

VISA INC.
Form DEFA14A
December 13, 2010

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

VISA INC.

(Name of Registrant as Specified In Its Charter)

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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(5) Total fee paid:

.. Fee paid previously with preliminary materials.

.. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

***** Exercise Your *Right* to Vote *****

**Important Notice Regarding the Availability of Proxy Materials for the
Stockholder Meeting to Be Held on January 27, 2011.**

VISA INC.

Meeting Information

Meeting Type: Annual Meeting
For holders as of: December 3, 2010
Date: January 27, 2011 **Time:** 8:30 a.m. Pacific Time
Location: Le Méridien Hotel
333 Battery Street
San Francisco, California 94111

You are receiving this communication because you hold shares in the above named company.

VISA INC.

P.O. BOX 8999

SAN FRANCISCO, CA 94128-8999

ATT: VICTORIA HYDE-DUNN

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at www.proxyvote.com or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

**See the reverse side of this notice to obtain proxy
materials and voting instructions.**

Before You Vote

How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

NOTICE AND PROXY STATEMENT

ANNUAL REPORT

How to View Online:

Have the information that is printed in the box marked by the arrow (located on the following page) and visit: www.proxyvote.com.

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) *BY INTERNET:* www.proxyvote.com
- 2) *BY TELEPHONE:* 1-800-579-1639
- 3) *BY E-MAIL*:* sendmaterial@proxyvote.com

* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before January 13, 2011 to facilitate timely delivery.

How To Vote

Please Choose One of the Following Voting Methods

Vote In Person: Many stockholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

Vote By Internet: To vote now by Internet, go to www.proxyvote.com. Have the information that is printed in the box marked by the arrow available and follow the instructions.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

Voting Items

The Board of Directors recommends you vote FOR the following proposals:

1. To amend the Company's Certificate of Incorporation to declassify the Board of Directors.
2. To amend the Company's Certificate of Incorporation to implement a majority vote standard in uncontested elections of Directors.

The Board of Directors recommends that you vote FOR each of the nominees:

3. If Proposal 1 to declassify the Board of Directors is approved, to elect the ten Directors nominated by the Board of Directors.

Nominees:

- | | |
|-----------------------------------------|--------------------------|
| 01) Gary P. Coughlan | 06) Suzanne Nora Johnson |
| 02) Mary B. Cranston | 07) David J. Pang |
| 03) Francisco Javier Fernandez-Carbajal | 08) Joseph W. Saunders |
| 04) Robert W. Matschullat | 09) William S. Shanahan |
| 05) Cathy E. Minehan | 10) John A. Swainson |

4. If Proposal 1 to declassify the Board of Directors is not approved, to elect the three Class I Directors nominated by the Board of Directors to serve until the Company's 2014 annual meeting of stockholders.

Nominees:

- 11) Suzanne Nora Johnson
- 12) Joseph W. Saunders
- 13) John A. Swainson

The Board of Directors recommends you vote FOR the following proposal:

5. An advisory vote on executive compensation.

The Board of Directors recommends you vote for a 1 year frequency:

6. An advisory vote on the frequency of holding an advisory vote on executive compensation.

The Board of Directors recommends you vote FOR the following proposals:

7. To approve the Visa Inc. Incentive Plan, as amended and restated.
8. To ratify the appointment of KPMG LLP as the Company's independent registered public accounting firm for fiscal year 2011.

NOTE: Such other business as may properly come before the meeting or any adjournment thereof.

