

Edgar Filing: Philip Morris International Inc. - Form 8-K

Philip Morris International Inc.  
Form 8-K  
September 18, 2015

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

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FORM 8-K

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CURRENT REPORT  
Pursuant to Section 13 or 15(d) of  
The Securities Exchange Act of 1934  
Date of Report (Date of earliest event reported): September 16, 2015

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Philip Morris International Inc.  
(Exact name of registrant as specified in its charter)

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| Virginia<br>(State or other jurisdiction<br>of incorporation)                      | 1-33708<br>(Commission File Number) | 13-3435103<br>(I.R.S. Employer<br>Identification No.) |
| 120 Park Avenue, New York, New<br>York<br>(Address of principal executive offices) |                                     | 10017-5592<br>(Zip Code)                              |
| Registrant's telephone number, including area code: (917) 663-2000                 |                                     |   |
| (Former name or former address, if changed since last report.)                     |                                     |   |

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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:

- .. 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 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

Effective September 16, 2015, the Board of Directors of Philip Morris International Inc. (the "Company") amended and restated the Company's By-Laws to implement proxy access. Sections 6 and 7 of Article I and Section 4 of Article II of the Amended and Restated By-Laws permit a shareholder, or a group of up to 15 shareholders, owning three or more percent of the Company's shares for at least three years, to nominate and include in the Company's proxy materials director candidates to occupy up to 20% of the Board seats, provided that such shareholder or a group satisfies the requirements set forth in Article I.

The Company's Amended and Restated By-Laws reflecting the foregoing amendments are attached hereto as Exhibit 3.1 to this Current Report on Form 8-K and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Amended and Restated By-Laws of Philip Morris International Inc. (effective as of September 16, 2015)  
3.1

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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.

PHILIP MORRIS INTERNATIONAL INC.

By: /s/ JERRY WHITSON  
Name: Jerry Whitson  
Title: Deputy General Counsel and Corporate Secretary  
DATE: September 18, 2015

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EXHIBIT INDEX

| Exhibit No. | Description   |
|-------------|---|
| 3.1         | Amended and Restated By-Laws of Philip Morris International Inc. (effective as of September 16, 2015) |