

Visa Inc.  
Form 8-K  
February 22, 2008

**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 22, 2008**

**VISA INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**333-143966**  
(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 Instruction 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 or about February 22, 2008, Visa Inc. sent to its stockholders of record as of February 20, 2008 copies of its Notice of Special Meeting of Stockholders and Proxy Statement for a special meeting to be held on March 7, 2008. A copy of the Notice of Special Meeting of Stockholders and Proxy Statement is attached to this report as Exhibit 99.1.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

<b>Exhibit Number</b>	<b>Description of Documents</b>
99.1	Notice of Special Meeting of Stockholders and Proxy Statement, dated February 22, 2008

**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.

Dated: February 22, 2008

By: /s/ Joseph W. Saunders

Name: Joseph W. Saunders

Title: Chief Executive Officer and Chairman of the Board of Directors

EXHIBIT INDEX

**Exhibit**

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