

SECURITIES AND EXCHANGE COMMISSION

FORM 8-K

Current report filing

Filing Date: **2010-06-01** | Period of Report: **2010-05-28**  
SEC Accession No. **0000950130-10-002056**

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FILER

**VISA INC.**

CIK: **1403161** | IRS No.: **260267673** | State of Incorporation: **DE** | Fiscal Year End: **0930**  
Type: **8-K** | Act: **34** | File No.: **001-33977** | Film No.: **10868213**  
SIC: **7389** Business services, nec

Mailing Address  
*P.O. BOX 8999*  
*SAN FRANCISCO CA*  
*94128-8999*

Business Address  
*P.O. BOX 8999*  
*SAN FRANCISCO CA*  
*94128-8999*  
*(415) 932-2100*

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**FORM 8-K**

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**CURRENT REPORT**

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

**Date of Report (Date of earliest event reported): May 28, 2010**

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**VISA INC.**

(Exact name of Registrant as Specified in Its Charter)

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**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-33977**  
(Commission  
File Number)

**26-0267673**  
(IRS Employer  
Identification No.)

**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)

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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))
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**Item 8.01 Other Events.**

On June 1, 2010, Visa Inc. (the “Company”) issued a press release announcing that on May 28, 2010, it had deposited \$500 million into the litigation escrow account previously established under the Company’s retrospective responsibility plan (the “Plan”). Under the terms of the Plan, the \$500 million deposit has the effect of a repurchase by the Company of 6,737,112 shares of Class A common stock at approximately \$74.2158 per share, on an as-converted basis, by reducing the as-converted Class B common stock share count from 142,987,780 to 136,250,668. 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 6-day pricing period from May 20, 2010, through May 27, 2010. As a result of the deposit, the conversion rate applicable to the Company’s Class B common stock has decreased from 0.5824 to 0.5550.

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 June 1, 2010

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## 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: June 1, 2010

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

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## EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release issued by Visa Inc., dated June 1, 2010

**NEWS RELEASE****Visa Inc. Announces Funding of Litigation Escrow Account**

SAN FRANCISCO, CA, June 1, 2010 - Visa Inc. (NYSE:V) today announced that on May 28, 2010, it had deposited \$500 million into the litigation escrow account previously established under the Company's retrospective responsibility plan (the "Plan"). Under the terms of the Plan, the \$500 million deposit has the effect of a repurchase by the Company of 6,737,112 shares of Class A common stock at approximately \$74.2158 per share, on an as-converted basis, by reducing the as-converted Class B common stock share count from 142,987,780 to 136,250,668. 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 6-day pricing period from May 20, 2010, through May 27, 2010. As a result of the deposit, the conversion rate applicable to the Company's Class B common stock has decreased from 0.5824 to 0.5550.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy any securities.

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About Visa: Visa operates the world's largest retail electronic payments network providing processing services and payment product platforms. This includes consumer credit, debit, prepaid and commercial payments, which are offered under the Visa, Visa Electron, Interlink and PLUS brands. Visa enjoys unsurpassed acceptance around the world and Visa/PLUS is one of the world's largest global ATM networks, offering cash access in local currency in more than 170 countries. For more information, visit [www.corporate.visa.com](http://www.corporate.visa.com)

**Forward-Looking Statements**

Certain statements contained in this press release are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, which are subject to the "safe harbor" created by those sections. These statements can be identified by the terms "anticipate," "believe," "continue," "could," "estimate," "expect," "intend," "may," "plan," "potential," "predict," "project," "should," "will" and similar expressions which are intended to identify forward-looking statements. In addition, any underlying assumptions are forward-looking statements.

By their nature, forward-looking statements: (i) speak only as of the date they are made, (ii) are not guarantees of future performance or results and (iii) are subject to risks, uncertainties and assumptions that are difficult to predict or quantify. Therefore, actual results could differ materially and adversely from those forward-looking statements as a result of a variety of factors, including all the risks discussed in Part 1, Item 1A - "Risk Factors" in our Annual Report on Form 10-K for the most recent fiscal year and any subsequent Quarterly Report on Form 10-Q. You are cautioned not to place undue reliance on such statements, which speak only as of the date of presentation. Unless required to do so under U.S. federal securities laws or other applicable laws, we do not intend to update or revise any forward-looking statements.

**Contacts:**

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