

VISA INC.
Form 3
April 28, 2016

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

<p>1. Name and Address of Reporting Person *</p> <p>Â HOFFMEISTER JAMES H</p> <p>(Last) (First) (Middle)</p> <p>C/O VISA INC.,Â PO BOX 8999</p> <p>(Street)</p> <p>SAN FRANCISCO,Â CAÂ 94128</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>04/20/2016</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>VISA INC. [V]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p>___ Director ___ 10% Owner <input checked="" type="checkbox"/> Officer ___ Other (give title below) (specify below) SVP, GBL CORP CONTRL & CAO</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person ___ Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class A Common Stock	4,695	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable Expiration Date	Title Amount or Number of			

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				Shares		(I) (Instr. 5)	
Employee Stock Option (Right to Buy)	11/05/2014	11/05/2021	Class A Common Stock	8,636	\$ 23.16	D	Â
Employee Stock Option (Right to Buy)	11/19/2015	11/19/2022	Class A Common Stock	7,736	\$ 36.4125	D	Â
Employee Stock Option (Right to Buy)	Â <u>(1)</u>	11/19/2023	Class A Common Stock	6,912	\$ 49.3475	D	Â
Employee Stock Option (Right to Buy)	Â <u>(2)</u>	11/19/2024	Class A Common Stock	6,480	\$ 62.465	D	Â
Employee Stock Option (Right to Buy)	Â <u>(3)</u>	11/19/2025	Class A Common Stock	6,627	\$ 80.15	D	Â
Restricted Stock Units	Â <u>(4)</u>	Â <u>(4)</u>	Class A Common Stock	3,743	\$ <u>(4)</u>	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HOFFMEISTER JAMES H C/O VISA INC. PO BOX 8999 SAN FRANCISCO, CA 94128	Â	Â	Â SVP, GBL CORP CONTRL & CAO	Â

Signatures

/s/ Sue Choi,
Attorney-In-Fact

04/28/2016

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Options vest in three equal installments on each of the first three anniversaries of the date of the grant, subject to earlier vesting in full in limited circumstances as specified in the award agreement. The option was granted on November 19, 2013. The first two installments vested on November 19, 2014 and 2015 respectively, and the remaining installment vests on November 19, 2016.

Options vest in three equal installments on each of the first three anniversaries of the date of the grant, subject to earlier vesting in full in limited circumstances as specified in the award agreement. The option was granted on November 19, 2014. The first installment vested on November 19, 2015, and the remaining two installments vest on November 19, 2016 and 2017, respectively.

Options vest in three equal installments on each of the first three anniversaries of the date of the grant, subject to earlier vesting in full in limited circumstances as specified in the award agreement. The option was granted on November 19, 2015.

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Each restricted stock unit represents a contingent right to receive one share of Visa Inc. common stock or a cash equivalent of its value.

- (4) The restricted stock units vest in three equal installments on each of the first three anniversaries of the date of the grant, subject to earlier vesting in full in limited circumstances as specified in the award agreement. The award was granted on November 19, 2015.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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