

PITNEY BOWES INC /DE/  
Form 8-K  
March 18, 2014

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

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**FORM 8-K**

**Current Report**

**Pursuant to Section 13 or 15(d) of the Securities  
Exchange Act of 1934**

**March 17, 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))

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**ITEM 8.01. OTHER EVENTS**

On March 17, 2014, Pitney Bowes Inc. (the “Company”) issued a press release announcing the pricing for its previously announced cash tender offer (the “Tender Offer”) for up to \$500,000,000 (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 17, 2014, the Company issued a separate press release announcing the results of the Tender Offer as of the early tender date.

A copy of the Tender Offer pricing 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 early tender results 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. The Tender Offer is being made only pursuant to the offer to purchase and the related letter of transmittal. 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.

| <u>Exhibit Number</u> | <u>Description of Exhibit</u>   |
|-----------------------|---|
| 99.1                  | Press release of Pitney Bowes Inc. dated March 17, 2014 announcing pricing of Tender Offer                          |
| 99.2                  | Press release of Pitney Bowes Inc. dated March 17, 2014 announcing Tender Offer results as of the early tender date |

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**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 and Treasurer

Date: March 18, 2014

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