

PITNEY BOWES INC /DE/  
Form 8-K  
December 13, 2012

**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**

**December 7, 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**

As previously disclosed, on November 27, 2012, Pitney Bowes Inc. (the Company) completed a public offering of \$100,000,000 aggregate principal amount of its 5.25% Notes Due 2022 (the Notes). On December 7, 2012, Merrill Lynch, Pierce, Fenner & Smith Incorporated and Morgan Stanley & Co. LLC, as the representatives for the several underwriters, notified the Company of the underwriters' intention to partially exercise their option to purchase additional Notes. On December 13, 2012, the Company closed the sale of an additional \$10,000,000 principal amount of the Notes to the underwriters, pursuant to the partial exercise of the underwriters' option to purchase additional Notes. Net proceeds from the exercise of the underwriters' option to purchase additional Notes were \$9,723,333.33, after deducting underwriting discounts and commissions.

The Notes purchased pursuant to the underwriters' option to purchase additional Notes will form a part of the original series of Notes issued previously and will be fungible with such original series.

Reference is made to the Company's Current Report on Form 8-K filed November 27, 2012 for additional information regarding the terms of the Notes. Such summary does not purport to be complete and is qualified in its entirety by reference to the Officers' Certificate establishing the terms of the Notes and the specimen of the Notes, filed as Exhibits 4.1 and 4.2 to such Current Report on Form 8-K, respectively.

**ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS**

(d) Exhibits.

<b>Exhibit Number</b>	<b>Description of Exhibit</b>
4.1	Officers' Certificate establishing the terms of the Notes, dated November 27, 2012 (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K, filed November 27, 2012).
4.2	Specimen of 5.25% Notes Due 2022 (incorporated by reference to Exhibit 4.2 to the Company's Current Report on Form 8-K, filed November 27, 2012).
5.1	Opinion of Gibson, Dunn & Crutcher LLP, dated December 13, 2012.
23.1	Consent of Gibson, Dunn & Crutcher LLP (included in Exhibit 5.1).

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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.

Pitney Bowes Inc.

By: /s/ Helen Shan

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Name: Helen Shan

Title: Vice President, Finance and Treasurer

Date: December 13, 2012

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