

Philip Morris International Inc.
Form 8-K
August 21, 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

Date of Report (Date of earliest event reported): August 14, 2012

Philip Morris International Inc.

(Exact name of registrant as specified in its charter)

Virginia
(State or other jurisdiction

1-33708

13-3435103
(I.R.S. Employer

of incorporation)

(Commission File Number)

Identification No.)

120 Park Avenue, New York, New York
(Address of principal executive offices)

10017-5592
(Zip Code)

Registrant's telephone number, including area code: (917) 663-2000

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

(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:

- 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))

Item 8.01. Other Events.

On August 21, 2012, Philip Morris International Inc. (PMI) issued US\$750,000,000 aggregate principal amount of its 1.125% Notes due 2017 (the 2017 Notes), US\$750,000,000 aggregate principal amount of its 2.500% Notes due 2022 (the 2022 Notes) and US\$750,000,000 aggregate principal amount of its 3.875% Notes due 2042 (the 2042 Notes and, together with the 2017 Notes and the 2022 Notes, the Notes). The Notes were issued pursuant to an Indenture (the Indenture) dated as of April 25, 2008, by and between PMI and HSBC Bank USA, National Association, as trustee (the Trustee).

In connection with the issuance of the Notes, on August 14, 2012, PMI entered into a Terms Agreement (the Terms Agreement) with Credit Suisse Securities (USA) LLC, Deutsche Bank Securities Inc., J.P. Morgan Securities LLC and RBS Securities Inc., as underwriters (the Underwriters), pursuant to which PMI agreed to issue and sell the Notes to the Underwriters. The provisions of an Underwriting Agreement, dated as of April 25, 2008 (the Underwriting Agreement), are incorporated by reference in the Terms Agreement.

PMI has filed with the Securities and Exchange Commission a Prospectus dated February 28, 2011 and a Prospectus Supplement (the Prospectus Supplement) dated August 14, 2012 (Registration No. 333-172490) in connection with the public offering of the Notes.

The Notes are subject to certain customary covenants, including limitations on PMI 's ability, with significant exceptions, to incur debt secured by liens and engage in sale/leaseback transactions. PMI may redeem all, but not part, of the Notes of each series upon the occurrence of specified tax events as described in the Prospectus Supplement.

Interest on the 2017 Notes and the 2042 Notes is payable semiannually on February 21 and August 21 of each year, commencing February 21, 2013, to holders of record on the preceding February 1 or August 1, as the case may be. Interest on the 2022 Notes is payable semiannually on February 22 and August 22 of each year, commencing February 22, 2013, to holders of record on the preceding February 1 or August 1, as the case may be. Interest on the Notes will be computed on the basis of a 360-day year consisting of twelve 30-day months.

The 2017 Notes will mature on August 21, 2017, the 2022 Notes will mature on August 22, 2022, and the 2042 Notes will mature on August 21, 2042.

The Notes will be PMI 's senior unsecured obligations and will rank equally in right of payment with all of its existing and future senior unsecured indebtedness.

For a complete description of the terms and conditions of the Underwriting Agreement, the Terms Agreement and the Notes, please refer to such agreements and the form of Notes, each of which is incorporated herein by reference and attached to this report as Exhibits 1.1, 1.2, 4.1, 4.2 and 4.3 respectively.

Certain of the underwriters and their respective affiliates have, from time to time, performed, and may in the future perform, various financial advisory, commercial and investment banking services for PMI, for which they received or will receive customary fees and expenses. Certain affiliates of the underwriters are lenders under PMI 's Revolving Credit Facility pursuant to an Amended and Restated Credit Agreement dated May 11, 2011 (the 2015 Facility) and PMI 's Revolving Credit Facility pursuant to a Credit Agreement dated October 25, 2011 (the 2016 Facility). Credit Suisse AG, Cayman Islands Branch, an affiliate of Credit Suisse Securities (USA) LLC, Deutsche Bank AG London and Deutsche Bank AG New York Branch, affiliates of Deutsche Bank Securities Inc., HSBC Bank plc, an affiliate of the Trustee, JPMorgan Chase Bank, N.A., an affiliate of J.P. Morgan Securities LLC and The Royal Bank of Scotland plc, an affiliate of RBS Securities Inc., are lenders under the 2015 Facility and the 2016 Facility. In addition, certain of the Underwriters and their respective affiliates act as dealers in connection with PMI 's commercial paper programs.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit

| Number | Description |
|---------------|--|
| 1.1 | Underwriting Agreement, dated April 25, 2008 (incorporated by reference to Exhibit 1.1 of PMI's Registration Statement on Form S-3 (No. 333-150449)) |
| 1.2 | Terms Agreement, dated August 14, 2012, among PMI and Credit Suisse Securities (USA) LLC, Deutsche Bank Securities Inc., J.P. Morgan Securities LLC and RBS Securities Inc., as Underwriters |
| 4.1 | Form of 1.125% Notes due 2017 |
| 4.2 | Form of 2.500% Notes due 2022 |
| 4.3 | Form of 3.875% Notes due 2042 |
| 5.1 | Opinion of Hunton & Williams LLP |

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: August 21, 2012

EXHIBIT INDEX

Exhibit

| Number | Description |
|---------------|--|
| 1.1 | Underwriting Agreement, dated April 25, 2008 (incorporated by reference to Exhibit 1.1 of PMI's Registration Statement on Form S-3 (No. 333-150449)) |
| 1.2 | Terms Agreement, dated August 14, 2012, among PMI and Credit Suisse Securities (USA) LLC, Deutsche Bank Securities Inc., J.P. Morgan Securities LLC and RBS Securities Inc., as Underwriters |
| 4.1 | Form of 1.125% Notes due 2017 |
| 4.2 | Form of 2.500% Notes due 2022 |
| 4.3 | Form of 3.875% Notes due 2042 |
| 5.1 | Opinion of Hunton & Williams LLP |