

VISA INC.  
Form 8-K  
November 07, 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): November 7, 2008**

**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 November 7, 2008, Visa Inc. (the Company) issued a press release announcing that its Special Meeting of Stockholders (the Special Meeting) is scheduled to be held on December 16, 2008 to approve the amendment and restatement of its certificate of incorporation to permit the Company greater flexibility in funding its retrospective responsibility plan, to remove obsolete provisions and to make other clarifying modifications to its certificate of incorporation. The record date will be set in the near future. The Company's stockholders as of the record date will be provided notice, proxy materials and will be entitled to vote at the Special Meeting.

The press release is attached hereto as Exhibit 99.1.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

99.1 Press Release of Visa Inc., dated November 7, 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.

Date November 7, 2008

VISA INC.

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

**EXHIBIT INDEX**

**Exhibit**

<b>Number</b>	<b>Description</b>
99.1	Press Release of Visa Inc., dated November 7, 2008