

Visa Inc.
Form S-4/A
August 02, 2007
Table of Contents

As filed with the Securities and Exchange Commission on August 2, 2007

Registration No. 333-143966

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

AMENDMENT No. 2
TO
FORM S-4
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

VISA INC.

(Exact name of Registrant as specified in its charter)

Delaware
*(State or other jurisdiction of
incorporation or organization)*

7389
*(Primary Standard Industrial
Classification Code Number)*

26-0267673
*(I.R.S. Employer
Identification Number)*

P.O. Box 8999

San Francisco, California 94128-8999

(415) 932-2100

(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

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Joseph W. Saunders

Chief Executive Officer and Chairman of the Board of Directors

Visa Inc.

P.O. Box 8999

San Francisco, California 94128-8999

(415) 932-2100

(Name, address, including zip code, and telephone number, including area code, of agent for service)

With copies to:

Kevin Keogh

Mark L. Mandel

S. Ward Atterbury

White & Case LLP

1155 Avenue of the Americas

New York, New York 10036

(212) 819-8200

Approximate date of commencement of the proposed sale of the securities to the public: At the restructuring closing date described herein, which is expected to occur as soon as practicable after the effective date of this registration statement and the satisfaction or waiver of all conditions to the closing of the restructuring.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box. "

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

Table of Contents

DATED AUGUST 2, 2007, SUBJECT TO COMPLETION

PROXY STATEMENT-PROSPECTUS

RESTRUCTURING PROPOSED YOUR CONSIDERATION IS IMPORTANT

Dear Member:

The boards of directors of Visa International Service Association, Visa U.S.A. Inc., Visa Europe Limited and Visa Canada Association have approved a restructuring agreement that contemplates a series of transactions by which Visa International, Visa U.S.A. and Visa Canada will become subsidiaries of a Delaware stock corporation, Visa Inc. The board of directors of each of Visa International, Visa U.S.A. and Visa Canada recommends that its members vote to approve the restructuring proposal. The restructuring agreement contemplates that Visa Europe will not become a subsidiary of Visa Inc., but a stockholder of Visa Inc. and will enter into a series of contractual relationships that will govern its relationship with Visa Inc.

We believe the restructuring will enable us to compete more effectively and better serve our customers. We also believe the restructuring will streamline decision making, facilitate business growth and enhance our ability to coordinate business on a global basis, while preserving our existing competitive advantages, such as strong local market relationships, expertise and execution. In addition, we believe that the restructuring will enable us to facilitate a common, global approach, where appropriate, to the legal, regulatory and competitive issues arising in today's marketplace, while also presenting an opportunity to increase operational efficiency.

Upon completion of the restructuring, Visa Europe, Visa Europe Services Inc., or VESI, and certain members of Visa International in the unincorporated regions of Visa Asia Pacific, or Visa AP, Visa Latin America and Caribbean, or Visa LAC, and Visa Central and Eastern Europe, Middle East and Africa, or Visa CEMEA, and certain members of Visa U.S.A. and Visa Canada will receive common stock of Visa Inc. of a class that corresponds to the applicable Visa region with which each member is associated. The purpose of the issuance of these regional classes of common stock is to facilitate a re-balancing, or true-up, of the ownership of Visa Inc. prior to an initial public offering of Visa Inc.'s common stock. In the true-up, each regional class of common stock will be converted into a new class of Visa Inc.'s common stock, based upon a conversion ratio that is tied to the relative financial performance of the applicable region during a certain period prior to a proposed initial public offering.

Upon completion of the restructuring, and without giving effect to the true-up process, Visa Inc.'s outstanding capital stock (excluding shares held by subsidiaries of Visa Inc.) will be comprised of:

426,390,481 shares of class USA common stock representing 55.01% of Visa Inc.'s outstanding capital stock;

62,762,788 shares of class EU common stock (series I and series III) representing 8.10% of Visa Inc.'s outstanding capital stock;

27,904,464 shares of class EU common stock (series II) representing 3.60% of Visa Inc.'s outstanding capital stock;

22,034,685 shares of class Canada common stock representing 2.84% of Visa Inc.'s outstanding capital stock;

119,100,481 shares of class AP common stock representing 15.37% of Visa Inc.'s outstanding capital stock;

80,137,915 shares of class LAC common stock representing 10.34% of Visa Inc.'s outstanding capital stock; and

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36,749,698 shares of class CEMEA common stock representing 4.74% of Visa Inc.'s outstanding capital stock.

For a discussion of the risks relating to the restructuring, see *Risk Factors* beginning on page 10.

To approve the proposed restructuring, we require the affirmative vote of members representing at least: a majority of the voting power of Visa International; a two-thirds majority of the voting power of Visa U.S.A.; and an 80% majority of the voting power of Visa Canada.

We are seeking broad support in connection with the approval of the restructuring, and it is important that as many of Visa International's, Visa U.S.A.'s and Visa Canada's members as possible approve the restructuring.

We hope that we can count on your support during one of the most exciting times in Visa's history.

Sincerely,

Joseph W. Saunders
Chief Executive Officer and Chairman of the Board
Visa Inc.

Neither the Securities and Exchange Commission nor any other regulatory body has approved or disapproved the Visa Inc. common stock to be issued under this proxy statement-prospectus or determined if this proxy statement-prospectus is accurate or adequate. Any representation to the contrary is a criminal offense.

Table of Contents

ADDITIONAL INFORMATION

This proxy statement-prospectus incorporates important business and financial information about Visa Inc., which is contained in documents that were filed as exhibits to the registration statement of which this document forms a part, but are not included in or delivered with this document. Information incorporated into this proxy statement-prospectus, but not included in or provided with it, is available to members of Visa International, Visa U.S.A. and Visa Canada, without charge, upon request submitted to:

D.F. King & Co., Inc.

48 Wall Street

New York, NY 10005

IN ORDER TO TIMELY RECEIVE ADDITIONAL INFORMATION YOUR REQUEST MUST BE SUBMITTED NOT LATER THAN .

The distribution of this proxy statement-prospectus and the offer and sale of the Visa Inc. common stock in certain jurisdictions may be restricted by law. This proxy statement-prospectus does not constitute an offer to sell or the solicitation of an offer to buy any Visa Inc. common stock in any state or other jurisdiction where, or to or from any person from whom, such offer or solicitation is unlawful or not authorized.

Table of Contents

TABLE OF CONTENTS

	Page
<u>QUESTIONS AND ANSWERS ABOUT THE RESTRUCTURING TRANSACTIONS</u>	iii
<u>SUMMARY</u>	1
<u>RISK FACTORS</u>	10
<u>CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS</u>	30
<u>THE PROXY SOLICITATION</u>	32
<u>GENERAL INFORMATION REGARDING THE VISA CANADA MEETING</u>	36
<u>THE RESTRUCTURING TRANSACTIONS</u>	38
<u>THE GLOBAL RESTRUCTURING AGREEMENT</u>	89
<u>THE VISA INC. 2007 EQUITY INCENTIVE COMPENSATION PLAN</u>	104
<u>UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL INFORMATION</u>	111
<u>CAPITALIZATION</u>	131
<u>THE GLOBAL PAYMENTS INDUSTRY</u>	132
<u>BUSINESS OF VISA INC.</u>	135
<u>INFORMATION ABOUT VISA INTERNATIONAL</u>	170
<u>INFORMATION ABOUT VISA U.S.A.</u>	172
<u>INFORMATION ABOUT VISA CANADA</u>	173
<u>SELECTED CONSOLIDATED HISTORICAL FINANCIAL DATA OF VISA INTERNATIONAL</u>	174
<u>MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS OF VISA INTERNATIONAL</u>	176
<u>SELECTED CONSOLIDATED HISTORICAL FINANCIAL DATA AND STATISTICAL DATA OF VISA U.S.A.</u>	212
<u>MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS OF VISA U.S.A.</u>	215
<u>SELECTED CONSOLIDATED FINANCIAL AND STATISTICAL DATA OF VISA CANADA</u>	244
<u>MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS OF VISA CANADA ASSOCIATION</u>	246
<u>MANAGEMENT FOLLOWING THE RESTRUCTURING</u>	265
<u>SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT</u>	285
<u>CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS</u>	291
<u>MATERIAL CONTRACTS</u>	292
<u>DESCRIPTION OF CAPITAL STOCK OF VISA INC.</u>	298
<u>COMPARISON OF RIGHTS OF MEMBERS PRIOR TO AND AFTER THE RESTRUCTURING</u>	313
<u>ACCOUNTING TREATMENT OF THE RESTRUCTURING</u>	367
<u>UNITED STATES FEDERAL INCOME TAX CONSIDERATIONS</u>	368
<u>LEGAL MATTERS</u>	375
<u>EXPERTS</u>	375

WHERE YOU CAN FIND MORE INFORMATION

375

INDEX TO CONSOLIDATED FINANCIAL STATEMENTS

F-1

Table of Contents

Annex A	Global Restructuring Agreement
Annex B	Visa Europe Put-Call Option Agreement
Annex C	Amended and Restated Certificate of Incorporation of Visa Inc.
Annex D	Amended and Restated Bylaws of Visa Inc.
Annex E	Opinion of Financial Advisor of Visa International Service Association
Annex F	Opinion of Financial Advisor of Visa U.S.A. Inc.
Annex G	Opinion of Financial Advisor of Visa Canada Association
Annex H	Opinion of Financial Advisor of Visa Asia Pacific
Annex I	Opinion of Financial Advisor of Visa Latin America and Caribbean
Annex J	Opinion of Financial Advisor of Visa Central and Eastern Europe, Middle East and Africa
Annex K	Visa Inc. 2007 Equity Incentive Compensation Plan

The registered trademarks of Visa International include: Bands-Design Blue, White & Gold; Dove Design; Interlink; Life Takes Visa; PLUS Distribution & Design; V PAY; Verified by Visa; Visa; Visa Bill Pay; Visa Classic; Visa Corporate; Visa Electron; Visa Fleet; Visa Infinite; Visa Mobile; VisaNet; Visa Platinum; Visa Purchasing; Visa Resolve Online; Visa Signature; Visa TravelMoney; Visa Va Pedagio; and World's Best Way to Pay. Upon completion of the restructuring, all of these trademarks will be the property of Visa Inc. or its subsidiaries. Other trademarks used in this proxy statement-prospectus are the property of their respective owners.

As of August 1, 2007, the exchange rate between U.S. dollars and euros was 1.3682 U.S. dollars per euro. As of March 31, 2007, the period end exchange rate between U.S. dollars and euros was 1.3374 U.S. dollars per euro, while the average exchange rate for the year ended September 30, 2006 was 1.2058 U.S. dollars per euro. The exchange rates referred to above are based on the noon buying rate in New York City for cable transfers in euros as certified for customs purposes by the Federal Reserve Bank of New York. We make no representation that the U.S. dollar or euro amounts referred to in this proxy statement-prospectus could have been or could in the future be converted into euros or U.S. dollars, as the case may be, at any particular rate or at all.

As of August 1, 2007, the exchange rate between U.S. dollars and Canadian dollars was 1.0565 Canadian dollars per U.S. dollar. As of March 31, 2007, the period end exchange rate between U.S. dollars and Canadian dollars was 1.1530 Canadian dollars per U.S. dollar, while the average exchange rate for the year ended September 30, 2006 was 1.1424 Canadian dollars per U.S. dollar. The exchange rates referred to above are based on the noon buying rate in New York City for cable transfers in Canadian dollars as certified for customs purposes by the Federal Reserve Bank of New York. We make no representation that the U.S. dollar or Canadian dollar amounts referred to in this proxy statement-prospectus could have been or could in the future be converted into Canadian dollars or U.S. dollars, as the case may be, at any particular rate or at all.

You should rely only on the information contained in this proxy statement-prospectus or other information to which we have referred you. We have not authorized anyone to provide you with information that is different. Information on the web sites of Visa International, Visa U.S.A., Visa Europe and Visa Canada is not part of this document. The information in this proxy statement-prospectus may be accurate only as of the date of this proxy statement-prospectus.

As used in this proxy statement-prospectus, references to we or us refer to Visa Inc., which is a recently incorporated Delaware stock corporation and which will become the parent company of Visa International, Visa U.S.A., Visa Canada and Inovant LLC, or Inovant, when the restructuring is completed.

The fiscal year end for each of Visa International, Visa U.S.A. and Visa Canada is September 30.

Table of Contents

QUESTIONS AND ANSWERS ABOUT THE RESTRUCTURING TRANSACTIONS

The following are some questions that you, as a member of Visa International, Visa U.S.A. or Visa Canada, may have regarding the restructuring and the other matters being considered, and brief answers to those questions. We urge you to read carefully the remainder of this document, including the attached annexes, because the information in this section does not provide all of the information that might be important to you with respect to the restructuring and the other matters being considered.

Q: What is the restructuring?

A: We use the term restructuring to describe the series of mergers, exchanges and similar transactions, as a result of which Visa International, Visa U.S.A., Visa Canada and Inovant will become direct or indirect subsidiaries of a recently incorporated Delaware stock corporation, Visa Inc. We refer to Visa U.S.A., Visa Canada and Visa Europe as incorporated regions and the three geographic operating divisions of Visa International – Visa AP, Visa LAC and Visa CEMEA – as unincorporated regions. Members associated with the unincorporated regions are members of Visa International. Together, the incorporated regions and the unincorporated regions currently make up Visa’s six geographic regions. Inovant LLC, the direct or indirect owners of which are Visa U.S.A., Visa Europe, Visa International and Visa Canada, is responsible for operating the VisaNet transaction processing system, our secure, centralized, global processing platform, and other related processing systems. In the restructuring, Visa Inc. will issue shares of common stock to the financial institution members of Visa U.S.A., the financial institution members of the three unincorporated regions of Visa International, the financial institution members of Visa Canada, and to Visa U.S.A., Visa Europe and VESI.

Upon the completion of the restructuring, Visa Europe will remain a separate entity, will not become a subsidiary of Visa Inc. and will enter into a series of contractual arrangements that will govern its relationship with Visa Inc. VESI will remain a subsidiary of Visa Europe.

Q: What are the reasons for the restructuring?

A: We believe the restructuring will enable Visa Inc. to compete more effectively and better serve our customers by streamlining decision making, facilitating business growth and enhancing Visa Inc.’s ability to coordinate business on a global basis, while preserving our existing competitive advantages, such as strong local market relationships, expertise and execution. In addition, we believe that the global restructuring will enable Visa Inc. to facilitate a common, global approach, where appropriate, to the legal, regulatory and competitive issues arising in today’s marketplace, while also presenting an opportunity to increase operational efficiency. The restructuring is also intended to facilitate an initial public offering of shares in Visa Inc. For further information about our reasons for the restructuring, see *The Restructuring Transactions – Visa International’s, Visa U.S.A.’s and Visa Canada’s Reasons for the Global Restructuring*.

Q: When will Visa Inc. conduct an initial public offering?

A: The loss sharing agreement, which forms a part of our retrospective responsibility plan (described below), provides that we must use our commercially reasonable efforts to complete an initial public offering within 120 days after the closing of the restructuring. If we do not complete the initial public offering within 240 days after the closing of the restructuring, the members’ obligations under the agreement may be suspended until we have completed our initial public offering, at which point the obligations under the agreement will be reinstated in full as if they had never been suspended. This 240-day period may be extended under certain circumstances. As a result, we intend to commence planning for an initial public offering after the completion of the restructuring. However, there are many issues that are outside of our control, such as market factors, that could prevent us from completing an initial public offering, and we may never do so.

Table of Contents

Q: What is the recommendation of the boards of directors of Visa International, Visa U.S.A. and Visa Canada to their respective members regarding the restructuring?

A: Each of the boards of directors of Visa International, Visa U.S.A. and Visa Canada recommends that their respective members vote in favor of the restructuring and the other proposals described in this proxy statement-prospectus. In addition, each of the regional boards of directors of the unincorporated regions of Visa AP, Visa LAC and Visa CEMEA has recommended the restructuring to the Visa International board of directors.

Q: If I am a member in one of the unincorporated regions and thus have a membership interest in Visa International, what will happen to my membership interest in Visa International in the restructuring?

A: In the restructuring, the bylaws of Visa International will be amended so that members of Visa International affiliated with one of the unincorporated regions (other than a sponsored member) will have an equity and a non-equity interest in Visa International. The equity interest will represent such members' voting and economic rights in Visa International, and the non-equity interest will represent such members' commercial and other rights and obligations regarding participation in the Visa payments system. The equity interests will be converted into LLC interests in a transitory limited liability company, or VI LLC, and will be subsequently reallocated. As soon as practicable after this reallocation, VI LLC will be merged out of existence into Visa Inc. As a result of the VI LLC merger, those reallocated LLC interests will then be converted into the right to receive shares of common stock in Visa Inc. The class of common stock that such members will receive upon the closing of the restructuring will correspond to the geographic Visa region with which they are associated. The non-equity interests of such members in Visa International will continue to be outstanding following the restructuring. For more information about the eligibility of our members to participate in the restructuring, see *The Global Restructuring Agreement The Restructuring Equity Allocation to Members of Visa International in the Unincorporated Regions and Subsequent Adjustment*.

Q: What will happen to my Visa U.S.A. membership interest in the restructuring?

A: In the restructuring, the bylaws and certificate of incorporation of Visa U.S.A. will be amended so that you will have equity and non-equity interests in Visa U.S.A. Your equity interest will represent your voting and economic rights in Visa U.S.A., and your non-equity interest will represent your commercial and other rights and obligations regarding participation in the Visa payments system. Your equity interest in Visa U.S.A. will be converted into the right to receive shares of class USA common stock in Visa Inc. upon the closing of the restructuring. Your non-equity interest in Visa U.S.A. will continue to be outstanding following the restructuring.

Q: What will happen to my Visa Canada membership interest in the restructuring?

A: No membership interests in Visa Canada will survive the restructuring. Visa Canada members will enter into Canadian services agreements and related agreements with Visa Canada, which will embody their commercial and other rights and obligations regarding participation in the Visa payments system. Their remaining membership rights will, if they so elect, be transferred to Visa Inc. in exchange for class Canada common stock. Those membership interests not exchanged will be converted into series B common shares of Visa Canada when it becomes an Ontario share capital corporation and, as part of the amalgamation of Visa Canada and Visa Canada merger sub, will ultimately become class Canada common stock of Visa Inc.

Q: Why is Visa Inc. issuing different classes of common stock to equity members from each of the different geographic regions?

A: Visa Inc. is issuing a separate class of common stock to the equity members of each of the different Visa geographic regions in order to give effect to the true-up process described below and the provisions regarding the election of the regional members of the Visa Inc. board of directors.

Table of Contents**Q: How many shares of Visa Inc. common stock will I receive?**

A: The accompanying form of proxy to consent, in the case of members of Visa International and Visa U.S.A., or the accompanying form of proxy to vote, in the case of members of Visa Canada, sets forth the class and an estimate of number of shares of common stock that each equity member will receive upon the closing of the restructuring. Both the class and number of shares of common stock that you receive upon the closing of the restructuring are subject to subsequent adjustment in the true-up process, as described below.

Q: How were the shares of Visa Inc. stock initially allocated among the various geographic regions?

A: The initial allocation of shares of common stock among the regions other than Visa Europe, which we refer to as the participating regions, was determined under a methodology that was agreed upon among the participating regions. It was based upon the projected net income to be contributed by each participating region in fiscal 2008. The same methodology was applied to the unincorporated regions of Visa AP, Visa LAC and Visa CEMEA, as was applied to Visa Canada and Visa U.S.A. In addition, there were certain negotiated adjustments that were made to the allocations to reflect, among other things, potential operating synergies and one-time adjustments to financial projections. The initial allocation of shares upon the closing of the restructuring is subject to subsequent conversion and reallocation as a result of the true-up process in order to better reflect the actual net revenue contribution of each participating region. The consideration to be received by Visa Europe was the result of a negotiation between the participating regions in Visa Inc., on the one hand, and Visa Europe, on the other hand. Upon the completion of the restructuring, Visa Europe will receive class EU (series I) and class EU (series III) common stock that represents, without giving effect to any outstanding class EU (series II) common stock issued to Visa Europe, 8.4% of the outstanding shares of Visa Inc. common stock. Visa Europe will also receive class EU (series II) common stock representing 3.60% of our outstanding common stock, plus an additional number of shares of class EU common stock in order to gross up Visa Europe's percentage ownership to at least 10% after giving effect to the outstanding shares of our class USA common stock that will be held by Visa U.S.A. This results in Visa Europe owning 11.70% of the outstanding shares of Visa Inc. common stock, of which 3.60% (plus any additional shares of class C (series II) common stock that may be issued in the future to Visa Europe) is in the form of class C (series II) common stock that is redeemable for an aggregate amount of \$1.146 billion (less any dividends or distributions paid upon such shares and imputed interest on such dividends or distributions) upon the later of one year after the closing of the restructuring or the completion of our initial public offering.

Q: What is the percentage of shares that has been allocated to my region?

A: The shares of common stock that will be issued at the restructuring closing will initially be allocated on a regional basis as follows:

Region	Shares issued and outstanding after restructuring closing (not giving effect to the true-up)	Percentage ownership (not including Visa's class EU (series II) shares)	Percentage ownership (including Visa's class EU (series II) shares)
Visa U.S.A. ⁽¹⁾	426,390,481	57.06%	55.01%
Visa AP	119,100,481	15.94%	15.37%
Visa LAC	80,137,915	10.73%	10.34%
Visa CEMEA	36,749,698	4.92%	4.74%
Visa Canada	22,034,685	2.95%	2.84%
Visa Europe ⁽²⁾	62,762,788	8.40%	8.10%
Visa Europe ⁽³⁾	27,904,464		3.60%
Visa Europe Total	90,667,252	8.40%	11.70%
Total	775,080,512	100.00%	100.00%

⁽¹⁾ Excluding shares of class USA common stock held by Visa U.S.A.

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- (2) Excluding shares of class EU (series II) common stock, but including 549,587 shares of class EU (series III) common stock issued to VESI, a subsidiary of Visa Europe.
- (3) Class EU (series II) shares.

v

Table of Contents

This initial allocation of shares will be subject to subsequent conversion into class C common stock or, in the case of Visa U.S.A. common stock, into class B common stock and reallocation in connection with the true-up. Thus, each equity member may receive a greater or lesser number of shares at that time.

Q: What is the true-up process and how does it work?

A: The initial allocation of shares was based primarily on each participating region's projected net income contribution to the overall Visa enterprise in fiscal 2008, plus certain negotiated adjustments, which we refer to as the baseline amount. In order to reflect relative actual performance against projections, there will be a subsequent conversion and reallocation of shares, which we refer to as the true-up process, based on each participating region's relative under- or over-achievement beyond certain percentage limits. For further information about the true-up process, see *Summary True-Up of Merger Consideration* and *The Global Restructuring Agreement The Restructuring True-Up of Merger Consideration*.

Q: Within my participating region, how was the number of shares that I will receive calculated?

A: The allocation of shares among a participating region's financial institution members will differ from region to region. With regard to Visa U.S.A., the shares will be allocated to each member of Visa U.S.A. in accordance with the Visa U.S.A. membership proportion as defined in the Visa U.S.A. certificate of incorporation.

With regard to Visa Canada, the shares will be allocated to each member of Visa Canada based on its Visa card sales volume (as defined in the bylaws of Visa Canada) for the period from October 1, 1990 to the September 30 immediately preceding the date on which the restructuring is consummated.

With regard to Visa AP, Visa LAC and Visa CEMEA, the shares will be allocated to eligible members of Visa International affiliated with such regions in accordance with a formula based on net fees paid by each financial institution member entitled to receive shares and the total payments volume and cash volume, which we refer to as total volume, of each such financial institution member. The formula measures the net fees paid by, and total volume of, a member financial institution entitled to receive shares in proportion to the aggregate net fees paid by, and total volumes of, all such member financial institutions within the applicable unincorporated region. The net fees and total volume components are weighted equally in determining the equity allocation of each eligible financial institution member of each of Visa AP, Visa LAC and Visa CEMEA. At the restructuring closing, the eligible financial institution members of Visa AP, Visa LAC and Visa CEMEA will receive an initial allocation of shares based upon net fees and total volume for each such region beginning on October 1, 2001 and ending on June 30, 2007. This initial allocation will be subject to adjustment based on the net fees and total volume of each member in proportion to the aggregate net fees and aggregate total volumes for all members within the applicable region during the period from October 1, 2001 through the last day of the measurement period for the true-up.

Visa Europe has advised us that the methodology for distributing shares to its members has not yet been determined.

Q: Are there any restrictions on my ability to sell or transfer my shares of Visa Inc.?

A: Yes. Following the restructuring, all of the shares of our common stock will be subject to a prohibition on transfer, with limited exceptions, until the third anniversary of the completion of a Visa Inc. initial public offering; provided, however, that in the case of the shares issued to members of Visa U.S.A., the shares will not be able to be transferred, subject to limited exceptions, until the later of the third anniversary of the completion of a Visa Inc. initial public offering or the final resolution of the covered litigation.

Q: Will I continue to have voting rights following the restructuring?

A: Yes. Until the completion of an initial public offering of Visa Inc. common stock, each holder of Visa Inc. common stock will be entitled to vote on all matters submitted to the stockholders for a vote.

Table of Contents

Prior to our initial public offering, in connection with the true-up process, all of the shares of Visa Inc. common stock will be converted into a new class of common stock.

Shares held by members of Visa U.S.A. will be converted into shares of class B common stock.

Shares held by members of the AP, LAC, CEMEA and Canada regions will be exchanged for or converted into shares of class C (series I) common stock.

Shares held by Visa Europe will be converted into shares of class C (series II) common stock and class C (series III) common stock, and shares held by VESI will be converted into shares of class C (series IV) common stock. The class C (series III) common stock held by Visa Europe (together with the class C (series IV) common stock held by VESI) will represent the initial 8.1% interest in Visa Inc. to be held by Visa Europe and VESI. The class C (series II) common stock held by Visa Europe will represent an additional 3.6% interest in Visa Inc. These shares of class C (series II) common stock will generally not be entitled to vote on any matters, and will be subject to redemption.

Upon the completion of our initial public offering of Visa Inc. class A common stock, holders of class B common stock and class C common stock will cease to have voting rights, except in the case of certain extraordinary transactions and as may be required under Delaware law.

Each class of our common stock will vote on an as converted basis, which means that each class will be entitled to a number of votes equal to the number of shares of class A common stock into which such shares are convertible. The shares of our class B common stock and class C common stock will initially convert into class A common stock on a one-to-one basis, subject to adjustments for stock splits, stock dividends and the like. In addition to adjustments for stock splits, stock dividends and the like, the conversion ratio for the shares of our class B common stock may be adjusted in connection with our retrospective responsibility plan, as described below.

Q: After the closing of the restructuring, what will Visa Europe's relationship be to Visa Inc.?

A: Unlike Visa International, Visa U.S.A. and Visa Canada, Visa Europe will remain a separate entity and will not become a subsidiary of Visa Inc. in the restructuring. Visa Europe will retain its current structure as a U.K. limited liability company and will become a stockholder of Visa Inc. Visa Europe will also become an exclusive licensee of Visa Inc.'s trademarks and technology in Visa Europe's region, and Visa Inc. and Visa Europe will provide each other with services.

Q: Why is Visa Europe not becoming a wholly owned subsidiary of Visa Inc.?

A: Visa Europe believes that by being owned and governed by its European member financial institutions, it will be best positioned to serve a borderless payment market in Europe, meet the goals of its member financial institutions, consumers and merchants, and support the European Union's vision of a Single Euro Payments Area, or SEPA.

Q: Will the restructuring affect the rules for qualification as a member of Visa International, Visa U.S.A. or Visa Canada?

A: The rules for the qualification of members of Visa International and Visa U.S.A. will not change as a result of the restructuring. Visa Canada will no longer have members; instead, Visa Canada's relationship with former members of Visa Canada will be governed by services agreements.

Q: How will the restructuring affect my existing agreement(s) with Visa?

A: In general, and in the absence of a specific contractual provision requiring consent or notice in connection with a transaction like the proposed restructuring, your existing agreement(s) will not be affected by the restructuring.

Table of Contents

Q: What proposals are the members of Visa International and Visa U.S.A. being asked to approve?

A: Members of Visa International and Visa U.S.A. are being asked to approve the following proposals:

First, a proposal to adopt and approve the restructuring agreement. Specifically, the members of Visa International are being asked to approve the mergers through which Visa International will become a wholly owned subsidiary of Visa Inc. and the members of Visa U.S.A. are being asked to approve the merger through which Visa U.S.A. will become a wholly owned subsidiary of Visa Inc.

Second, the members of Visa International and Visa U.S.A. are being asked to approve the Visa Inc. 2007 Equity Incentive Compensation Plan for Visa Inc., which we refer to as the equity incentive plan.

In lieu of a special meeting of Visa International or Visa U.S.A., action on the restructuring proposal and equity incentive plan proposal will be taken by written consent of the respective members of each entity. In order to be effective, written consents must be received by

Q: What proposals are the shareholders of Visa Canada being asked to vote FOR ?

A: Members/Shareholders of Visa Canada are being asked to vote **FOR** the following proposals:

First, a resolution, to be approved by a majority of all votes eligible to be cast at the meeting, approving the restructuring agreement.

Second, a resolution, to be approved by 80% of all votes eligible to be cast at the meeting, amending the bylaws of Visa Canada to permit the transferability of members' interests and to make other amendments to accommodate the restructuring.

Third, a resolution, to be approved by 80% of all votes eligible to be cast at the meeting, authorizing the application for supplementary letters patent to permit the transferability of members' interests.

Fourth, a resolution, which we refer to as the conversion resolution, to be approved by 80% of all votes eligible to be cast at the meeting, authorizing the application for supplementary letters patent and the filing of articles of amendment and restated articles of incorporation to convert Visa Canada into a share capital corporation, to be named Visa Canada Inc., under the *Business Corporations Act* (Ontario), or the OBCA.

Fifth, a special resolution, which we refer to as the amalgamation resolution, under the OBCA, to be approved by 66²/₃% of the votes cast by the holders present and voting in person or by proxy of the shares of Visa Canada to be outstanding after the conversion referred to above, approving the amalgamation of Visa Canada Inc. and Visa Canada merger sub, a wholly owned subsidiary of Visa Inc.

Sixth, a resolution, to be approved by the members holding membership interests in Visa International, Visa U.S.A. and Visa Canada which, assuming the completion of the restructuring, would represent a majority of the outstanding shares of Visa Inc., approving the adoption of the equity incentive plan.

Q: When and where will the special meeting for Visa Canada take place?

A: The special meeting will be held on _____, 2007, at 12:00 p.m. (Eastern Standard Time) at the Offices of Visa Canada, Suite 3170, Scotia Plaza, 40 King Street West, Toronto, Ontario.

Q: What approvals are required to approve the restructuring?

A: The adoption and approval of the restructuring agreement and the Visa International merger requires the written consent of members of Visa International representing a majority of the votes of the members that would be entitled to vote on such proposals at a meeting of the members of Visa International.

The adoption and approval of the restructuring agreement and the Visa U.S.A. merger requires the written consent of members representing a two-thirds majority of the total voting power of the members that would be entitled to vote on such proposals at a meeting of the members of Visa U.S.A.

Table of Contents

The approval of 80% of all votes eligible to be cast at the meeting of Visa Canada members will be required to implement the restructuring in Canada; as well as 66 2/3% of the votes cast by holders of shares of Visa Canada after the conversion referred to above that are present in person or by proxy at the meeting.

Q: Why am I being asked to approve the Visa Inc. 2007 Equity Incentive Compensation Plan?

A: We believe that encouraging stock ownership by our employees and directors helps align their interests with those of our stockholders and helps us attract, motivate and retain employees and directors. Accordingly, we expect that this plan will promote our long-term success and increase stockholder value. The equity incentive plan would allow us to grant stock options, restricted stock and other stock-based awards. Some of the awards under this plan would provide opportunities for beneficial tax treatment to our employees if this plan is approved by our members.

Q: What approvals are required to approve the equity incentive plan?

A: To approve the equity incentive plan, we are seeking the approval of the members holding membership interests in Visa International, Visa U.S.A. and Visa Canada, which, assuming the completion of the restructuring, would represent a majority of the outstanding shares of common stock of Visa Inc. immediately after the closing. We are also obtaining the approval of the equity incentive plan by Visa International, the sole stockholder of Visa Inc. prior to the restructuring.

Q: How do members of Visa International and Visa U.S.A. submit their proxies to consent?

A: After you have carefully read this entire proxy statement-prospectus, please submit your proxy in any one of the following ways:

By Internet. Log on to the following web site: . In order for us to verify your identity, you will be asked to provide your -digit control number (located in the bottom left corner of the form of proxy accompanying this proxy statement-prospectus). Once you have provided your -digit control number please follow the instructions that are provided online in order to submit your proxy to consent over the Internet;

By Phone. Call the following phone number: . In order for us to verify your identity, you will be asked to provide your -digit control number (located in the bottom left corner of the form of proxy accompanying this proxy statement-prospectus). Once you have provided your -digit control number a representative will walk you through the instructions to submit your proxy over the phone; or

In Writing. Sign and date the form of proxy accompanying this proxy statement-prospectus and return it by:

E-mail. Send a portable document format (PDF) copy of *both sides* of the completed proxy to the following e-mail address:
;

Fax. Send a copy of *both sides* of the completed proxy to the following toll-free fax number ; or

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Mail. Send the completed proxy in the provided postage-paid envelope or courier pouch.

Q: Can members of Visa International and Visa U.S.A. revoke their proxies once given?

A: Any proxy given by a member of Visa International or Visa U.S.A. may be revoked at any time before consents from members representing the requisite number of votes required to adopt and approve the matters under consideration are delivered to Visa International or Visa U.S.A., respectively. Proxies may be revoked by delivering a notice of revocation of consent to in the case of Visa International or in the case of Visa U.S.A.

Table of Contents

Q: How do members/shareholders of Visa Canada vote?

A: A registered member of Visa Canada may attend the meeting and vote in person. After the conversion resolution becomes effective, a registered member of Visa Canada that has not exchanged its membership interest for Visa Inc. class Canada common stock automatically becomes a registered shareholder of Visa Canada Inc. and can also vote on the amalgamation resolution in person at the meeting. Alternatively, a registered member/shareholder may by means of a proxy appoint a person as nominee to attend and act at the meeting on the member/shareholder's behalf. A proxy must be executed by the member/shareholder. Proxies must be deposited with Visa Canada.

Q: Can members/shareholders of Visa Canada change their vote?

A: A registered member of Visa Canada can change its vote by submitting a new proxy to Visa Canada no later than _____ on _____ or by attending the meeting and voting its interests/shares in person. A registered member of Visa Canada may also revoke its proxy by delivering written notice to Visa Canada on or before _____ or to the Chairman of the meeting at the meeting.

Q: When do you expect to complete the restructuring?

A: We anticipate that the restructuring will be completed as soon as practicable after all of the conditions to the restructuring are satisfied, including the requisite approval of the members of Visa International, Visa U.S.A. and Visa Canada of the restructuring agreement, the receipt of certain U.K. and Canadian tax approvals and the receipt of all other required governmental or other consents.

Q: What will happen if the members do not approve the proposed transactions?

A: If the restructuring does not receive the requisite approvals, or if the restructuring is not completed for any reason, the boards of directors of Visa International, Visa U.S.A. and Visa Canada intend to continue to operate these companies in their current forms.

Q: What are my rights if I vote against or do not consent to the proposed transactions, but the proposed transactions are nevertheless approved by the requisite approval of members of Visa International, Visa U.S.A. and Visa Canada?

A: The restructuring will be completed if all of the applicable conditions contained in the restructuring agreement are satisfied, including the requisite approvals by the members of Visa International, Visa U.S.A. and Visa Canada. A Visa Canada shareholder may dissent with respect to the amalgamation by following certain procedures described in this proxy statement-prospectus. If the amalgamation of Visa Canada is completed, a dissenting shareholder that has complied with the procedures will be entitled to be paid the fair value of its common shares of Visa Canada. However, pursuant to Delaware law, members of Visa International and Visa U.S.A. will not be entitled to appraisal rights or similar rights in connection with the Visa International merger or the Visa U.S.A. merger. Members of Visa International, Visa U.S.A. or Visa Canada that have the right to consent or vote, but do not do so, will nevertheless have the right to receive Visa Inc. common stock in connection with the restructuring, unless (in the case of Visa Canada shareholders) they exercise their dissent rights.

Q: What are the U.S. federal income tax consequences of the restructuring and the true-up?

A: We have not requested that the U.S. Internal Revenue Service issue a ruling on the restructuring and the true-up. However, based on the opinion of our special tax counsel, we believe that, subject to the assumptions, qualifications and limitations set forth in *United States Federal Income Tax Considerations*, the members of Visa International and the members of Visa U.S.A. will not recognize any gain or

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loss for U.S. federal income tax purposes in connection with the restructuring and the true-up, except that any such member may recognize imputed interest income with respect to a portion of any Visa Inc. stock received in connection wi