

Philip Morris International Inc.  
Form 8-K  
March 04, 2013

**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): February 26, 2013**

**Philip Morris International Inc.**

(Exact name of registrant as specified in its charter)

**Virginia**  
(State or other jurisdiction

of incorporation)

**1-33708**  
(Commission File Number)

**13-3435103**  
(I.R.S. Employer

Identification No.)

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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

(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 March 4, 2013, Philip Morris International Inc. ( PMI ) issued US\$400,000,000 aggregate principal amount of its Floating Rate Notes due 2015 (the 2015 Notes ), US\$600,000,000 aggregate principal amount of its 2.625% Notes due 2023 (the 2023 Notes ) and US\$850,000,000 aggregate principal amount of its 4.125% Notes due 2043 (the 2043 Notes ) and, together with the 2015 Notes and the 2023 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 February 26, 2013, PMI entered into a Terms Agreement (the Terms Agreement ) with Barclays Capital Inc., Citigroup Global Markets Inc., Goldman, Sachs & Co., HSBC Securities (USA) Inc., SG Americas Securities, LLC, Banca IMI S.p.A., ING Financial Markets LLC and Santander Investment Securities Inc. (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 February 26, 2013 (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 2015 Notes is payable quarterly in arrears on February 26, May 26, August 26 and November 26, commencing on May 26, 2013, to holders of record on the preceding February 13, May 13, August 13 and November 13, as the case may be. The 2015 Notes will bear interest from March 4, 2013 at a rate per annum, reset quarterly, equal to three month LIBOR plus 0.05%. Interest on the 2023 Notes is payable semiannually on March 6 and September 6 of each year, commencing September 6, 2013, to holders of record on the preceding February 19 or August 22, as the case may be. Interest on the 2043 Notes is payable semiannually on March 4 and September 4 of each year, commencing September 4, 2013, to holders of record on the preceding February 17 or August 20, as the case may be. Interest on the 2023 Notes and 2043 Notes will be computed on the basis of a 360-day year consisting of twelve 30-day months.

The 2015 Notes will mature on February 26, 2015, the 2023 Notes will mature on March 6, 2023 and the 2043 Notes will mature on March 4, 2043.

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 ), PMI's Revolving Credit Facility pursuant to a Credit Agreement dated October 25, 2011 (the 2016 Facility ) and PMI's Revolving Credit Facility pursuant to a Credit Agreement dated February 12, 2013 (the 2014 Facility ). Barclays Bank plc, an affiliate of Barclays Capital Inc., Citibank, N.A., an affiliate of Citigroup Global Markets Inc., Goldman Sachs

Lending Partners LLC and Goldman Sachs Bank USA, affiliates of Goldman, Sachs & Co., HSBC Bank plc, an affiliate of the Trustee and HSBC Securities (USA) Inc., Intesa Sanpaolo S.p.A., an affiliate of Banca IMI S.p.A., ING Belgium, Brussels, Geneva Branch, an affiliate of ING Financial Markets LLC, Banco Santander, S.A. New York Branch, Sovereign Bank, N.A. and Sovereign Bank (Santander Group), affiliates of Santander Investment Securities Inc. and Société Générale, an affiliate of SG Americas Securities, LLC are lenders under the 2014 Facility, 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 February 26, 2013, among PMI and Barclays Capital Inc., Citigroup Global Markets Inc., Goldman, Sachs & Co., HSBC Securities (USA) Inc., SG Americas Securities, LLC, Banca IMI S.p.A., ING Financial Markets LLC and Santander Investment Securities Inc., as Underwriters |
| 4.1 | Form Floating Rate Notes due 2015                                                                                                                                                                                                                                                                  |
| 4.2 | Form of 2.625% Notes due 2023                                                                                                                                                                                                                                                                      |
| 4.3 | Form of 4.125% Notes due 2043                                                                                                                                                                                                                                                                      |
| 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: March 4, 2013

**EXHIBIT INDEX**

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- 4.1 Form Floating Rate Notes due 2015
- 4.2 Form of 2.625% Notes due 2023
- 4.3 Form of 4.125% Notes due 2043
- 5.1 Opinion of Hunton & Williams LLP