

PITNEY BOWES INC /DE/
Form 8-K
November 26, 2012

**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**

November 19, 2012

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))
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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, depositary shares, warrants and units of the Company. The Registration Statement and the prospectus contained within are collectively referred to as the Prospectus .

On November 20, 2012, the Company filed a final prospectus supplement, dated November 19, 2012, to the Prospectus, relating to the issuance of its 5.25% Notes due 2022 (the Notes) in an aggregate principal amount of \$100,000,000 or, if the underwriters exercise their option to purchase additional Notes to cover over-allotments, if any, up to \$115,000,000.

On November 19, 2012, the Company agreed to sell the Notes pursuant to the Underwriting Agreement, dated as of November 19, 2012 (the Underwriting Agreement), and the Pricing Agreement, dated as of November 19, 2012 (the Pricing Agreement), by and among the Company and Merrill Lynch, Pierce, Fenner & Smith Incorporated and Morgan Stanley & Co. LLC, 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.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits.

**Exhibit
Number**

Description of Exhibit

1.1	Underwriting Agreement and Pricing Agreement
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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.

Pitney Bowes Inc.

By: /s/ Michael Monahan

Name: Michael Monahan

Title: Executive Vice President and Chief Financial Officer

Date: November 26, 2012
