

VISA INC.  
Form 8-K/A  
June 08, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**FORM 8-K/A**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the**  
**Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): January 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))

**Explanatory Note**

This current report on Form 8-K/A (the Amendment ) updates information provided on a current report on Form 8-K dated January 31, 2011 (the Original Form 8-K ), relating to disclosure made under Item 5.07, Submission of Matters to a Vote of Security Holders, associated with the Visa Inc. (the Company ) Annual Meeting of Stockholders held on January 27, 2011 (the Annual Meeting ). The sole purpose of this Amendment is to disclose the Company s decision regarding how frequently it will conduct an advisory vote on the compensation of the Company s named executive officers.

**Item 5.07 Submission of Matters to a Vote of Security Holders**

As previously reported in the Original Form 8-K, in an advisory vote on the frequency of the advisory vote on the compensation of the Company s named executive officers held at the Annual Meeting, 282,041,499 shares voted for one year, 1,521,921 shares voted for two years, 35,941,368 shares voted for three years, 287,194 abstained and there were 56,181,856 broker non-votes. The Company has considered the outcome of this advisory vote and has determined, as was recommended with respect to this proposal by the Company s board of directors in the proxy statement for the Annual Meeting, that the Company will hold an annual advisory vote on the compensation of the Company s named executive officers.

**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: June 8, 2011

VISA INC.

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

Chief Financial Officer