

VISA INC.
Form 8-K
January 30, 2013

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): January 29, 2013

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

94128-8999

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(Address of Principal Executive Offices)

(Zip Code)

Registrant's Telephone Number, Including Area Code: (415) 932-2100

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 5.07 Submission of Matters to a Vote of Security Holders.

Visa Inc. (the Company) held its Annual Meeting of Stockholders on January 30, 2013 (the Annual Meeting). Only holders of the Company's class A common stock at the close of business on December 4, 2012 (the Record Date) were entitled to vote at the Annual Meeting. As of the Record Date, there were 531,139,322 shares of class A common stock entitled to vote. A total of 427,717,933 shares of class A common stock (80.52%), constituting a quorum, were represented in person or by valid proxies at the Annual Meeting.

The stockholders voted on four proposals at the Annual Meeting. The proposals are described in detail in the Company's definitive proxy statement dated December 17, 2012.

Proposal 1: The Company's stockholders elected ten directors to the Board to serve for a one year term until the 2014 annual meeting of stockholders and one director, Joseph W. Saunders, to serve for a term ending on March 31, 2013. The votes regarding this proposal were as follows:

| | For | Against | Abstain | Broker Non-Votes |
|-------------------------------------|-------------|----------------|----------------|-------------------------|
| Gary P. Coughlan | 386,037,933 | 337,526 | 990,479 | 40,351,995 |
| Mary B. Cranston | 333,363,027 | 53,018,596 | 984,315 | 40,351,995 |
| Francisco Javier Fernández-Carbajal | 354,211,796 | 32,162,133 | 992,009 | 40,351,995 |
| Robert W. Matschullat | 386,029,582 | 345,392 | 990,964 | 40,351,995 |
| Cathy E. Minehan | 385,819,394 | 362,842 | 1,183,702 | 40,351,995 |
| Suzanne Nora Johnson | 381,278,681 | 5,100,835 | 986,422 | 40,351,995 |
| David J. Pang | 382,536,756 | 3,841,678 | 987,504 | 40,351,995 |
| Joseph W. Saunders | 384,043,661 | 2,329,826 | 992,451 | 40,351,995 |
| Charles W. Scharf | 385,982,610 | 391,601 | 991,727 | 40,351,995 |
| William S. Shanahan | 382,576,032 | 3,803,257 | 986,649 | 40,351,995 |
| John A. Swainson | 381,168,845 | 5,206,133 | 990,960 | 40,351,995 |

Proposal 2: The Company's stockholders approved the advisory vote on executive compensation. The votes regarding this proposal were as follows:

| For | Against | Abstain | Broker Non-Votes |
|-------------|----------------|----------------|-------------------------|
| 377,232,589 | 8,781,677 | 1,351,672 | 40,351,995 |

Proposal 3: The Company's stockholders ratified the selection of KPMG LLP as the Company's independent registered accounting firm for the fiscal year ending September 30, 2013. The votes regarding this proposal were as follows:

| For | Against | Abstain |
|-------------|----------------|----------------|
| 424,761,073 | 1,899,346 | 1,057,514 |

Proposal 4: The Company's stockholders did not approve a stockholder proposal on lobbying practices and expenditures. The votes regarding this proposal were as follows:

| | For | Against | Abstain | Broker Non-Votes |
|--------------------------------|-------------|----------------|----------------|-------------------------|
| Item 8.01 Other Events. | 118,336,623 | 201,608,125 | 67,421,190 | 40,351,995 |

Also on January 30, 2013, the Company issued a press release announcing that its board of directors had declared a quarterly dividend in the aggregate amount of \$0.33 per share of class A common stock (determined in the case of class B and class C common stock on an as-converted basis) payable on March 5, 2013, to all holders of record of the Company's class A, class B and class C common stock as of February 15, 2013.

A copy of the press release is attached hereto as Exhibit 99.1 to this Current Report on Form 8-K.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

99.1 Press Release issued by Visa Inc., dated January 30, 2013

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: January 30, 2013

VISA INC.

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

Chief Executive Officer