

MASTERCARD INC
Form SC 13G/A
August 20, 2007

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 13G/A
Under the Securities Exchange Act of 1934
(Amendment No. 2)*
MasterCard Incorporated
(Name of Issuer)
Class A Common Stock, par value \$0.0001 per share
(Title of Class of Securities)**

57636Q104

(CUSIP Number)

August 17, 2007

(Date of Event which Requires Filing
of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Continued on following pages Page 1 of 10 Pages Exhibit Index: Page 9

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1. Names of Reporting Persons
Atticus Capital LP

Check the Appropriate Box if a Member of a Group (See Instructions)

2. (a)
(b)

3. SEC Use Only

4. Citizenship or Place of Organization
Delaware

5. Sole Voting Power
7,181,494
Number of
Shares
Beneficially 6. Shared Voting Power
by
0
Owned by
Each 7. Sole Dispositive Power
Reporting Person 7,181,494
With: 8. Shared Dispositive Power
0

Aggregate Amount Beneficially Owned by Each Reporting Person

9.

7,181,494

Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

10.

o

Percent of Class Represented by Amount in Row (9)

11.

9.0%

Type of Reporting Person (See Instructions)

12.

PN

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1. Names of Reporting Persons
Atticus Management LLC

Check the Appropriate Box if a Member of a Group (See Instructions)

2. (a)
(b)

3. SEC Use Only

4. Citizenship or Place of Organization:
Delaware

5. Sole Voting Power
7,181,494
Number of
Shares
Beneficially 6. Shared Voting Power
by
0
Owned by
Each 7. Sole Dispositive Power
Reporting 7,181,494
Person
With: 8. Shared Dispositive Power
0

Aggregate Amount Beneficially Owned by Each Reporting Person

9.

7,181,494

Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

10.

o

Percent of Class Represented by Amount in Row (9)

11.

9.0%

Type of Reporting Person (See Instructions)

12.

OO

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1. Names of Reporting Persons
Timothy R. Barakett

Check the Appropriate Box if a Member of a Group (See Instructions)

2. (a)
(b)

3. SEC Use Only

4. Citizenship or Place of Organization:
Canada

5. Sole Voting Power
Number of Shares 7,181,494

6. Shared Voting Power
Beneficially by Owned by Each 0

7. Sole Dispositive Power
Reporting Person With: 7,181,494

8. Shared Dispositive Power
0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

7,181,494

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

o

11. Percent of Class Represented by Amount in Row (9):

9.0%

12. Type of Reporting Person (See Instructions)

HC, IN

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Item 1(a) Name of Issuer

Item 1(b) Address of the Issuer's Principal Executive Offices

Item 2(a) Name of Person Filing

Item 2(b) Address of Principal Business Office or, if None, Residence

Item 2(c) Citizenship

Item 2(d) Title of Class of Securities

Item 2(e) CUSIP Number

Item 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a

Item 4. Ownership

Item 4(a) Amount Beneficially Owned

Item 4(b) Percent of Class

Item 4(c) Number of shares as to which such person has

Item 5. Ownership of Five Percent or Less of a Class

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person

Item 8. Identification and Classification of Members of the Group

Item 9. Notice of Dissolution of Group

Item 10. Certification

Signatures

EX-99.A: Power of Attorney

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Item 1(a) Name of Issuer:

Mastercard Incorporated (the Issuer).

Item 1(b) Address of the Issuer s Principal Executive Offices:

2000 Purchase Street
Purchase, New York 10577

Item 2(a) Name of Person Filing:

This statement is filed on behalf of each of the following persons (collectively, the Reporting Persons):

- i) Atticus Capital LP (Atticus Capital);
- ii) Atticus Management LLC (Atticus Management); and
- iii) Timothy R. Barakett (Mr. Barakett).

2(b) Address of Principal Business Office or, if None, Residence:

The address of the principal business office of the Reporting Persons is 152 West 57th Street, 45th Floor, New York, NY 10019.

Item 2(c) Citizenship:

- 1) Atticus Capital is a Delaware limited partnership;
- 2) Atticus Management is a Delaware limited liability company; and
- 3) Mr. Barakett is a citizen of Canada.

Item 2(d) Title of Class of Securities:

Class A Common Stock, par value \$0.0001 per share (the Shares).

Item 2(e) CUSIP Number:

57636Q104

Item 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

This Item 3 is not applicable.

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Item 4. Ownership:**Item 4(a) Amount Beneficially Owned:**

As of the Date of Event, each of the Reporting Persons may be deemed to be the beneficial owner of 7,181,494 Shares.

Item 4(b) Percent of Class:

As of July 26, 2007, the number of Shares outstanding was 79,837,897 according to the Issuer's Form 10-Q filed on August 1, 2007. Each of the Reporting Persons may be deemed to be the beneficial owner of approximately 9.0% of the total number of Shares outstanding.

Item 4(c) Number of shares as to which such person has:

Atticus Capital

(i) Sole power to vote or to direct the vote	7,181,494
(ii) Shared power to vote or to direct the vote	0
(iii) Sole power to dispose or to direct the disposition of	7,181,494
(iv) Shared power to dispose or to direct the disposition of	0

Atticus Management

(i) Sole power to vote or to direct the vote	7,181,494
(ii) Shared power to vote or to direct the vote	0
(iii) Sole power to dispose or to direct the disposition of	7,181,494
(iv) Shared power to dispose or to direct the disposition of	0

Mr. Barakett

(i) Sole power to vote or to direct the vote	7,181,494
(ii) Shared power to vote or to direct the vote	0
(iii) Sole power to dispose or to direct the disposition of	7,181,494
(iv) Shared power to dispose or to direct the disposition of	0

Item 5. Ownership of Five Percent or Less of a Class:

This Item 5 is not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person:

This Item 6 is not applicable.

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Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person:

This Item 7 is not applicable.

Item 8. Identification and Classification of Members of the Group.

This Item 8 is not applicable.

Item 9. Notice of Dissolution of Group:

This Item 9 is not applicable.

Item 10. Certification:

By signing below each of the Reporting Persons certifies that, to the best of such person's knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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Signatures

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: August 20, 2007

ATTICUS CAPITAL LP

By: Atticus Management LLC,
its general partner

By: /s/ Timothy R. Barakett*

Timothy R. Barakett
Managing Member

ATTICUS MANAGEMENT LLC

By: /s/ Timothy R. Barakett*

Timothy R. Barakett
Managing Member

TIMOTHY BARAKETT

By: /s/ Timothy R. Barakett*

* by Dennis
Bertron,
attorney-in-fact

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EXHIBIT INDEX

A. Power of Attorney, dated June 7, 2007