

VISA INC.
Form S-8
October 24, 2016

As filed with the Securities and Exchange Commission on October 24, 2016
Registration No. 333-____
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

VISA INC.
(Exact Name of Registrant as Specified in Its Charter)

Delaware	P.O. Box 8999	
(State or Other Jurisdiction	San Francisco, California 94128	26-0267673
of Incorporation or	(Address of Principal Executive	(I.R.S. Employer
Organization)	Offices	Identification No.)
	Including Zip Code)	

Visa Inc. 2005 Deferred Compensation Plan
(Full Title of the Plan)

Charles W. Scharf
Chief Executive Officer

Visa Inc.
P.O. Box 8999
San Francisco, California 94128-8999
(650) 432-3200
(Name, address and telephone number,
including area code, of agent for service)

Copies to:
Joseph Yaffe
Skadden, Arps, Slate, Meagher & Flom LLP
525 University Avenue
Palo Alto, California 94301
(213) 687-5000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act (Check one):

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>	Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
				(Do not check if a smaller reporting company)			

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Proposed Maximum Offering Price Per Obligation	Proposed Maximum Aggregate Offering Price ⁽²⁾	Amount of Registration Fee
Deferred Compensation Obligations	100%	\$90,000,000	\$10,431

(1) The Deferred Compensation Obligations are unsecured obligations of Visa Inc. to pay deferred compensation in the future in accordance with the terms of the Visa Inc. 2005 Deferred Compensation Plan.

(2) Estimated solely for the purpose of determining the registration fee pursuant to Rule 457(h) under the Securities Act of 1933, as amended.

This Registration Statement on Form S-8 registers additional securities of the same class as other securities for which a previously filed Registration Statement on Form S-8 relating to the Visa Inc. 2005 Deferred Compensation Plan (the "Plan") is effective. Accordingly, pursuant to General Instruction E, the contents of the Visa Inc. Registration Statement on Form S-8 (File No. 333-115056), covering the offer and sale of securities under the Plan, are incorporated herein by reference, except as otherwise updated or modified herein.

PART II

Information Required in the Registration Statement

Item 8. Exhibits

The exhibits listed on the exhibit index at the end of this Registration Statement are included in this Registration Statement.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Francisco, State of California on October 24, 2016.

VISA INC.

By: /s/ Charles W. Scharf

Name: Charles W. Scharf

Title: Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Charles W. Scharf, Vasant M. Prabhu and Kelly Mahon Tullier, each of them acting individually, his or her true and lawful attorney-in-fact and agent, with full power of substitution and revocation, in his or her name and on his or her behalf, to sign any or all amendments to this report, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully for all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Charles W. Scharf Charles W. Scharf	Chief Executive Officer and Director (Principal Executive Officer)	October 24, 2016
/s/ Vasant M. Prabhu Vasant M. Prabhu	Chief Financial Officer (Principal Financial Officer)	October 24, 2016
/s/ James H. Hoffmeister James H. Hoffmeister	Corporate Controller and Chief Accounting Officer (Principal Accounting Officer)	October 24, 2016
/s/ Robert W. Matschullat Robert W. Matschullat	Independent Chair	October 24, 2016
/s/ Lloyd A. Carney Lloyd A. Carney	Director	October 24, 2016
/s/ Mary B. Cranston Mary B. Cranston	Director	October 24, 2016
/s/ Francisco Javier Fernández-Carbajal	Director	

October 24,
2016

Francisco Javier Fernández-Carbajal

/s/ Gary A. Hoffman

Director

October 24,
2016

Gary A. Hoffman

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Signature	Title	Date
/s/ Alfred F. Kelly, Jr. Alfred F. Kelly, Jr.	Director	October 24, 2016
/s/ Cathy E. Minehan Cathy E. Minehan	Director	October 24, 2016
/s/ Suzanne Nora Johnson Suzanne Nora Johnson	Director	October 24, 2016
/s/ David J. Pang David J. Pang	Director	October 24, 2016
/s/ John A. C. Swainson John A. C. Swainson	Director	October 24, 2016
/s/ Maynard G. Webb, Jr. Maynard G. Webb, Jr.	Director	October 24, 2016

EXHIBIT INDEX

Exhibit Number	Description of Documents
4.1	Sixth Amended and Restated Certificate of Incorporation of Visa Inc., incorporated by reference to Exhibit 3.2 of the Registrant's Periodic Report on Form 8-K, filed with the Commission on January 29, 2015
4.2	Certificate of Correction of the Certificate of Incorporation of Visa Inc., incorporated by reference to Exhibit 3.1 of the Registrant's Periodic Report on Form 8-K, filed with the Commission on February 27, 2015
4.3	Amended and Restated Bylaws of Visa Inc., incorporated by reference to Exhibit 3.3 of the Registrant's Annual Report on Form 10-K for the fiscal year ended September 30, 2015, filed with the Commission on November 20, 2015
4.4	Visa Inc. 2005 Deferred Compensation Plan, effective as of August 12, 2015, incorporated by reference to Exhibit 10.21 to the Registrant's Annual Report on Form 10-K for the fiscal year ended September 30, 2015, filed with the Commission on November 20, 2015
*5.1	Opinion of Skadden Arps Slate Meagher & Flom LLP.
*23.1	Consent of KPMG LLP, an Independent Registered Public Accounting Firm.
*23.2	Consent of Skadden Arps Slate Meagher & Flom LLP (included in Exhibit 5.1).
*24	Power of Attorney (included in signature page)

*Filed or furnished herewith