

VISA INC.  
Form 8-K  
July 22, 2010

**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): July 21, 2010**

**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 5.05 Amendments to the Registrant's Code of Ethics, or Waiver of a provision of the Code of Ethics.**

On July 22, 2010, Visa Inc. (the Company or our ) issued a press release announcing that its board of directors had approved and adopted amendments to the Company's Code of Ethics for Senior Financial Officers to update and clarify roles, responsibilities and accountability and to include a section on waivers.

A copy of the Revised Code of Ethics for Senior Financial Officers is attached as Exhibit 14.1 to this Current Report on Form 8-K.

**Item 8.01 Other Events.**

On July 22, 2010, the Company issued a press release announcing that its Board had declared a quarterly dividend in the aggregate amount of \$0.125 per share of class A common stock (determined in the case of class B and class C common stock on an as-converted basis) payable on September 1, 2010, to all holders of record of the Company's class A, class B and class C common stock as of August 13, 2010.

A copy of the press release is attached hereto as Exhibit 99.1 to this Current Report on Form 8-K.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

- 14.1 Revised Code of Ethics for Senior Financial Officers
- 99.1 Press Release issued by Visa Inc., dated July 22, 2010

**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: July 22, 2010

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>
14.1	Revised Code of Ethics for Senior Financial Officers
99.1	Press Release issued by Visa Inc., dated July 22, 2010