

PITNEY BOWES INC /DE/

Form 8-K

March 06, 2014

**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**

**March 4, 2014**

Date of Report (Date of earliest event reported)

**Pitney Bowes Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of  
incorporation or organization)

**1-3579**

(Commission file number)

**06-0495050**

(I.R.S. Employer  
Identification No.)

**World Headquarters**

**1 Elmcroft Road**

**Stamford, Connecticut 06926-0700**

(Address of principal executive offices)

**(203) 356-5000**

(Registrant's telephone number, including area code)

**Not Applicable**

(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 Instruction 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 8.01. OTHER EVENTS

On September 22, 2011, Pitney Bowes Inc. (the “Company”) filed a registration statement on Form S-3 (No. 333-176957) (the “Registration Statement”) with the Securities and Exchange Commission for the registration of the debt securities, preferred stock, preference stock, common stock, purchase contracts, depository shares, warrants and units of the Company. The Registration Statement and the prospectus contained within are collectively referred to as the “Prospectus”.

On March 6, 2014, the Company filed a final prospectus supplement, dated March 4, 2014, to the Prospectus, relating to the issuance of its 4.625% Notes due 2024 (the “New Notes”) in an aggregate principal amount of \$500,000,000.

The Company agreed to sell the New Notes pursuant to the Underwriting Agreement, dated as of March 4, 2014 (the “Underwriting Agreement”), and the Pricing Agreement, dated as of March 4, 2014 (the “Pricing Agreement”), by and among the Company and Goldman, Sachs & Co., J.P. Morgan Securities LLC, RBS Securities Inc. and HSBC Securities (USA) Inc., as the representatives for the several underwriters. Copies of the Underwriting Agreement and the Pricing Agreement are filed as Exhibit 1.1. The foregoing summary does not purport to be complete and is qualified in its entirety by reference to the Underwriting Agreement and the Pricing Agreement.

The underwriters and their respective affiliates are full service financial institutions engaged in various activities, which may include securities trading, commercial and investment banking, financial advisory, investment management, investment research, principal investment, hedging, financing and brokerage activities. The underwriters and their affiliates have provided, and in the future may continue to provide, investment banking, financial advisory and other financial services to the Company in the ordinary course of business for which they have received and will receive customary compensation. Affiliates of certain of the underwriters are lenders to the Company under the Company’s existing credit facility.

On March 4, 2014, the Company issued a press release announcing the commencement of a cash tender offer (the “Tender Offer”) for up to a combined aggregate principal amount of \$350,000,000 (the “Maximum Amount”) of its 5.250% Notes due 2037, 5.750% Notes due 2017, 4.750% Notes due 2016, 4.750% Notes due 2018 and 5.600% Notes due 2018 (the “Subject Notes”). On March 4, 2014, the Company issued a separate press release announcing an increase in the Maximum Amount from \$350,000,000 to \$500,000,000. A copy of the announcement Tender Offer press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is hereby incorporated by reference into this Current Report. A copy of the increase in Maximum Amount press release is attached as Exhibit 99.2 to this Current Report on Form 8-K and is hereby incorporated by reference into this Current Report.

This Current Report on Form 8-K, including the press releases hereby incorporated by reference, is neither an offer to sell nor a solicitation of offers to buy any Subject Notes or New Notes. The Tender Offer is being made only pursuant to the related offer to purchase and the related letter of transmittal, each dated March 4, 2014. The Tender Offer is not being made to holders of Subject Notes in any jurisdiction in which the making or acceptance thereof would not be in

compliance with the securities, blue sky or other laws of such jurisdiction.

**ITEM 9.01. EXHIBITS**

(d) Exhibits.

| <b>Exhibit<br/>Number</b> | <b>Description of Exhibit</b>                |
|---------------------------|--|
| 1.1                       | Underwriting Agreement and Pricing Agreement |

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99.1 Press release of Pitney Bowes Inc. dated March 4, 2014 announcing commencement of Tender Offer

99.2 Press release of Pitney Bowes Inc. dated March 4, 2014 announcing increase in Maximum Amount

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Pitney Bowes Inc.

By: /s/ Debbie D. Salce

Name: Debbie D. Salce

Title: Vice President

Date: March 6, 2014

and Treasurer