

VISA INC.
Form 8-K
May 07, 2012

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): May 4, 2012

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 May 4, 2012, Joseph W. Saunders, the Chief Executive Officer and Chairman of the Board 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. Saunders may sell up to 794,876 shares of Company stock. Mr. Saunders' plan is scheduled to terminate no later than May 2013.

In addition, Byron H. Pollitt, the Company's Chief Financial Officer, adopted a pre-arranged stock trading plan providing for the exercise of options and sale of shares of Company stock. Under the plan, Mr. Pollitt may sell up to 135,000 shares of Company stock. Mr. Pollitt's plan is scheduled to terminate no later than May 2013.

The transactions under the stock trading plans will be disclosed publicly through Form 4 filings with the Securities and Exchange Commission. The stock trading plans were 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.

Messrs. Saunders and Pollitt continue to meet 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 plans 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.

VISA INC.

Date: May 7, 2012

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

Chairman and Chief Executive Officer