

VISA INC.  
Form 8-K  
April 06, 2011

**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): March 31, 2011**

**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 April 6, 2011, Visa Inc. (the Company) issued a press release announcing that on March 31, 2011, it had deposited \$400 million into the litigation escrow account previously established under the Company's retrospective responsibility plan (the Plan). Under the terms of the Plan, the \$400 million deposit has the effect of a repurchase by the Company of 5,419,273 shares of class A common stock at approximately \$73.81 per share, on an as-converted basis, by reducing the as-converted class B common stock share count from 125,253,161 to 119,833,888. 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 8-day pricing period from March 25, 2011, through April 5, 2011. As a result of the deposit, the conversion rate applicable to the Company's class B common stock has decreased from 0.5102 to 0.4881 as of March 31, 2011.

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 April 6, 2011

**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: April 6, 2011

By: /s/ Byron H. Pollitt  
Byron H. Pollitt

Chief Financial Officer

**EXHIBIT INDEX**

**Exhibit**

<b>Number</b>	<b>Description</b>
99.1	Press Release issued by Visa Inc., dated April 6, 2011