

VISA INC.  
Form 8-K  
December 16, 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): December 16, 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)**

**Registrant's Telephone Number, Including Area Code: (415) 932-2100**

**94128-8999**

**(Zip Code)**

**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 December 16, 2011, Byron H. Pollitt, Jr., Chief Financial Officer of Visa Inc. (the Company) adopted a pre-arranged stock trading plan for the exercise of options and sale of shares of Company stock. Under the plan, Mr. Pollitt may sell up to 77,484 shares of Company stock. Mr. Pollitt's plan is scheduled to terminate in February 2013.

The transactions under the stock trading plan will be disclosed publicly through Form 4 filings with the Securities and Exchange Commission. The stock trading plan was adopted in accordance with guidelines specified under Rule 10b5-1 of the Securities Exchange Act of 1934, as amended, and the Company's insider trading policy.

Mr. Pollitt will continue to be subject to the Company's executive stock ownership guidelines as outlined in the Company's Proxy Statement on Form DEF14A, filed on December 14, 2011.

Except as may be required by law, the Company does not undertake to report on specific Rule 10b5-1 pre-planned stock trading plans of Company officers, nor to report modifications or terminations of the aforementioned 10b5-1 plan or the plan of any other individual.

**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: December 16, 2011

VISA INC.

By: /s/ Joseph W. Saunders  
Joseph W. Saunders,

Chairman and Chief Executive Officer