

VISA INC.

Form 3

April 28, 2016

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

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**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)

1. Name and Address of Reporting
Person *

H OFFMEISTER JAMES H

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

04/20/2016

3. Issuer Name and Ticker or Trading Symbol
VISA INC. [V]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

C/O VISA INC., PO BOX 8999

(Street)

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer ☐ Other

(give title below) (specify below)

SVP, GBL CORP CONTRL &
CAO6. Individual or Joint/Group
Filing(Check Applicable Line)☒ Form filed by One Reporting
Person☐ Form filed by More than One
Reporting Person

SAN

FRANCISCO, CA 94128

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned1. 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

H

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

SEC 1473 (7-02)

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.****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)Date
ExercisableExpiration
Date3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)Title Amount or
Number of4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

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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				Other
	Director	10% Owner	Officer		
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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