

VISA INC.
Form 8-K
July 16, 2009

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): July 16, 2009

VISA INC.

(Exact name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-33977
(Commission File Number)

26-0267673
(IRS Employer
Identification No.)

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P.O. Box 8999

San Francisco, California
(Address of Principal Executive Offices)

94128-8999

(Zip Code)

Registrant's Telephone Number, Including Area Code: (415) 932-2100

N/A

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instructions A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 8.01 Other Events.

On July 16, 2009, Visa Inc. (the Company) issued a press release announcing that it had deposited \$700 million into the litigation escrow account previously established under the Company's retrospective responsibility plan (the Plan). Under the Plan, the \$700 million deposit has the effect of a repurchase by the Company of 11,578,878 shares of Class A common stock at approximately \$60.45 per share, on an as-converted basis, by reducing the as-converted Class B common stock share count from 154,566,658 to 142,987,780. The deposit and price per share calculations were conducted in accordance with the Company's certificate of incorporation using the volume-weighted average price over the 11-day pricing period from June 30, 2009 through July 15, 2009. As a result of the deposit, the conversion rate applicable to the Company's Class B common stock has decreased from 0.6296 to 0.5824.

A copy of the press release is attached hereto as Exhibit 99.1 to this Current Report on Form 8-K.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

99.1 Press Release issued by Visa Inc., dated July 16, 2009

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

VISA INC.

Date: July 16, 2009

By: /s/ Joseph W. Saunders
Joseph W. Saunders
Chief Executive Officer and Chairman of the Board of
Directors

EXHIBIT INDEX

Exhibit

| Number | Description |
|---------------|--|
| 99.1 | Press Release issued by Visa Inc., dated July 16, 2009 |