

Visa Inc.
Form 8-A12B
February 25, 2008

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES

PURSUANT TO SECTION 12(b) OR (g) OF THE

SECURITIES EXCHANGE ACT OF 1934

VISA INC.

(Exact name of registrant as specified in its charter)

Delaware
(State of incorporation or organization)

26-0267673
(I.R.S. Employer Identification no.)

P.O. Box 8999

San Francisco, California
(Address of principal executive offices)

94128-8999
(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class

to be so registered
Class A Common Stock, par value \$0.0001

Name of each exchange on which

each class is to be registered
New York Stock Exchange

per share

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box. ☒ x

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If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box. "

Securities Act registration statement file number to which this form relates: 333-147296

Securities to be registered pursuant to Section 12(g) of the Act: **None**

INFORMATION REQUIRED IN REGISTRATION STATEMENT

ITEM 1. Description of Registrant's Securities to be Registered.

A description of the Class A common stock, par value \$0.0001 per share (the "Class A Common Stock"), of Visa Inc. (the "Registrant") will be contained in a prospectus, constituting part of the Registrant's Registration Statement on Form S-1 (File No. 333-147296) relating to the Class A Common Stock, to be filed pursuant to Rule 424(b) under the Securities Act of 1933, as amended (such prospectus as filed pursuant to 424(b), the "Prospectus"). The description of the Class A Common Stock contained in the Prospectus under the heading "Description of Capital Stock" is hereby incorporated by reference into this Form 8-A.

ITEM 2. Exhibits.

None.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

VISA INC.

Date: February 25, 2008

By:

/s/ Joseph W. Saunders
Name: Joseph W. Saunders
Title: Chief Executive Officer