

VISA INC.  
Form 8-K  
February 07, 2012

**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): February 7, 2012**

**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 February 7, 2012, Visa Inc. (the Company) issued a press release announcing the new conversion rate applicable to the Company's class B common stock resulting from its December 29, 2011, deposit of \$1.565 billion into the litigation escrow account previously established under the Company's retrospective responsibility plan (the Plan). Under the terms of the Plan, this resulted in the decrease in the conversion rate applicable to the Company's class B common stock from 0.4881 to .4254, effective as of December 29, 2011. Therefore, the number of as-converted class B common shares was reduced by 15,381,045 from 119,833,888 to 104,452,843. 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 30-day pricing period from December 22, 2011, through February 6, 2012.

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 February 7, 2012

**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: February 7, 2012

By: /s/ Joseph W. Saunders  
Joseph W. Saunders  
Chairman and Chief Executive Officer

**EXHIBIT INDEX**

**Exhibit**

<b>Number</b>	<b>Description</b>
99.1	Press Release issued by Visa Inc., dated February 7, 2012