

VISA INC.
Form 8-K
July 05, 2018

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 5, 2018

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: (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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 8.01 Other Events.

On July 5, 2018, Visa Inc. (the “Company”) issued a press release announcing the new conversion rate applicable to the Company’s class B common stock resulting from its June 28, 2018 deposit of \$600 million into the U.S. litigation escrow account previously established under the Company’s U.S. retrospective responsibility plan (the “Plan”). Under the terms of the Plan, this resulted in the decrease in the conversion rate applicable to the Company’s class B common stock from 1.6483 to 1.6298, effective as of June 28, 2018. Therefore, the number of as-converted class B common stock share count was reduced by 4,534,312 from 404,671,213 to 400,136,901. The deposit and conversion rate adjustment calculations were conducted in accordance with the Company’s certificate of incorporation using the volume-weighted average price over the 7-day pricing period from June 25, 2018 through July 3, 2018.

A copy of the press release issued on July 5, 2018, 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

| Exhibit Number | Description |
|----------------|--|
| <u>99.1</u> | <u>Press Release issued by Visa Inc., dated July 5, 2018</u> |

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 5, 2018 By: /s/ Vasant M. Prabhu
Vasant M. Prabhu
Chief Financial Officer