

PITNEY BOWES INC /DE/
Form 10-Q/A
September 05, 2008

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

FORM 10-Q/A
Amendment No. 1

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934

For the Quarterly Period Ended
June 30, 2008

Commission File Number 1-3579

PITNEY BOWES INC.

Incorporated in Delaware

I.R.S. Employer Identification
No. 06-0495050

World Headquarters
1 Elmcroft Road, Stamford, Connecticut 06926-0700

(203) 356-5000

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definition of []large accelerated filer[], []accelerated filer[], and []smaller reporting company[] in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company

Indicate by check mark whether the registrant is a shell Company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

There were 207,783,923 shares of common stock outstanding as of August 29, 2008.

Pitney Bowes Inc. 10-Q/A Introductory Note

Pitney Bowes is filing this Amendment No. 1 on Form 10-Q/A (□Amendment No. 1□) to include required disclosures regarding submission of matters to a vote of security holders (Part II □ Item 4). This information was inadvertently omitted from the Original Filing on August 7, 2008.

Unaffected items have not been repeated in this Amendment No. 1.

Part II **Other Information****Item 4: Submission of Matters to a Vote of Security Holders**

The following matters were submitted to a vote of security holders during our annual meeting of stockholders held on May 12, 2008.

| | <u>Votes For</u> | <u>Votes Against</u> | <u>Abstain</u> |
|---|------------------|----------------------|----------------|
| 1. Election of Directors: | | | |
| Rodney C. Adkins | 179,150,866 | 4,632,511 | 2,049,378 |
| Michael J. Critelli | 177,728,593 | 6,034,891 | 2,069,271 |
| Murray D. Martin | 177,971,443 | 5,896,115 | 1,965,197 |
| Michael I. Roth | 177,677,696 | 6,019,607 | 2,135,452 |
| Robert E. Weissman | 179,321,626 | 4,508,372 | 2,002,757 |
| 2. Ratification of PricewaterhouseCoopers LLP as independent registered public accountants | 180,010,148 | 3,859,648 | 1,962,959 |

The following other directors continued their term of office after the annual meeting of stockholders.

| | | |
|-----------------------|-------------------|--------------------|
| Linda G. Alvarado | Ernie Green | Eduardo R. Menascé |
| Anne M. Busquet | James H. Keyes | David L. Shedlarz |
| Anne Sutherland Fuchs | John S. McFarlane | David B. Snow, Jr. |

There were no broker non-votes for matters submitted at the annual meeting of stockholders.

Item 6: Exhibits

See Index of Exhibits.

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 thereunto duly authorized.

PITNEY BOWES INC.

September 5, 2008

/s/ Michael Monahan
Michael Monahan
Executive Vice President and
Chief Financial Officer
(Principal Financial Officer)

/s/ S. J. Green
S. J. Green
Vice President □ Finance and
Chief Accounting Officer
(Principal Accounting Officer)

Index of Exhibits

Reg. S-K

Exhibits Description

- (31.1) Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
 - (31.2) Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
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