

VISA INC.  
Form 8-K  
September 11, 2014

**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): September 11, 2014**

**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.)**

**P.O. Box 8999**

**San Francisco, California**  
**(Address of Principal Executive Offices)**

**94128-8999**  
**(Zip Code)**

**Registrant's Telephone Number, Including Area Code: (650) 432-3200**

**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 September 11, 2014, Visa Inc. (the Company) issued a press release announcing it had decided to deposit \$450 million (the Loss Funds) into the litigation escrow account previously established under the Company's retrospective responsibility plan (the Plan). Under the terms of the Plan, when the Company funds the litigation escrow account, the value of the Company's Class B shares which are held exclusively by U.S. financial institutions and their affiliates and successors are subject to dilution through an adjustment to the conversion rate of the shares of class B common stock to shares of class A common stock. This has the same effect on earnings per share as repurchasing the Company's class A common stock, by reducing the class B conversion rate and consequently the as-converted class A common stock share count. The deposit of the Loss Funds will be conducted in accordance with the Company's certificate of incorporation currently in effect.

A copy of the press release issued on September 11, 2014, is attached as Exhibit 99.1 to this Current Report on Form 8-K. All information in the press release is furnished but not filed.

***Item 9.01 Financial Statements and Exhibits.***

(d) Exhibits

99.1 Press Release issued by Visa Inc., dated September 11, 2014

**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: September 11, 2014

VISA INC.

By: /s/ Charles W. Scharf  
Charles W. Scharf

Chief Executive Officer

**EXHIBIT INDEX**

**Exhibit**

**Number    Description**

99.1        Press Release issued by Visa Inc., dated September 11, 2014