

VISA INC.  
Form 8-K  
July 22, 2010

**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 21, 2010**

**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 22, 2010, Visa Inc. (the Company) issued a press release announcing that its board of directors unanimously voted in favor of two amendments to the Company's certificate of incorporation: declassifying the board and adopting a majority vote standard in uncontested director elections. Approval of the amendments requires support by the majority of outstanding shares of the Company's class A common stock at the Company's next annual meeting, to be held on January 27, 2011 (the 2011 Annual Meeting).

In addition, the Company announced that the record date for the 2011 Annual Meeting is December 3, 2010. The Company's class A common stockholders at the close of business on the record date will be entitled to vote at the 2011 Annual Meeting.

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 22, 2010

**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 22, 2010

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

**EXHIBIT INDEX**

| <b>Exhibit<br/>Number</b> | <b>Description</b>                                     |
|---------------------------|--|
| 99.1                      | Press Release issued by Visa Inc., dated July 22, 2010 |