VISA INC.
Form DEFA14A
March 03, 2009

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 þ 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

þ Definitive Additional Materials

¨ Soliciting Material Pursuant to §240.14a-12

VISA INC.

(Name of Registrant as Specified in its Charter)

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

Payment of Filing Fee (Check the appropriate box):

þ 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):

---

(4) Proposed maximum aggregate value of transaction:

---

(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:

VISA INC.

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

April 21, 2009

8:30 a.m. Pacific Time

Dear Stockholder:

We cordially invite you to attend our Annual Meeting of Stockholders, which will be held at 8:30 a.m. Pacific Time on April 21, 2009, at the San Francisco Museum of Modern Art, 151 3rd St., San Francisco, California 94103. Doors will open at 7:30 a.m. Pacific Time. We are pleased to offer a live audio webcast of our annual meeting at www.investor.visa.com. For further details, see *Additional Information - Attending the Annual Meeting* in the proxy statement.

At this year s annual meeting, the agenda includes the following items:

1. election of six Class I directors;

2. election of six Class II directors; and

3. ratification of the appointment of KPMG LLP as our independent registered public accounting firm for fiscal year 2009.

The proxy statement fully describes these proposals. We have not received notice of other matters that may be properly presented at the annual meeting.

Only stockholders of record of our class A common stock at the close of business on February 26, 2009 will be entitled to vote at the annual meeting and any adjournments or postponements of the annual meeting.

A list of stockholders entitled to vote will be available for inspection by any class A common stockholder or such stockholder s attorney or agent for 10 days before and at the meeting. If you would like to view the stockholder list, please call our Investor Relations department at (415) 932-2213 to schedule an appointment.

Please vote as soon as possible to ensure that your vote is recorded promptly even if you plan to attend the annual meeting. For further details, see *Questions and Answers About these Proxy Materials and the Annual Meeting How may I revoke or change my vote*? in the proxy statement. If you have Internet access, we encourage you to record your vote on the Internet.

By Order of the Board of Directors

Joshua R. Floum

Corporate Secretary

San Francisco, California

March 2, 2009