addition, the Company enters into business agreements in the ordinary course of business under which the Company agrees to indemnify third parties against damages, losses and expenses incurred in connection with legal and other proceedings arising from relationships or transactions with the Company. Certain indemnifications do not provide a stated maximum exposure. As the extent of the Company's obligations under these agreements depends entirely upon the occurrence of future events, the Company's potential future liability under these agreements is not determinable. Historically, payments made by the Company under these types of contractual arrangements have not been material.

Note 13. Foreign Exchange Risk Management

The Company monitors and manages its exposures as part of its overall risk management program which focuses on the unpredictability of financial markets and seeks to reduce the potentially adverse effects that the volatility of these markets may have on its operating results. A principal objective of the Company's risk management strategies is to reduce significant, unanticipated earnings fluctuations that may arise from volatility in foreign currency exchange rates principally through the use of derivative instruments.

Derivatives

The Company enters into foreign currency derivative contracts to manage risk associated with anticipated receipts and disbursements which are valued based on currencies other than its functional currencies. The Company may also enter into foreign currency derivative contracts to offset possible changes in value due to foreign exchange fluctuations of earnings, assets and liabilities. The objective of these activities is to reduce the Company's exposure to gains and losses resulting from fluctuations of foreign currencies against its functional currencies.

MASTERCARD INCORPORATED

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) – (Continued)

As of September 30, 2016, the majority of derivative contracts to hedge foreign currency fluctuations had been entered into with customers of Mastercard. Mastercard's derivative contracts are summarized below:

	September 30, 2016		December 31, 2015	
	Notional	Estimated Fair Value	Notional	Estimated Fair Value
	(in millions)			
Commitments to purchase foreign currency	\$ 485	\$ 1	\$ 232	\$ 1
Commitments to sell foreign currency	1,195	(32)	1,430	12
Options to sell foreign currency	—	—	44	1
<i>Balance sheet location:</i>				
Accounts receivable ¹		\$ 13		\$ 23
Other current liabilities ¹		(44)		(9)

¹ The fair values of derivative contracts are presented on a gross basis on the balance sheet and are subject to enforceable master netting arrangements, which contain various netting and setoff provisions.

The amount of gain (loss) recognized in income for the contracts to purchase and sell foreign currency is summarized below:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
	(in millions)			
Foreign currency derivative contracts				
General and administrative	\$ (6)	\$ 35	\$ (42)	\$ 57

The fair value of the foreign currency derivative contracts generally reflects the estimated amounts that the Company would receive (or pay), on a pre-tax basis, to terminate the contracts. The terms of the foreign currency derivative contracts are generally less than 18 months. The Company had no deferred gains or losses related to foreign exchange contracts in accumulated other comprehensive income as of September 30, 2016 and December 31, 2015, as these contracts were not accounted for under hedge accounting.

The Company's derivative financial instruments are subject to both market and counterparty credit risk. Market risk is the risk of loss due to the potential change in an instrument's value caused by fluctuations in interest rates and other variables related to currency exchange rates. The effect of a hypothetical 10% adverse change in foreign currency forward rates could result in a fair value loss of approximately \$82 million on the Company's foreign currency derivative contracts outstanding at September 30, 2016 related to the hedging program. Counterparty credit risk is the risk of loss due to failure of the counterparty to perform its obligations in accordance with contractual terms. To mitigate counterparty credit risk, the Company enters into derivative contracts with selected financial institutions based upon their credit ratings and other factors. Generally, the Company does not obtain collateral related to derivatives because of the high credit ratings of the counterparties.

Net investment hedge

The Company uses foreign currency denominated debt to hedge a portion of its net investment in foreign operations against adverse movements in exchange rates, with changes in the value of the debt recorded within currency translation adjustment in accumulated other comprehensive income (loss). During the fourth quarter of 2015, the Company designated its €1.65 billion euro-denominated debt as a net investment hedge for a portion of its net investment in European foreign operations. As of September 30, 2016, the Company had a net foreign currency transaction pre-tax loss of \$96 million in accumulated other comprehensive income (loss) associated with hedging activity. There was no ineffectiveness in the current period.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following supplements management's discussion and analysis of Mastercard Incorporated for the year ended December 31, 2015 as contained in the Company's Annual Report on Form 10-K filed with the U.S. Securities and Exchange Commission on February 12, 2016. It also should be read in conjunction with the consolidated financial statements and notes of Mastercard Incorporated and its consolidated subsidiaries, including Mastercard International Incorporated (together, "Mastercard" or the "Company"), included elsewhere in this Report. Percentage changes provided throughout "Management's Discussion and Analysis of Financial Condition and Results of Operations" were calculated on amounts rounded to the nearest thousand. Currency-neutral growth rates exclude the impacts from both translational and transactional foreign currency. Columns labeled "Foreign Currency" within the tables included within represent the impacts from both translational and transactional foreign currency.

Overview

Mastercard is a technology company in the global payments industry that connects consumers, financial institutions, merchants, governments and businesses worldwide, enabling them to use electronic forms of payment instead of cash and checks. As the operator of what we believe is the world's fastest payments network, we facilitate the processing of payment transactions, including authorization, clearing and settlement, and deliver related products and services. We make payments easier and more efficient by creating a wide range of payment solutions and services using our family of well-known brands, including Mastercard, Maestro and Cirrus. We also provide value-added offerings such as loyalty and reward programs, information services and consulting. Our network is designed to ensure safety and security for the global payments system.

A typical transaction on our network involves four participants in addition to us: cardholder (an individual who holds a card or uses another device enabled for payment), merchant, issuer (the cardholder's financial institution) and acquirer (the merchant's financial institution). We do not issue cards, extend credit, determine or receive revenue from interest rates or other fees charged to cardholders by issuers, or establish the rates charged by acquirers in connection with merchants' acceptance of our branded cards. In most cases, cardholder relationships belong to, and are managed by, our financial institution customers.

We generate revenue by charging fees primarily to issuers and acquirers for providing transaction processing and other payment-related products and services, as well as by assessing these customers based primarily on the dollar volume of activity, or gross dollar volume ("GDV"), on the cards and other devices that carry our brands.

Our Strategy

Our ability to grow our business is influenced by personal consumption expenditure growth, driving cash and check transactions toward electronic forms of payment, increasing our share in electronic payments and providing value-added products and services. We drive growth by growing, diversifying and building our business.

Grow. We focus on growing our core businesses globally, including growing our credit, debit, prepaid and commercial products and solutions and increasing the number of payment transactions we process.

Diversify. We look to diversify our business by focusing on:

- diversifying our customer base in new and existing markets by working with partners such as governments, merchants, large digital companies and other technology companies, mobile providers and other businesses;
- encouraging use of our products and solutions in areas that provide new opportunities for electronic payments, such as transit and person-to-person transfers;
- driving acceptance at small merchants and merchants who have not historically accepted Mastercard products; and
- broadening financial inclusion for the unbanked and underbanked.

Build. We build our business by:

- taking advantage of the opportunities presented by evolving ways consumers interact and transact as physical and digital payments converge; and

- using our safety and security products and solutions, data analytics and loyalty solutions to add value.

We grow, diversify and build our business through a combination of organic growth and strategic investments, including acquisitions.

Strategic Partners. We work with a variety of stakeholders. We provide financial institutions with solutions to help them increase revenue and increase preference for their Mastercard-branded products. We help merchants by delivering data-driven insights and other services to help them grow and create better and secure purchase experiences for consumers across physical and digital channels. We partner with large digital companies and other technology companies, mobile providers and telecommunication companies to support their digital payment solutions with our technology, expertise and security protocols. We help national and local governments drive increased financial inclusion and efficiency, reduce costs, increase transparency to reduce crime and corruption and advance social programs. For consumers, we provide better, safer and more convenient ways to pay.

Special Items and Non-GAAP Financial Information

Non-GAAP financial information is defined as a numerical measure of a company's performance that excludes or includes amounts so as to be different than the most comparable measure calculated and presented in accordance with accounting principles generally accepted in the United States ("GAAP"). See "Financial Results Overview" for the table that provides a reconciliation of the non-GAAP operating results and growth to the most directly comparable GAAP measures. These non-GAAP financial measures exclude the impact of the following special items ("Special Items"):

- In the second quarter of 2016, the Company recorded a provision for litigation of \$107 million (\$78 million after tax, or \$0.07 per diluted share) related to a judgment issued against the Company in a litigation with a merchant in the U.K.
- In the second quarter of 2015, the Company recorded a provision for litigation of \$61 million (\$44 million after tax, or \$0.04 per diluted share) related to a settlement with a merchant in the U.K.
- In the third quarter of 2015, the Company recorded a settlement charge of \$79 million (\$50 million after tax or \$0.04 per diluted share) relating to the termination of its qualified U.S. defined benefit pension plan in general and administrative expenses (the "U.S. Employee Pension Plan Settlement Charge").

The provisions for litigation for both years discussed above, relate to separate merchant litigations in the U.K. (collectively the "U.K. Merchant Litigation Provision"). See Note 11 (Legal and Regulatory Proceedings) to the consolidated financial statements included in Part I, Item I of this Report for further discussion. Mastercard excluded the U.K. Merchant Litigation Provision because its management monitors material litigation judgments and settlements separately from ongoing operations and evaluates ongoing performance without these amounts. The Company also excluded the U.S. Employee Pension Plan Settlement Charge because its management monitors significant one-time items separately from ongoing operations and evaluates ongoing performance without these amounts. For additional discussion regarding the U.S. Employee Pension Plan Settlement Charge, see Note 11 (Pension, Postretirement and Savings Plans) in Part II, Item 8 of the Company's Annual Report on Form 10-K for the year ended December 31, 2015.

In addition, Mastercard presents growth rates on a currency-neutral basis, which is a non-GAAP financial measure. Currency-neutral growth rates are calculated by remeasuring the prior period's results using the current period's exchange rates for both the translational and transactional impacts on operating results. The impact of foreign currency translation represents the effect of translating operating results where the functional currency is different than our U.S. dollar reporting currency. The impact of the transactional foreign currency represents the effect of converting revenue and expenses occurring in a currency other than the functional currency. Mastercard's management believes the presentation of certain currency-neutral growth rates provides relevant information.

Mastercard's management believes that the non-GAAP financial measures presented facilitate an understanding of Mastercard's operating performance and provide a meaningful comparison of its results between periods. Mastercard's management uses non-GAAP financial measures to, among other things, evaluate its ongoing operations in relation to historical results, for internal planning and forecasting purposes and in the calculation of performance-based compensation. The presentation of non-GAAP financial measures should not be considered in isolation or as a substitute for the Company's related financial results prepared in accordance with GAAP.

Financial Results Overview

The following table provides a summary of our operating results for the three and nine months ended September 30, 2016 and 2015:

	Three Months Ended September 30,				Percent Increase/(Decrease)		
	2016	2015					
	Actual	Actual	Special Item	Non-GAAP ¹	Actual	Special Item	Non-GAAP ¹
(in millions, except per share data and percentages)							
Net revenue	\$ 2,880	\$ 2,530	\$ —	\$ 2,530	14%	—%	14%
Operating expenses	\$ 1,210	\$ 1,161	\$ (79)	\$ 1,082	4%	(8)%	12%
Operating income	\$ 1,670	\$ 1,369	\$ 79	\$ 1,448	22%	7%	15%
Operating margin	58.0%	54.1%		57.2%			
Income tax expense	\$ 449	\$ 375	\$ 29	\$ 404	20%	9%	11%
Effective income tax rate	27.5%	27.7%		28.2%			
Net income	\$ 1,184	\$ 977	\$ 50	\$ 1,027	21%	6%	15%
Diluted earnings per share	\$ 1.08	\$ 0.86	\$ 0.04	\$ 0.91	26%	7%	19%
Diluted weighted-average shares outstanding	1,099	1,133		1,133	(3)%		(3)%

	Nine Months Ended September 30,						Percent Increase/(Decrease)		
	2016			2015					
	Actual	Special Item	Non-GAAP ²	Actual	Special Items	Non-GAAP ^{1,2}	Actual	Special Items	Non-GAAP ^{1,2}
(in millions, except per share data and percentages)									
Net revenue	\$ 8,020	\$ —	\$ 8,020	\$ 7,150	\$ —	\$ 7,150	12%	—%	12%
Operating expenses	\$ 3,622	\$ (107)	\$ 3,515	\$ 3,179	\$ (140)	\$ 3,039	14%	(2)%	16%
Operating income	\$ 4,398	\$ 107	\$ 4,505	\$ 3,971	\$ 140	\$ 4,111	11%	1%	10%
Operating margin	54.8%		56.2%	55.5%		57.5%			
Income tax expense	\$ 1,209	\$ 29	\$ 1,238	\$ 1,015	\$ 45	\$ 1,060	19%	2%	17%
Effective income tax rate	27.9%		27.9%	25.8%		26.0%			
Net income	\$ 3,126	\$ 78	\$ 3,204	\$ 2,918	\$ 95	\$ 3,013	7%	1%	6%
Diluted earnings per share	\$ 2.83	\$ 0.07	\$ 2.90	\$ 2.56	\$ 0.08	\$ 2.64	11%	1%	10%
Diluted weighted-average shares outstanding	1,104		1,104	1,139		1,139	(3)%		(3)%

* Tables may not sum due to rounding.

¹ Represents effect of excluding the U.S. Employee Pension Plan Settlement Charge, see "Special Items and Non-GAAP Financial Information" above.

² Represents effect of excluding the U.K. Merchant Litigation Provision, see "Special Items and Non-GAAP Financial Information" above.

For the three and nine months ended September 30, 2016, we recorded net income of \$1.2 billion and \$3.1 billion, an increase of 21% and 7%, respectively, versus the comparable periods in the prior year. For the three and nine months ended September 30, 2016, earnings per diluted share was \$1.08 and \$2.83, up 26% and 11%, respectively, versus the comparable periods in the prior year.

Excluding the impact of Special Items, adjusted net income increased 15% and 6%, or 15% and 8% on a currency-neutral basis, for the three and nine months ended September 30, 2016, respectively, versus the comparable periods in 2015. In addition, for the three and nine months ended September 30, 2016, adjusted earnings per diluted share increased 19% and 10%, or 19% and 12% on a currency-neutral basis, respectively, versus the comparable periods in 2015.

Key highlights for the three and nine months ended September 30, 2016 are as follows:

- For the three and nine months ended September 30, 2016, our net revenue increased 14% and 12%, respectively, or 14% for both periods on a currency-neutral basis, versus the comparable periods in 2015, primarily driven by increases across our revenue categories, partially offset by higher rebates and incentives. Our processed transactions increased 18% and 15% for the three and nine months ended September 30, 2016, respectively, versus the comparable periods in 2015. On a local currency basis, our worldwide GDV increased 7% and 11%, respectively, and cross border volumes increased 12% for both periods, versus the comparable periods in 2015.
- For the three and nine months ended September 30, 2016, operating expenses increased 4% and 14%, respectively, versus the comparable periods in 2015. For those same periods, adjusted operating expenses, which excludes the impact of Special Items, increased 12% and 16%, or 12% and 17% on a currency-neutral basis, respectively, versus the comparable periods in 2015. These increases are primarily due to higher personnel costs due to continued investment in our strategic initiatives, as well as higher data processing expenses. In addition, for the three and nine months ended September 30, 2016, the impact from foreign exchange derivative contracts and balance sheet remeasurement increased operating expense growth by 2 and 4 percentage points, respectively, versus the comparable periods in 2015.
- For the three and nine months ended September 30, 2016, the effective tax rate was 27.5% and 27.9%, respectively. The effective tax rate decreased 0.2 percentage points for the three months ended September 30, 2016 versus the comparable period in 2015, due to various discrete benefits recognized in the period, which were partially offset by a lower repatriation benefit. The effective tax rate increased 2.1 percentage points for the nine months ended September 30, 2016 versus the comparable period in 2015, due to the lapping of foreign tax credits recorded in 2015 and a lower repatriation benefit in the current year, which were partially offset by a more favorable geographic mix of taxable earnings in 2016.

Other financial highlights for the nine months ended September 30, 2016 were as follows:

- We generated net cash flows from operations of \$3.5 billion compared to \$3.0 billion for the comparable period in 2015.
- We repurchased 26.3 million shares and paid dividends of \$630 million.

Business Environment

We process transactions from more than 210 countries and territories and in more than 150 currencies. Net revenue generated in the United States was 38% of total net revenue for the three and nine months ended September 30, 2016 and 39% for the three and nine months ended September 30, 2015. No individual country, other than the United States, generated more than 10% of total net revenue in each period, but differences in market growth, economic health and foreign exchange fluctuations in certain countries can have an impact on the proportion of revenue generated outside the United States over time. While the global nature of our business helps protect our operating results from adverse economic conditions in a single or a few countries, the significant concentration of our revenue generated in the United States makes our business particularly susceptible to adverse economic conditions in the United States.

The competitive and evolving nature of the global payments industry provides both challenges to and opportunities for the continued growth of our business. Adverse economic trends (including distress in financial markets, turmoil in specific economies around the world and additional government intervention) have impacted the environment in which we operate. Certain of our customers, merchants that accept our brands and cardholders who use our brands, have been directly impacted by these adverse economic conditions.

Mastercard's financial results may be negatively impacted by actions taken by individual financial institutions or by governmental or regulatory bodies. In addition, further political instability or a decline in economic conditions in the countries in which the Company operates may accelerate the timing of or increase the impact of risks to our financial performance. As a result, our

revenue may be negatively impacted, or the Company may be impacted in several ways. Mastercard continues to monitor political and economic conditions around the world to identify opportunities for the continued growth of our business and to evaluate the evolution of the global payments industry. The extent and pace of economic recovery in various regions remains uncertain and the overall business environment may present challenges for Mastercard to grow its business. For a full discussion see, “Risk Factors - Business Risks” in Part I, Item 1A of the Company’s Annual Report on Form 10-K for the year ended December 31, 2015.

In addition, our business and our customers’ businesses are subject to regulation in many countries. Regulatory bodies may seek to impose rules and price controls on certain aspects of our business and the payments industry. For further discussion, see Note 11 (Legal and Regulatory Proceedings) to the consolidated financial statements included in Part I, Item 1 of this Report and our risk factors in “Risk Factors - Legal and Regulatory Risks” in Part I, Item 1A (Risk Factors) of the Company’s Annual Report on Form 10-K for the year ended December 31, 2015. Further, information security risks for global payments and technology companies such as Mastercard have significantly increased in recent years. Although to date we have not experienced any material impacts relating to cyber-attacks or other information security breaches, there can be no assurance that we will be immune to these risks and not suffer such losses in the future. See our risk factor in “Risk Factors - Business Risks” in Part I, Item 1A of the Company’s Annual Report on Form 10-K for the year ended December 31, 2015 related to a failure or breach of our security systems or infrastructure as a result of cyber-attacks.

Impact of Foreign Currency Rates

Our overall operating results can be impacted by foreign currency translation, which represents the effect of translating operating results where the functional currency is different than our U.S. dollar reporting currency.

Our operating results can also be impacted by transactional foreign currency. The impact of transactional foreign currency represents the effect of converting revenue and expenses occurring in a currency other than the functional currency. Changes in foreign currency exchange rates directly impact the calculation of gross dollar volume (“GDV”) and gross euro volume (“GEV”), which are used in the calculation of our domestic assessments, cross-border volume fees and volume-related rebates and incentives. In most non-European regions, GDV is calculated based on local currency spending volume converted to U.S. dollars using average exchange rates for the period. In Europe, GEV is calculated based on local currency spending volume converted to euros using average exchange rates for the period. As a result, our domestic assessments, cross-border volume fees and volume-related rebates and incentives are impacted by the strengthening or weakening of the U.S. dollar versus non-European local currencies and the strengthening or weakening of the euro versus other European local currencies. For example, our billing in Australia is in the U.S. dollar, however, consumer spend in Australia is in the Australian dollar. The foreign currency transactional impact of converting Australian dollars to our U.S. dollar billing currency will have an impact on the revenue generated. The strengthening or weakening of the U.S. dollar is evident when GDV growth on a U.S. dollar-converted basis is compared to GDV growth on a local currency basis. For the three and nine months ended September 30, 2016, as compared to the same periods in 2015, GDV on a U.S. dollar-converted basis increased 5% and 7%, respectively, while GDV on a local currency basis grew 7% and 11%, respectively. Further, the impact from transactional foreign currency occurs in transaction processing revenue, other revenue and operating expenses when the local currency of these items are different than the functional currency.

The following table provides a summary of the foreign currency translational and transactional impact on growth for the following items in operating results for the three and nine months ended September 30, 2016, versus the comparable periods in 2015:

	Positive (Negative) Impact from Foreign Currency ¹	
	Three Months Ended September 30, 2016	Nine Months Ended September 30, 2016
Net Revenue	Less than (1%)	(2)%
Operating Expenses	1%	2%
Net Income	Less than 1%	(2)%

¹ Excludes the impact from Special Items.

In addition, the Company incurs foreign currency gains and losses from remeasuring monetary assets and liabilities that are in a currency other than the functional currency and from remeasuring foreign exchange derivative contracts (collectively “Foreign exchange activity”). The impact of Foreign exchange activity has not been eliminated in our currency-neutral results (see “Non-GAAP Financial Information”) and is recorded in general and administrative expenses. The Company attempts to manage the impact of transactional foreign currency exposures through its foreign exchange risk management activities, which are discussed further in Note 13 (Foreign Exchange Risk Management) to the consolidated financial statements included in Part I, Item 1 of this

Report. Since the Company does not designate foreign currency derivatives as hedging instruments pursuant to the accounting standards for derivative instruments and hedging activities, it records gains and losses on foreign exchange derivatives on a current basis, with the associated offset being recognized as the exposures materialize.

Financial Results

Revenue

Revenue Description

Mastercard's business model involves four participants in addition to us: cardholders, merchants, issuers (the cardholders' financial institutions) and acquirers (the merchants' financial institutions). Our gross revenue is generated by assessing our customers based primarily on the dollar volume of activity on the cards and other devices that carry our brands and from the fees that we charge our customers for providing transaction processing and other payment-related products and services. Our revenue is based upon transactional information accumulated by our systems or reported by our customers. Our primary revenue billing currencies are the U.S. dollar, euro and Brazilian real.

The price structure for our products and services is complex and is dependent on the nature of volumes, types of transactions and type of products and services we offer to our customers. Our net revenue can be significantly impacted by the following:

- domestic or cross-border transactions;
- signature-based or PIN-based transactions;
- geographic region or country in which the transaction occurs;
- volumes/transactions subject to tiered rates;
- processed or not processed across the Mastercard network;
- amount of usage of our other products or services; and
- amount of rebates and incentives provided to customers.

The Company classifies its net revenue into the following five categories:

1. **Domestic assessments:** Domestic assessments are fees charged to issuers and acquirers based primarily on the dollar volume of activity on cards and other devices that carry our brands where the merchant country and the issuer country are the same. Domestic assessments include items such as card assessments, which are fees charged on the number of cards issued or assessments for specific purposes, such as acceptance development or market development programs.
2. **Cross-border volume fees:** Cross-border volume fees are charged to issuers and acquirers based on the dollar volume of activity on cards and other devices that carry our brands where the merchant country and the issuer country are different. In general, a cross-border transaction generates higher revenue than a domestic transaction since cross-border fees are higher than domestic fees, and in most cases also include fees for currency conversion.
3. **Transaction processing fees:** Transaction processing fees are charged for both domestic and cross-border transactions and are primarily based on the number of transactions. Transaction processing fees include charges for the following:
 - *Switching fees* for the following products and services:
 - *Authorization* is the process by which a transaction is routed to the issuer for approval. In certain circumstances such as when the issuer's systems are unavailable or cannot be contacted, Mastercard or others, on behalf of the issuer approve in accordance with either the issuer's instructions or applicable rules (also known as "stand-in").
 - *Clearing* is the exchange of financial transaction information between issuers and acquirers after a transaction has been successfully conducted at the point of interaction. Mastercard clears transactions among customers through our central and regional processing systems.

- *Settlement* is facilitating the exchange of funds between parties.
 - *Connectivity fees* are charged to issuers and acquirers for network access, equipment and the transmission of authorization and settlement messages. These fees are based on the size of the data being transmitted through and the number of connections to the Company's network.
 - *Other Processing fees*: We extend our processing capabilities in the payment value chain for issuer and acquirer solutions; payment gateways for e-commerce merchants; and mobile gateways for mobile initiated transactions.
4. **Other revenues:** Other revenues consist of other payment-related products and services and are primarily associated with the following:
- *Consulting, data analytic and research fees* are primarily generated by Mastercard Advisors, the Company's professional advisory services group.
 - *Safety and security services fees* are for products and services we offer to prevent, detect and respond to fraud and to ensure the safety of transactions made on Mastercard products. We work with issuers, merchants and governments to help deploy standards for safe and secure transactions for the global payments system.
 - *Loyalty and rewards solution fees* are charged to issuers for benefits provided directly to consumers with Mastercard-branded cards, such as access to a global airline lounge network, global and local concierge services, individual insurance coverages, emergency card replacement, emergency cash advance services and a 24-hour cardholder service center. For merchants, we provide targeted offers and rewards campaigns and management services for publishing offers, as well as opportunities for holders of co-brand or loyalty cards and rewards program members to obtain rewards points faster.
 - *Program management services* provided to prepaid card issuers consist of foreign exchange margin, commissions, load fees and ATM withdrawal fees paid by cardholders on the sale and encashment of prepaid cards.
 - The Company also charges for a variety of other payment-related products and services, including account and transaction enhancement services, rules compliance and publications.
5. **Rebates and incentives (contra-revenue):** Rebates and incentives are provided to certain Mastercard customers and are recorded as contra-revenue.

Revenue Analysis

In the three and nine months ended September 30, 2016, gross revenue increased 16% and 14%, respectively, or 16% for both periods on a currency-neutral basis, versus the comparable periods in 2015. Gross revenue growth in the three and nine months ended September 30, 2016 was driven by an increase in transactions, dollar volume of activity on cards carrying our brands, and other payment-related products and services. Rebates and incentives, in the three and nine months ended September 30, 2016, increased 20% for both periods, or 21% and 22%, on a currency-neutral basis, respectively, versus the comparable periods in 2015, primarily due to the impact from new and renewed agreements and increased volumes. Our net revenue for the three and nine months ended September 30, 2016, increased 14% and 12%, respectively, or 14% for both periods on a currency-neutral basis, versus the comparable periods in 2015.

The following table provides a summary of the trend in volume and transaction growth.

	Three Months Ended September 30,				Nine Months Ended September 30,			
	2016		2015		2016		2015	
	Growth (USD)	Growth (Local)	Growth (USD)	Growth (Local)	Growth (USD)	Growth (Local)	Growth (USD)	Growth (Local)
Worldwide GDV ¹	5%	7%	— %	13%	7 %	11%	1 %	13%
Asia Pacific/Middle East/Africa	9%	10%	3 %	14%	8 %	12%	6 %	15%
Canada	10%	9%	(2)%	18%	5 %	10%	1 %	17%
Europe	2%	5%	(6)%	17%	7 %	12%	(7)%	16%
Latin America	7%	14%	(15)%	17%	(1)%	15%	(9)%	16%
United States	5%	5%	8 %	8%	7 %	7%	7 %	7%
Cross-border Volume ¹	9%	12%	— %	16%	8 %	12%	1 %	17%
Processed Transactions		18%		12%		15%		12%

¹ Excludes volume generated by Maestro and Cirrus cards.

Article 8 of the EU Interchange Fee Regulation related to card payments, that became effective June 9, 2016 (“Article 8”), states that a network can no longer collect fees on domestic European Economic Area payment transactions that do not use its payment brand. Prior to that, Mastercard collected a de minimis assessment fee in a few countries, particularly France, on transactions with Mastercard co-badged cards if the brands of domestic networks (as opposed to Mastercard) were used. As a result, the non-Mastercard co-badged volume is no longer being included.

The following table reflects GDV growth rates for Europe and Worldwide Mastercard. For comparability purposes, we adjusted growth rates for the impact of Article 8 to exclude the prior period co-badged volume processed by other networks.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
	Growth (Local)			
GDV ¹				
Worldwide as reported	7%	13%	11%	13%
Worldwide as adjusted for Article 8	11%	13%	12%	13%
Europe as reported	5%	17%	12%	16%
Europe as adjusted for Article 8	18%	19%	19%	19%

¹ Excludes volume generated by Maestro and Cirrus cards.

A significant portion of our revenue is concentrated among our five largest customers. The loss of any of these customers or their significant card programs could adversely impact our revenue. In addition, as part of our business strategy, Mastercard, among other efforts, enters into business agreements with customers. These agreements can be terminated in a variety of circumstances. See our risk factor in “Risk Factor - Business Risks” in Part I, Item 1A of the Company’s Annual Report on Form 10-K for the year ended December 31, 2015.

The significant components of our net revenue for the three and nine months ended September 30, 2016 and 2015 were as follows:

	Three Months Ended September 30,		Percent Increase (Decrease)	Nine Months Ended September 30,		Percent Increase (Decrease)
	2016	2015		2016	2015	
	(in millions, except percentages)					
Domestic assessments	\$ 1,132	\$ 1,028	10%	\$ 3,269	\$ 3,019	8%
Cross-border volume fees	996	880	13%	2,658	2,381	12%
Transaction processing fees	1,357	1,140	19%	3,793	3,197	19%
Other revenues	620	501	23%	1,707	1,393	22%
Gross revenue	4,105	3,549	16%	11,427	9,990	14%
Rebates and incentives (contra-revenue)	(1,225)	(1,019)	20%	(3,407)	(2,840)	20%
Net revenue	\$ 2,880	\$ 2,530	14%	\$ 8,020	\$ 7,150	12%

The following table provides a summary of the primary drivers of net revenue growth in the three and nine months ended September 30, 2016, versus the comparable periods in 2015:

	Three Months Ended September 30, 2016				
	Volume	Acquisitions	Foreign Currency	Other ¹	Total
Domestic assessments	10%	— %	— %	— % ²	10%
Cross-border volume fees	12%	— %	(2)%	3%	13%
Transaction processing fees	16%	— %	— %	3%	19%
Other revenues	**	1 %	1 %	21% ³	23%
Rebates and incentives	9%	— %	— %	11% ⁴	20%
Net revenue	12%	— %	— %	2%	14%

	Nine Months Ended September 30, 2016				
	Volume	Acquisitions	Foreign Currency	Other ¹	Total
Domestic assessments	12%	— %	(3)%	(1)% ²	8%
Cross-border volume fees	10%	— %	(3)%	5 %	12%
Transaction processing fees	14%	— %	(1)%	6 %	19%
Other revenues	**	3 %	(1)%	20 % ³	22%
Rebates and incentives	12%	— %	(2)%	10 % ⁴	20%
Net revenue	10%	1 %	(2)%	3 %	12%

** Not applicable

¹ Includes impact of pricing and other non-volume based fees.

² Includes impact of the allocation of revenue to service deliverables, which are recorded in other revenue when services are performed.

³ Includes impacts from Advisors, safety and security fees, loyalty and reward solution fees and other payment-related products and services.

⁴ Includes the impact from timing of new, renewed and expired agreements.

Operating Expenses

Our operating expenses are comprised of general and administrative, advertising and marketing, depreciation and amortization and provision for litigation settlements. Operating expenses increased 4% and 14%, for the three and nine months ended September 30, 2016, respectively, versus the comparable periods in 2015. Excluding the impact of Special Items, adjusted operating expenses increased 12% and 16%, or 12% and 17% on a currency-neutral basis, for the three and nine months ended September 30, 2016, respectively, versus the comparable periods in 2015. These increases are primarily due to increased personnel costs in the current year due to our continued investment in the areas of digital, services, data analytics and geographic expansion, as well as higher data processing expenses. In addition, foreign exchange derivative contracts and balance sheet remeasurement increased operating expense growth by 2 and 4 percentage points for the three and nine months ended September 30, 2016, respectively, versus the comparable periods in 2015.

The components of operating expenses for the three and nine months ended September 30, 2016 and 2015 were as follows:

	Three Months Ended September 30,				Percent Increase (Decrease)		
	2016		2015				
	Actual	Actual	Special Item	Non-GAAP ¹	Actual	Special Item	Non-GAAP ¹
	(in millions, except percentages)						
General and administrative	\$ 933	\$ 883	\$ (79)	\$ 804	6%	(10)%	16%
Advertising and marketing	184	184	—	184	—%	—%	—%
Depreciation and amortization	93	94	—	94	(2)%	—%	(2)%
Provision for litigation settlements	—	—	—	—	**		**
Total operating expenses	<u>\$ 1,210</u>	<u>\$ 1,161</u>	<u>\$ (79)</u>	<u>\$ 1,082</u>	4%	(8)%	12%

	Nine Months Ended September 30,						Percent Increase (Decrease)		
	2016			2015					
	Actual	Special Item	Non-GAAP ²	Actual	Special Items	Non-GAAP ^{1,2}	Actual	Special Items	Non-GAAP ^{1,2}
	(in millions, except percentages)								
General and administrative	\$ 2,731	\$ —	\$ 2,731	\$ 2,343	\$ (79)	\$ 2,264	17%	(4)%	21%
Advertising and marketing	503	—	503	502	—	502	—%	—%	—%
Depreciation and amortization	281	—	281	273	—	273	3%	—%	3%
Provision for litigation settlements	107	(107)	—	61	(61)	—	**		**
Total operating expenses	<u>\$ 3,622</u>	<u>\$ (107)</u>	<u>\$ 3,515</u>	<u>\$ 3,179</u>	<u>\$ (140)</u>	<u>\$ 3,039</u>	14%	(2)%	16%

** Not meaningful

¹ Represents effect of excluding the U.S. Employee Pension Plan Settlement Charge, see "Special Items and Non-GAAP Financial Information".

² Represents effect of excluding the U.K. Merchant Litigation Provision, see "Special Items and Non-GAAP Financial Information".

The following table provides a summary of the primary drivers of operating expense growth in the three and nine months ended September 30, 2016 versus the comparable period in 2015:

Three Months Ended September 30, 2016					
	Special Item ¹	Acquisitions	Foreign Currency	Other	Total
General and administrative	(10)%	(1)%	(1)%	18%	6 %
Advertising and marketing	— %	— %	(1)%	1%	— %
Depreciation and amortization	— %	(1)%	(2)%	1%	(2)%
Provision for litigation settlements	**	**	**	**	**
Total operating expenses	(8)%	(1)%	(1)%	14%	4 %

Nine Months Ended September 30, 2016					
	Special Items ^{1,2}	Acquisitions	Foreign Currency	Other	Total
General and administrative	(4)%	1%	(2)%	22%	17%
Advertising and marketing	— %	—%	(2)%	2%	—%
Depreciation and amortization	— %	5%	(2)%	—%	3%
Provision for litigation settlements	**	**	**	**	**
Total operating expenses	(2)%	1%	(2)%	17%	14%

* Tables may not sum due to rounding.

** Not meaningful.

¹ Represents the effect of the U.S. Employee Pension Plan Settlement Charge, see “Special Items and Non-GAAP Financial Information”.

² Represents effect of the U.K. Merchant Litigation Provision, see “Special Items and Non-GAAP Financial Information”.

General and Administrative

General and administrative expenses for the three and nine months ended September 30, 2016 increased 6% and 17%, respectively, versus the comparable periods in 2015. Excluding the impact of the U.S. Employee Pension Plan Settlement Charge, adjusted general and administrative expenses increased 16% and 21%, or 16% and 22% on a currency-neutral basis, for the three and nine months ended September 30, 2016, respectively, versus the comparable periods in 2015. The significant components of our general and administrative expenses for the three and nine months ended September 30, 2016 and 2015 were as follows:

	Three Months Ended September 30,		Percent Increase (Decrease)	Nine Months Ended September 30,		Percent Increase (Decrease)	
	2016	2015		2016	2015		
	(in millions, except percentages)						
Personnel ¹	\$ 575	\$ 584	(2)%	\$ 1,646	\$ 1,540	7%	
Professional fees	81	76	6%	231	199	16%	
Data processing and telecommunications	111	90	24%	312	255	22%	
Foreign exchange activity	12	(12)	**	43	(80)	**	
Other	154	145	6%	499	429	16%	
General and administrative expenses	\$ 933	\$ 883	6%	\$ 2,731	\$ 2,343	17%	
Special Item	—	(79)	(10)%	—	(79)	(4)%	
Adjusted general and administrative expenses (excluding Special Item)	\$ 933	\$ 804	16%	\$ 2,731	\$ 2,264	21%	

** Not meaningful

¹ The percentage change year over year and the 2015 amount include the impact of the U.S. Employee Pension Plan Settlement Charge of \$79 million recorded in the third quarter of 2015, which decreased Personnel expense growth by 15 and 6 percentage points for the three and nine months ended September 30, 2016, respectively. Excluding the impact of the U.S. Employee Pension Plan Settlement Charge, adjusted Personnel expense grew 13% for both the three and nine months ended September 30, 2016 versus the comparable periods in 2015.

The primary drivers of changes in general and administrative expenses for three and nine months ended September 30, 2016 versus the comparable periods in 2015 were:

- Personnel expenses decreased 2% for the three months ended September 30, 2016 and increased 7% for the nine months ended September 30, 2016 versus the comparable periods in 2015. Excluding the impact of the Special Item for the U.S. Employee Pension Plan Settlement Charge of \$79 million recorded in the third quarter of 2015, adjusted personnel expenses increased 13%, or 14% on a currency-neutral basis, for both the three and nine months ended September 30, 2016 versus the comparable periods in 2015. The increase was driven by a higher number of employees to support our continued investment in the areas of digital, services, data analytics and geographic expansion, along with wage increases.
- Professional fees consist primarily of third-party services, legal costs to defend our outstanding litigation and the evaluation of regulatory developments that impact our industry and brand. The increase is primarily due to higher legal costs to defend litigation.
- Data processing and telecommunication expense consists of expenses to support our global payments network infrastructure, expenses to operate and maintain our computer systems and other telecommunication systems. The increase is due to capacity growth of our business and higher third-party processing costs.
- Foreign exchange activity includes gains and losses on foreign exchange derivative contracts and the impact of remeasurement of monetary assets and liabilities denominated in foreign currencies. During the three months ended September 30, 2016, Foreign exchange activity negatively impacted general and administrative expense growth by 3 percentage points versus the comparable period in 2015, due to the impact from foreign exchange derivative contracts, partially offset by lower balance sheet remeasurement losses versus the prior year. During the nine months ended September 30, 2016, Foreign exchange activity negatively impacted general and administrative expense growth by 6 percentage points versus the comparable period in 2015, due to the impact from foreign exchange derivative contracts and the lapping of balance sheet remeasurement gains in the prior year.
- Other expenses include costs to provide loyalty and rewards programs, travel and meeting expenses and rental expense for our facilities. Other expenses increased primarily due to costs related to a customer dispute in the second quarter of 2016, as well as higher cardholder services and loyalty costs.

Advertising and Marketing

Our brands, principally Mastercard, are valuable strategic assets that drive acceptance and usage of our products and facilitate our ability to successfully introduce new service offerings and access new markets globally. Our advertising and marketing strategy is to increase global Mastercard brand awareness, preference and usage through integrated advertising, sponsorship, promotions, interactive media and public relations programs on a global scale. We will continue to invest in marketing programs at the regional and local levels and sponsor diverse events aimed at multiple target audiences. For the three and nine months ended September 30, 2016, advertising and marketing expenses were relatively flat for both periods, or increased 1% and 2% on a currency-neutral basis, respectively, versus the comparable periods in 2015, mainly due to the timing of promotions.

Depreciation and Amortization

For the three months ended September 30, 2016, depreciation and amortization expenses decreased 2%, or less than 1% on a currency-neutral basis, versus the comparable period in 2015, primarily due to certain intangibles becoming fully amortized. For the nine months ended September 30, 2016, depreciation and amortization expenses increased 3%, or 4% on a currency-neutral basis, versus the comparable period in 2015, primarily due to higher amortization of capitalized software costs associated with our acquisitions, partially offset by lower amortization for certain fully amortized intangibles.

Provision for Litigation Settlement

During the nine months ended September 30, 2016, the Company recorded a provision for litigation of \$107 million related to a judgment issued against the Company in a litigation with a merchant in the U.K. During the nine months ended September 30, 2015, the Company entered into a settlement with a merchant in the U.K. and recorded a provision for litigation of \$61 million. See Note 11 (Legal and Regulatory Proceedings) to the consolidated financial statements included in Part I, Item 1 of this Report for further discussion.

Other Income (Expense)

Other income (expense) is comprised primarily of investment income, interest expense, our share of income (losses) from equity method investments and other gains and losses. Total other expense increased \$20 million and \$25 million for the three and nine months ended September 30, 2016, respectively, versus the comparable periods in 2015, primarily due to an impairment charge taken on an investment and higher interest expense related to our debt issuance in December 2015, partially offset by higher investment income.

Income Taxes

The effective income tax rates were 27.5% and 27.7% for the three months ended September 30, 2016 and 2015, respectively. The effective income tax rates were 27.9% and 25.8% for the nine months ended September 30, 2016 and 2015, respectively. For the three months ended September 30, 2016, the reduction in the effective tax rate versus the comparable period in 2015 was due to various discrete benefits recognized in the period, which were partially offset by a lower repatriation benefit. For the nine months ended September 30, 2016, the increase in the effective tax rate versus the comparable period in 2015 was due to the lapping of discrete benefits recognized in 2015 relating to certain foreign taxes becoming eligible to be claimed as credits in the United States and a lower repatriation benefit in the current year, which were partially offset by a more favorable geographic mix of taxable earnings in 2016.

Liquidity and Capital Resources

We believe that our cash, cash equivalents, investments, credit available and access to capital markets, together with cash flow generated from our operations, are sufficient to meet our liquidity needs. We need liquidity to fund our global operations, credit and settlement exposure, investments in our business, current and potential obligations, share repurchases, and dividend payments. The following table summarizes the cash, cash equivalents, investments and credit available to the Company at September 30, 2016 and December 31, 2015:

	September 30, 2016	December 31, 2015
	(in billions)	
Cash, cash equivalents and investments ¹	\$ 7.0	\$ 6.7
Unused line of credit ²	3.8	3.8

¹ Investments include available-for-sale securities and short-term held-to-maturity securities. At September 30, 2016 and December 31, 2015, this amount excludes restricted cash related to the U.S. merchant class litigation settlement of \$543 million and \$541 million, respectively, and long-term held-to-maturity securities of \$62 million at September 30, 2016.

² The Company had no borrowings outstanding under its line of credit as of September 30, 2016 and December 31, 2015.

Cash, cash equivalents and investments held by our foreign subsidiaries (i.e., any entities where earnings would be subject to U.S. tax upon repatriation) was \$4.3 billion and \$3.3 billion at September 30, 2016 and December 31, 2015, respectively, or 61% and 48% of our total as of such dates. It is our present intention to indefinitely reinvest historic undistributed accumulated earnings associated with our foreign subsidiaries outside of the United States (as disclosed in Note 17 (Income Taxes) to the consolidated financial statements included in Part II, Item 8 of our Annual Report on Form 10-K for the year ended December 31, 2015), and our current plans do not require repatriation of these earnings. If these earnings are needed for U.S. operations or can no longer be indefinitely reinvested outside of the United States, the Company would be required to record a liability for such U.S. taxes for the historic undistributed accumulated earnings at that time. Such taxes would be due upon repatriation of such earnings to the United States.

Our liquidity and access to capital could be negatively impacted by global credit market conditions. The Company guarantees the settlement of many Mastercard, Cirrus and Maestro-branded transactions between our issuers and acquirers. See Note 12 (Settlement and Other Risk Management) to the consolidated financial statements in Part I, Item 1 of this Report for a description of these guarantees. Historically, payments under these guarantees have not been significant; however, historical trends may not be an indication of the future. The risk of loss on these guarantees is specific to individual customers, but may also be driven significantly by regional or global economic conditions, including, but not limited to the health of the financial institutions in a country or region.

Our liquidity and access to capital could also be negatively impacted by the outcome of any of the legal or regulatory proceedings to which we are a party. For additional discussion of these and other risks facing our business, see Part I, Item 1A - Risk Factors

of the Company's Annual Report on Form 10-K for the year ended December 31, 2015; Note 11 (Legal and Regulatory Proceedings) to the consolidated financial statements included in Part I, Item 1 of this Report; and "-Business Environment".

Cash Flow

The table below shows a summary of the cash flows from operating, investing and financing activities for the nine months ended September 30, 2016 and 2015:

	Nine Months Ended September 30,	
	2016	2015
	(in millions)	
Cash Flow Data:		
Net cash provided by operating activities	\$ 3,492	\$ 3,004
Net cash used in investing activities	(1,125)	(853)
Net cash used in financing activities	(2,968)	(3,216)

Net cash provided by operating activities increased \$488 million for the nine months ended September 30, 2016, versus the comparable period in 2015, primarily due to higher net income and timing of customer settlements.

Net cash used in investing activities increased by \$272 million for the nine months ended September 30, 2016, versus the comparable period in 2015, due to lower net proceeds from investment securities in the current year, partially offset by the impact of prior year acquisitions.

Net cash used in financing activities decreased by \$248 million for the nine months ended September 30, 2016, versus the comparable period in 2015, due to lower repurchases of the Company's Class A common stock in the current year, partially offset by higher dividends.

The table below shows a summary of the balance sheet data at September 30, 2016 and December 31, 2015:

	September 30, 2016	December 31, 2015
	(in millions)	
Balance Sheet Data:		
Current assets	\$ 11,776	\$ 10,984
Current liabilities	7,121	6,269
Long-term liabilities	3,953	3,919
Equity	6,249	6,062

Debt and Credit Availability

In December 2015, the Company issued €1.65 billion aggregate principal amount of notes. This offering consisted of €700 million aggregate principal amount of notes due 2022, €800 million aggregate principal amount of notes due 2027 and €150 million aggregate principal amount of notes due 2030 (collectively the "Euro Notes"). In March 2014, the Company issued \$500 million aggregate principal amount of notes due 2019 and \$1 billion aggregate principal amount of notes due 2024 (collectively the "USD Notes"). The Company is not subject to any financial covenants under the Euro Notes and the USD Notes (collectively the "Notes"). Interest on the Euro Notes is payable annually on December 1. Interest on the USD Notes is payable semi-annually on April 1 and October 1. The Notes may be redeemed in whole, or in part, at the Company's option at any time for a specified make-whole amount. The Notes are senior unsecured obligations and would rank equally with any future unsecured and unsubordinated indebtedness.

In November 2015, the Company established a commercial paper program (the "Commercial Paper Program"). Under the Commercial Paper Program, the Company is authorized to issue up to \$3.75 billion in outstanding notes, denominated in U.S. Dollars, with maturities up to 397 days from the date of issuance. In conjunction with the Commercial Paper Program, the Company entered into a committed unsecured \$3.75 billion revolving credit facility (the "Credit Facility") in October 2015. The

Credit Facility amended and restated the Company's prior credit facility. Borrowings under the Credit Facility are available in U.S. dollars and/or euros. In October 2016, the Company extended the Credit Facility for an additional year to October 2021. There were no material changes to the terms and conditions of the Credit Facility. The facility fee and borrowing cost under the Credit Facility are dependent upon the Company's credit rating. Currently, the applicable facility fee is 8 basis points on the average daily commitment (whether or not utilized). In addition to the facility fee, interest on borrowings under the Credit Facility would be charged at the London Interbank Offered Rate (LIBOR) plus an applicable margin of 79.5 basis points, or an alternative base rate.

The Credit Facility contains customary representations, warranties, events of default and affirmative and negative covenants, including a financial covenant limiting the maximum level of consolidated debt to earnings before interest, taxes, depreciation and amortization (EBITDA), which are substantially similar to the prior credit facility. Mastercard was in compliance in all material respects with the covenants of the Credit Facility as of September 30, 2016 and December 31, 2015. The majority of Credit Facility lenders are customers or affiliates of customers of Mastercard.

Borrowings under the Credit Facility and the Commercial Paper Program are used for general corporate purposes. Mastercard had no borrowings outstanding under the Credit Facility or the Commercial Paper Program at September 30, 2016 and December 31, 2015.

Dividends and Share Repurchases

Mastercard has historically paid quarterly dividends on its outstanding Class A common stock and Class B common stock. Subject to legally available funds, we intend to continue to pay a quarterly cash dividend. However, the declaration and payment of future dividends is at the sole discretion of our Board of Directors after taking into account various factors, including our financial condition, operating results, available cash and current and anticipated cash needs.

On December 8, 2015, our Board of Directors declared a quarterly cash dividend of \$0.19 per share paid on February 9, 2016 to holders of record on January 8, 2016 of our Class A common stock and Class B common stock. The aggregate amount of this dividend was \$212 million.

On February 2, 2016, our Board of Directors declared a quarterly cash dividend of \$0.19 per share paid on May 9, 2016 to holders of record on April 8, 2016 of our Class A common stock and Class B common stock. The aggregate amount of this dividend was \$209 million.

On June 28, 2016, our Board of Directors declared a quarterly cash dividend of \$0.19 per share paid on August 9, 2016 to holders of record on July 8, 2016 of our Class A common stock and Class B common stock. The aggregate amount of this dividend was \$209 million.

On September 27, 2016, our Board of Directors declared a quarterly cash dividend of \$0.19 per share payable on November 9, 2016 to holders of record on October 10, 2016 of our Class A common stock and Class B common stock. The aggregate amount of this dividend will be \$208 million.

Aggregate payments for quarterly dividends totaled \$630 million and \$548 million for the nine months ended September 30, 2016 and 2015, respectively.

Shares in the Company's common stock that are repurchased are considered treasury stock. The timing and actual number of additional shares repurchased will depend on a variety of factors, including the operating needs of the business, legal requirements, price and economic and market conditions. In December 2015, our Board of Directors approved a new share repurchase program authorizing the Company to repurchase up to \$4 billion of our Class A common stock. This program became effective in February 2016. We typically complete a share repurchase program before a new program becomes effective.

The following table summarizes the Company's share repurchase authorizations of its Class A common stock through September 30, 2016, as well as historical purchases:

	Authorization Dates		
	December 2015	December 2014	Total
	(in millions, except average price data)		
Board authorization	\$ 4,000	\$ 3,750	\$ 7,750
Remaining authorization at December 31, 2015	\$ 4,000	\$ 507	\$ 4,507
Dollar value of shares repurchased during the nine months ended September 30, 2016	\$ 1,903	\$ 507	\$ 2,410
Remaining authorization at September 30, 2016	\$ 2,097	\$ —	\$ 2,097
Shares repurchased during the nine months ended September 30, 2016	20.6	5.7	26.3
Average price paid per share during the nine months ended September 30, 2016	\$ 92.35	\$ 89.76	\$ 91.80

See Note 7 (Stockholders' Equity) to the consolidated financial statements included in Part I, Item 1 of this Report for further discussion.

Off-Balance Sheet Arrangements

Mastercard has no off-balance sheet debt other than lease arrangements, a definitive agreement to acquire a controlling interest in VocaLink Holdings Limited ("VocaLink") for approximately £700 million, and other commitments as presented in the future obligations table in Item 7 (Liquidity and Capital Resources) in Part II of the Company's Annual Report on Form 10-K for the year ended December 31, 2015. For further information related to the VocaLink transaction, refer to Note 2 (Acquisitions) to the consolidated financial statements included in Part I, Item 1 of this Report.

Recent Accounting Pronouncements

Refer to Note 1 (Summary of Significant Accounting Policies) to the consolidated financial statements included in Part I, Item 1 of this Report.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Market risk is the potential for economic losses to be incurred on market risk sensitive instruments arising from adverse changes in market factors such as interest rates, foreign currency exchange rates and equity price risk. Our exposure to market risk from changes in interest rates, foreign exchange rates and equity price risk is limited. Management establishes and oversees the implementation of policies governing our funding, investments and use of derivative financial instruments. We monitor risk exposures on an ongoing basis. The effect of a hypothetical 10% adverse change in foreign currency forward rates could result in a fair value loss of approximately \$82 million on our foreign currency derivative contracts outstanding at September 30, 2016 related to the hedging program. A 100 basis point adverse change in interest rates would not have a material impact on the Company's investments at September 30, 2016 or December 31, 2015. Our euro-denominated debt is vulnerable to changes in the euro to U.S. dollar exchange rates. We use the euro-denominated debt to hedge a portion of our net investment in foreign operations against adverse movements in exchange rates, with changes in the translated value of the debt recorded within currency translation adjustment in accumulated other comprehensive income (loss). In addition to euro-denominated debt, we have U.S. dollar-denominated debt, both of which carry a fixed interest rate and thus the fair value of our debt is subject to interest rate risk. There was no material equity price risk at September 30, 2016 or December 31, 2015.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

Our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act")) are designed to ensure that information that is required to be disclosed in the reports under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the Securities and Exchange Commission and to ensure that information required to be disclosed is accumulated and communicated to management, including our President and Chief Executive Officer and our Chief Financial Officer, to allow timely decisions regarding disclosure. The President and Chief Executive Officer and the Chief Financial Officer, with assistance from other members of management, have reviewed the effectiveness of our disclosure controls and procedures as of the end of the period covered by this Report and, based on their evaluation, have concluded that the disclosure controls and procedures were effective as of such date.

Changes in Internal Control over Financial Reporting

There was no change in Mastercard's internal control over financial reporting that occurred during the three months ended September 30, 2016 that has materially affected, or is reasonably likely to materially affect, Mastercard's internal control over financial reporting.

Other Financial Information

With respect to the unaudited consolidated financial information of Mastercard Incorporated and its subsidiaries as of September 30, 2016 and for the three and nine months ended September 30, 2016 and 2015, PricewaterhouseCoopers LLP reported that they have applied limited procedures in accordance with professional standards for a review of such information. However, their report dated October 28, 2016 appearing below, states that they did not audit and they do not express an opinion on that unaudited financial information. Accordingly, the degree of reliance on their report on such information should be restricted in light of the limited nature of the review procedures applied. PricewaterhouseCoopers LLP is not subject to the liability provisions of Section 11 of the Securities Act of 1933 (the "Act") for their report on the unaudited consolidated financial information because that report is not a "report" or a "part" of a registration statement prepared or certified by PricewaterhouseCoopers LLP within the meaning of Sections 7 and 11 of the Act.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Shareholders
of Mastercard Incorporated:

We have reviewed the consolidated balance sheet of Mastercard Incorporated and its subsidiaries (the "Company") as of September 30, 2016, and the related consolidated statements of operations and comprehensive income for the three and nine-month periods ended September 30, 2016 and 2015, and the consolidated statement of changes in equity for the nine-month period ended September 30, 2016, and the consolidated statement of cash flows for the nine-month periods ended September 30, 2016 and 2015 included within Part I, Item 1 of this Form 10-Q. These interim financial statements are the responsibility of the Company's management.

We conducted our review in accordance with the standards of the Public Company Accounting Oversight Board (United States). A review of interim financial information consists principally of applying analytical procedures and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with the standards of the Public Company Accounting Oversight Board (United States), the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

Based on our review, we are not aware of any material modifications that should be made to the accompanying consolidated interim financial statements for them to be in conformity with accounting principles generally accepted in the United States of America.

We previously audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheet as of December 31, 2015, and the related consolidated statements of operations, of comprehensive income, of changes in equity, and of cash flows for the year then ended (not presented herein), and in our report dated February 12, 2016, we expressed an unqualified opinion on those consolidated financial statements. In our opinion, the information set forth in the accompanying consolidated balance sheet information as of December 31, 2015, is fairly stated in all material respects in relation to the consolidated balance sheet from which it has been derived.

/s/ PricewaterhouseCoopers LLP

New York, New York
October 28, 2016

PART II - OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

Refer to Note 11 (Legal and Regulatory Proceedings) to the consolidated financial statements included in Part I, Item 1 of this Report.

ITEM 1A. RISK FACTORS

For a discussion of the Company's risk factors, see Item 1A (Risk Factors) in Part I of our Annual Report on Form 10-K for the year ended December 31, 2015.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

ISSUER PURCHASES OF EQUITY SECURITIES

During the third quarter of 2016, Mastercard repurchased a total of approximately 6.0 million shares for \$591 million at an average price of \$97.70 per share of Class A common stock. See Note 7 (Stockholders' Equity) to the consolidated financial statements included in Part I, Item 1 of this Report for further discussion with respect to the Company's share repurchase programs. The Company's repurchase activity during the third quarter of 2016 is summarized in the following table:

Period	Total Number of Shares Purchased	Average Price Paid per Share (including commission cost)	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Dollar Value of Shares that may yet be Purchased under the Plans or Programs ¹
July 1 - 31	—	\$ —	—	\$ 2,688,078,617
August 1 - 31	2,937,369	\$ 96.00	2,937,369	\$ 2,406,080,424
September 1 - 30	3,109,443	\$ 99.29	3,109,443	\$ 2,097,329,584
Total	6,046,812	\$ 97.70	6,046,812	

¹ Dollar value of shares that may yet be purchased under the repurchase programs is as of the end of the period.

ITEM 5. OTHER INFORMATION

Pursuant to Section 219 of the Iran Threat Reduction and Syria Human Rights Act of 2012, we hereby incorporate by reference herein the disclosure contained in Exhibit 99.1 of this Report.

ITEM 6. EXHIBITS

Refer to the Exhibit Index included herein.

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, thereunto duly authorized.

MASTERCARD INCORPORATED

(Registrant)

Date: October 28, 2016

By: /S/ AJAY BANGA
Ajay Banga
President and Chief Executive Officer
(Principal Executive Officer)

Date: October 28, 2016

By: /S/ MARTINA HUND-MEJEAN
Martina Hund-Mejean
Chief Financial Officer
(Principal Financial Officer)

Date: October 28, 2016

By: /S/ ANDREA FORSTER
Andrea Forster
Corporate Controller
(Principal Accounting Officer)

EXHIBIT INDEX

Exhibit Number	Exhibit Description
3.1	Amended and Restated Certificate of Incorporated of Mastercard Incorporated (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed September 29, 2016 (File No. 001-32877)).
3.2	Amended and Restated By-Laws of Mastercard Incorporated (incorporated by reference to Exhibit 3.2 to the Company's Current Report on Form 8-K filed September 29, 2016 (File No. 001-32877)).
10.1*	First Amendment to \$3,750,000,000 Amended and Restated Credit Agreement, dated as of October 5, 2016, among Mastercard Incorporated, the several lenders and agents from time to time party thereto, Citibank, N.A., as managing administrative agent and JPMorgan Chase Bank, N.A. as administrative agent.
12.1*	Computation of Ratio of Earnings to Fixed Charges.
15*	Awareness Letter from the Company's Independent Registered Public Accounting Firm.
31.1*	Certification of Ajay Banga, President and Chief Executive Officer, pursuant to Rule 13a-14(a)/15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2*	Certification of Martina Hund-Mejean, Chief Financial Officer, pursuant to Rule 13a-14(a)/15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1*	Certification of Ajay Banga, President and Chief Executive Officer, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2*	Certification of Martina Hund-Mejean, Chief Financial Officer, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
99.1*	Disclosure pursuant to Section 219 of the Iran Threat Reduction and Syria Human Rights Act of 2012.
101.INS*	XBRL Instance Document
101.SCH*	XBRL Taxonomy Extension Schema Document
101.CAL*	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF*	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB*	XBRL Taxonomy Extension Label Linkbase Document
101.PRE*	XBRL Taxonomy Extension Presentation Linkbase Document

* Filed or furnished herewith.

The agreements and other documents filed as exhibits to this report are not intended to provide factual information or other disclosure other than with respect to the terms of the agreements or other documents themselves, and should not be relied upon for that purpose. In particular, any representations and warranties made by the Company in these agreements or other documents were made solely within the specific context of the relevant agreement or document and may not describe the actual state of affairs as of the date they were made or at any other time.

FIRST AMENDMENT TO CREDIT AGREEMENT

THIS FIRST AMENDMENT TO CREDIT AGREEMENT (this “Amendment”) is dated as of September 26, 2016 and is entered into by and among MASTERCARD INCORPORATED, a Delaware corporation (the “Company”), and the Lenders (as defined below) signatory hereto. Capitalized terms used herein without definition shall have the same meanings herein as set forth in the Credit Agreement after giving effect to this Amendment.

RECITALS

WHEREAS, the Company has entered into that Amended and Restated Credit Agreement, dated as of October 21, 2015, among the Company, the Subsidiary Borrowers from time to time parties thereto, the several banks and other financial institutions from time to time parties thereto (collectively, the “Lenders”), and Citibank, N.A. (“Citibank”), as managing administrative agent for the Lenders thereunder (the “Managing Administrative Agent”), and JPMorgan Chase Bank, N.A., as administrative agent for the Lenders thereunder (as amended, restated, supplemented or otherwise modified from time to time prior to the date hereof, the “Credit Agreement”);

WHEREAS, the Company and the Lenders signatory hereto constituting the Required Lenders have agreed to amend certain provisions of the Credit Agreement;

NOW, THEREFORE, in consideration of the premises and the agreements, provisions and covenants herein contained, the parties hereto agree as follows:

SECTION I. AMENDMENTS TO CREDIT AGREEMENT

a. Section 1.1 of the Credit Agreement is hereby amended by inserting the following defined terms in the appropriate alphabetical order therein:

“Bail-In Action”: the exercise of any Write-Down and Conversion Powers by the applicable EEA Resolution Authority in respect of any liability of an EEA Financial Institution.

“Bail-In Legislation”: with respect to any EEA Member Country implementing Article 55 of Directive 2014/59/EU of the European Parliament and of the Council of the European Union, the implementing law for such EEA Member Country from time to time which is described in the EU Bail-In Legislation Schedule.

“EEA Financial Institution”: (a) any credit institution or investment firm established in any EEA Member Country which is subject to the supervision of an EEA Resolution Authority, (b) any entity established in an EEA Member Country which is a parent of an institution described in clause (a) of this definition, or (c) any financial institution established in an EEA Member Country which is a subsidiary of an institution described in clauses (a) or (b) of this definition and is subject to consolidated supervision with its parent;

“EEA Member Country”; any of the member states of the European Union, Iceland, Liechtenstein, and Norway.

“EEA Resolution Authority”: any public administrative authority or any person entrusted with public administrative authority of any EEA Member Country (including any delegee) having responsibility for the resolution of any EEA Financial Institution.

“EU Bail-In Legislation Schedule”: the EU Bail-In Legislation Schedule published by the Loan Market Association (or any successor person), as in effect from time to time.

“Write-Down and Conversion Powers”: with respect to any EEA Resolution Authority, the write-down and conversion powers of such EEA Resolution Authority from time to time under the Bail-In Legislation for the applicable EEA Member Country, which write-down and conversion powers are described in the EU Bail-In Legislation Schedule.

b. Section 1.1 of the Credit Agreement is hereby further amended by amending and restating clause (iv) of the defined term “Defaulting Lender” in its entirety by replacing it with the following:

“(iv) a Lender Insolvency Event has occurred and is continuing with respect to such Lender (provided that neither the reallocation of funding obligations provided for in Section 2.21 as a result of a Lender’s being a Defaulting Lender nor the performance by Non-Defaulting Lenders of such reallocated funding obligations will cause the relevant Defaulting Lender to become a Non-Defaulting Lender) or such Lender has become the subject of a Bail-in Action.”

c. Section 2.21 of the Credit Agreement is hereby amended by amending and restating clause (c)(i) thereof in its entirety by replacing it with the following:

“(i) the Swing Line Exposure of such Defaulting Lender will, subject to the limitation in the first proviso below, automatically be reallocated (effective on the day such Lender becomes a Defaulting Lender) among the Non-Defaulting Lenders pro rata in accordance with their respective Commitments (without giving effect to such Defaulting Lender’s Commitment); provided that (i) the sum of the total outstanding principal amounts of each Non-Defaulting Lender’s Revolving Credit Loans and its Swing Line Exposure (including, as applicable, in its capacity as Swing Line Lender) may not in any event exceed the Commitment of such Non-Defaulting Lender as in effect at the time of such reallocation and (ii) subject to Section 9.21, neither such reallocation nor any payment by a Non-Defaulting Lender pursuant thereto will constitute a waiver or release of any claim any Borrower, the Managing Administrative Agent, any Swing Line Lender or any other Lender may have against such Defaulting Lender or cause such Defaulting Lender to be a Non-Defaulting Lender; and”

d. Section 9 of the Credit Agreement is hereby amended by inserting the following provision immediately after Section 9.20 therein:

“9.21 Acknowledgement and Consent to Bail-In of EEA Financial Institutions. Notwithstanding anything to the contrary in any Loan Document or in any other agreement, arrangement or understanding among any such parties, each party hereto acknowledges that any liability of any EEA Financial Institution arising under any Loan Document, to the extent such liability is unsecured, may be subject to the write-down and conversion powers of an EEA Resolution Authority and agrees and consents to, and acknowledges and agrees to be bound by:

(a) the application of any Write-Down and Conversion Powers by an EEA Resolution Authority to any such liabilities arising hereunder which may be payable to it by any party hereto that is an EEA Financial Institution; and

(b) the effects of any Bail-in Action on any such liability, including, if applicable:

(i) a reduction in full or in part or cancellation of any such liability;

(ii) a conversion of all, or a portion of, such liability into shares or other instruments of ownership in such EEA Financial Institution, its parent undertaking, or a bridge institution that may be issued to it or otherwise conferred on it, and that such shares or other instruments of ownership will be accepted by it in lieu of any rights with respect to any such liability under this Agreement or any other Loan Document; or

(iii) the variation of the terms of such liability in connection with the exercise of the write-down and conversion powers of any EEA Resolution Authority.”

SECTION II. EFFECTIVENESS

This Amendment shall become effective as of the date hereof only upon the receipt by the Managing Administrative Agent (or its counsel) of a counterpart signature page of this Amendment duly executed by the Company and the Required Lenders (the date of such receipt being referred to herein as the “First Amendment Effective Date”).

SECTION III. REPRESENTATIONS AND WARRANTIES

In order to induce Lenders to enter into this Amendment and to amend the Credit Agreement in the manner provided herein, the Company represents and warrants to each Lender that the following statements are true and correct in all material respects:

a. Corporate Power and Authority. The Company has the corporate power and authority, and the legal right, to make, deliver and perform this Amendment and has taken all necessary corporate action to authorize the execution, delivery and performance of this Amendment.

b. No Legal Bar. The execution, delivery and performance of this Amendment by the Company will not violate any Requirement of Law or Contractual Obligation of the Company and will not result in, or require, the creation or imposition of any Lien on any of its properties or revenues pursuant to any such Requirement of Law or Contractual Obligation, except to the extent that such violation or imposition of Liens could not reasonably be expected to have a Material Adverse Effect.

c. Governmental Consent. No consent or authorization of, filing with, notice to or other act by or in respect of, any Governmental Authority or any other Person is required in connection with the execution, delivery, performance, validity or enforceability of this Amendment, except for consents, authorizations, notices or filings that if not obtained or made, could not reasonably be expected to have a Material Adverse Effect.

d. Binding Obligation. This Amendment has been duly executed and delivered on behalf of the Company. This Amendment constitutes a legal, valid and binding obligation of the Company enforceable against the Company in accordance with its terms, subject to the effects of bankruptcy, insolvency, fraudulent conveyance, reorganization, moratorium and other similar laws relating to or affecting creditors' rights generally, general equitable principles (whether considered in a proceeding in equity or at law) and an implied covenant of good faith and fair dealing.

e. Incorporation of Representations and Warranties from Credit Agreement. The representations and warranties contained in Section 3 of the Credit Agreement (after giving effect to this Amendment) are and will be true and correct in all material respects (except that such representations and warranties that are qualified as to materiality are true and correct in all respects) on and as of the First Amendment Effective Date as if made on and as of such date, except for representations and warranties expressly stated to relate to a specific earlier date, in which case such representations and warranties were so true and correct as of such earlier date.

f. Absence of Default. No Default or Event of Default has occurred and is continuing or will result from the consummation of the transactions contemplated by this Amendment.

SECTION IV. MISCELLANEOUS

a. Reference to and Effect on the Credit Agreement and the Other Loan Documents.

(i) On and after the First Amendment Effective Date, each reference in the Credit Agreement to "this Agreement", "hereunder", "hereof", "herein" or words of like import referring to the Credit Agreement, and each reference in the other Loan Documents to the "Credit Agreement", "thereunder", "thereof" or words of like import referring to the Credit Agreement shall mean and be a reference to the Credit Agreement as amended hereby.

(ii) Except as specifically amended by this Amendment, the Credit Agreement and the other Loan Documents shall remain in full force and effect and are hereby ratified and confirmed.

(iii) This Amendment shall constitute a Loan Document for all purposes of the Credit Agreement and shall be administered and construed pursuant to the terms of the Credit Agreement.

(iv) The execution, delivery and performance of this Amendment shall not constitute a waiver of any provision of, or operate as a waiver of any right, power or remedy of any Agent or Lender under, the Credit Agreement or any of the other Loan Documents.

b. Headings. Section and subsection headings in this Amendment are included herein for convenience of reference only and shall not constitute a part of this Amendment for any other purpose or be given any substantive effect.

c. Applicable Law. THIS AMENDMENT AND THE RIGHTS AND OBLIGATIONS OF THE PARTIES HEREUNDER SHALL BE GOVERNED BY, AND SHALL BE CONSTRUED AND INTERPRETED IN ACCORDANCE WITH, THE LAW OF THE STATE OF NEW YORK.

d. Counterparts. This Amendment may be executed by one or more of the parties to this Amendment on any number of separate counterparts (including by facsimile or other electronic transmission), and all of said counterparts taken together shall be deemed to constitute one and the same instrument. A set of the copies of this Amendment signed by all the parties shall be lodged with the Company and the Managing Administrative Agent.

[Remainder of this page intentionally left blank.]

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be duly executed and delivered by their respective officers thereunto duly authorized as of the date first written above.

MASTERCARD INCORPORATED

By: /s/ Alfred Kibe
Name: Alfred Kibe
Title: Assistant Treasurer

CITIBANK, N.A.

By: /s/ Maureen Maroney
Name: Maureen Maroney
Title: Vice President

J.P. Morgan Chase Bank, N.A.

By: /s/ Kortney Knight
Name: Kortney Knight
Title: Vice President

Bank of China, New York Branch

By: /s/ Haifeng Xu
Name: Haifeng Xu
Title: Executive Vice President

DEUTSCHE BANK AG NEW YORK
BRANCH

By: /s/ Virginia Cosenza
Name: Virginia Cosenza
Title: Vice President

By: /s/ Ming K. Chu
Name: Ming K. Chu
Title: Director

U.S. Bank National Association

By: /s/ Allison Burgun
Name: Allison Burgun
Title: Vice President

The Bank of Tokyo-Mitsubishi UFJ, Ltd.

By: /s/ Suzanne Ley
Name: Suzanne Ley
Title: Vice President

BARCLAYS BANK, PLC as Lender

By: /s/ Daniel Packman
Name: Daniel Packman
Title: Director

GOLDMAN SACHS BANK USA

By: /s/ Reg Williams
Name: Reg Williams
Title: Authorized Signatory

Industrial and Commercial Bank of China
Limited, New York Branch

By: /s/ Jeffery Roth
Name: Jeffery Roth
Title: Director

By: /s/ Shulin Peng
Name: Shulin Peng
Title: Managing Director

LLOYDS BANK PLC

By: /s/ Daven Popat
Name: Daven Popat - P003
Title: Senior Vice President

By: /s/ Erin Walsh
Name: Erin Walsh - W004
Title: Assistant Vice President

Bank of America, N.A.

By: /s/ Derek Miller
Name: Derek Miller
Title: Vice President

MIZUHO BANK, LTD.

By: /s/ David Lim
Name: David Lim
Title: Authorized Signatory

THE ROYAL BANK OF SCOTLAND plc, as
Lender

By: /s/ Joseph A. Conte
Name: Joseph A. Conte, CFA
Title: Vice President

Bank of Montreal

By: /s/ Lauren VonderHeid
Name: Lauren VonderHeid
Title: Vice President

Morgan Stanley Bank, N.A.

By: /s/ Michael King
Name: Michael King
Title: Authorized Signatory

PNC Bank, National Association

By: /s/ Robert M. Martin
Name: Robert M. Martin
Title: Senior Vice President

Commonwealth Bank of Australia

By: /s/ Stephen McCarthy
Name: Stephen McCarthy
Title: Associate Director

Standard Chartered Bank

By: /s/ Steven Aloupls
Name: Steven Aloupls A2388
Title: Managing Director

Wells Fargo Bank, N.A.

By: /s/ Heidi Samuels
Name: Heidi Samuels
Title: Director

Commerzbank AG, New York Branch

By: /s/ Pedro Bell
Name: Pedro Bell
Title: Director

By: /s/ Anne Culver
Name: Anne Culver
Title: Assistant Vice President

HSBC Bank USA, N.A.

By: /s/ David Rebibo
Name: David Rebibo
Title: Director

BANCO SANTANDER, N.A.

By: /s/ Federico Robin

Name: Federico Robin

Title: Executive Director

By: /s/ Paloma Garcia Castro

Name: Paloma Garcia Castro

Title: Associate

MASTERCARD INCORPORATED
COMPUTATION OF RATIO OF EARNINGS TO FIXED CHARGES

	Nine Months Ended September 30, 2016	Years Ended December 31,				
		2015	2014	2013	2012	2011
		(in millions, except ratios)				
Pre-tax income before adjustment for non-controlling interests	\$ 4,331	\$ 4,952	\$ 5,082	\$ 4,502	\$ 3,932	\$ 2,746
Loss attributable to non-controlling interests and equity investments	39	89	27	37	25	18
Add: Fixed charges	67	63	50	20	25	29
Earnings	\$ 4,437	\$ 5,104	\$ 5,159	\$ 4,559	\$ 3,982	\$ 2,793
Fixed charges:						
Interest expense	\$ 65	\$ 61	\$ 48	\$ 14	\$ 20	\$ 25
Portion of rental expense under operating leases deemed to be the equivalent of interest ¹	2	2	2	6	5	4
Total fixed charges	\$ 67	\$ 63	\$ 50	\$ 20	\$ 25	\$ 29
Ratio of earnings to fixed charges	66.2	81.0	103.2	228.0	159.3	96.3

¹ Portion of rental expense under operating leases deemed to be the equivalent of interest at an appropriate interest factor.

October 28, 2016

Securities and Exchange Commission
100 F Street, N.E.
Washington, DC 20549

Commissioners:

We are aware that our report dated October 28, 2016 on our review of interim financial information of Mastercard Incorporated and its subsidiaries (the "Company") as of September 30, 2016 and for the three and nine month periods ended September 30, 2016 and 2015 and included in the Company's quarterly report on Form 10-Q for the quarter ended September 30, 2016 is incorporated by reference in its Registration Statements on Form S-8 dated June 30, 2006 (File No. 333-135572), August 9, 2006 (File No. 333-136460), and June 15, 2007 (File No. 333-143777), and the Registration Statement on Form S-3 dated June 15, 2015 (No. 333-204959).

Very truly yours,

/s/ PricewaterhouseCoopers LLP

New York, New York

**CERTIFICATION PURSUANT TO
RULE 13a-14(a)/15d-14(a),
AS ADOPTED PURSUANT TO SECTION 302
OF THE SARBANES-OXLEY ACT OF 2002**

I, Ajay Banga, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Mastercard Incorporated for the three months ended September 30, 2016;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: October 28, 2016

By: /s/ Ajay Banga

Ajay Banga

President and Chief Executive Officer

**CERTIFICATION PURSUANT TO
RULE 13a-14(a)/15d-14(a),
AS ADOPTED PURSUANT TO SECTION 302
OF THE SARBANES-OXLEY ACT OF 2002**

I, Martina Hund-Mejean, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Mastercard Incorporated for the three months ended September 30, 2016;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: October 28, 2016

By: /s/ Martina Hund-Mejean

Martina Hund-Mejean

Chief Financial Officer

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 906
OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the quarterly report of Mastercard Incorporated (the "Company") on Form 10-Q for the three month period ended September 30, 2016 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Ajay Banga, certify, pursuant to 18 U.S.C. section 1350, as adopted pursuant to section 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge:

1. The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

October 28, 2016

/s/ Ajay Banga

Ajay Banga

President and Chief Executive Officer

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 906
OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the quarterly report of Mastercard Incorporated (the "Company") on Form 10-Q for the three month period ended September 30, 2016 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Martina Hund-Mejean, certify, pursuant to 18 U.S.C. section 1350, as adopted pursuant to section 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge:

1. The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

October 28, 2016

/s/ Martina Hund-Mejean

Martina Hund-Mejean

Chief Financial Officer

Section 13(r) Disclosure

Mastercard has established a risk-based compliance program designed to prevent us from having business dealings with Iran, as well as other prohibited countries, regions, individuals or entities. This includes obligating issuers and acquirers to screen cardholders and merchants, respectively, against the U.S. Office of Foreign Assets Control's ("OFAC") List of Specially Designated Nationals ("SDN list").

We identified through our compliance program that for the period covered by this Report, Mastercard processed transactions resulting from:

- certain European acquirers having acquired transactions for consular services with Iranian embassies located in Austria, France and Spain that accepted Mastercard cards; and
- certain European and Middle Eastern acquirers having acquired transactions for Iran Air, which accepted Mastercard cards, in Austria, France and Qatar.

OFAC regulations and other legal authorities provide exemptions for certain activities involving dealings with Iran. However, Section 219 of the Iran Threat Reduction and Syria Human Rights Act of 2012 requires us to disclose whether we, or any of our affiliates, have knowingly engaged in certain transactions or dealings involving the Government of Iran or with certain persons or entities found on the SDN list, regardless of whether these dealings constitute a violation of OFAC regulations. We intend to allow our acquirers to continue to engage in these transactions to the extent permitted by law.

We do not calculate net revenues or net profits associated with specific merchants (our customers' customers). However, we used our fee schedule and the aggregate number and amount of transactions involving the Iranian embassies and Iran Air to estimate the net revenue and net profit we obtained during the three months ended September 30, 2016. Both the number of transactions and our estimated net revenue and net profits for this period are de minimis.