

PITNEY BOWES INC /DE/
Form S-3D
August 03, 2012

As filed with the Securities and Exchange Commission on August 3, 2012

Registration No. 333-

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

FORM S-3
REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933

PITNEY BOWES INC.
(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

06-0495050
(I.R.S. Employer
Identification Number)

Pitney Bowes Inc.
1 Elmcroft Road
Stamford, CT 06926-0700
(203) 356-5000

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

Daniel J. Goldstein
Executive Vice President
and Chief Legal and Compliance Officer
Pitney Bowes Inc.
1 Elmcroft Road
Stamford, CT 06926-0700
(203) 356-5000

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent for Service)

Approximate date of commencement of proposed sale to the public:
As soon as practicable after this Registration Statement becomes effective.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box: x

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box: o

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If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

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 the definitions 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 (Do not check if a smaller reporting company)

Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of Each Class of securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Unit	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock	1,400,000 shares ¹	\$ 12.95 ₂	\$ 18,123,000 ₃	\$ 2,076.90

¹ In addition, pursuant to Rule 416, this registration statement also covers such indeterminate number of additional shares as may be authorized in the event of adjustments as a result of increases in the number of issued shares of Common Stock resulting from the payment of stock dividends or stock splits or certain other capital adjustments.

² Estimated in accordance with Rule 457(c) under the Securities Act of 1933 solely for the purpose of determining the registration fee based on the average of the high and low prices on August 2, 2012 for Common Stock of Pitney Bowes Inc. as reported on the consolidated reporting system.

³ Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) under the Securities Act of 1933.

PROSPECTUS

Common Stock
(\$1.00 Par Value)

Dividend Reinvestment Plan

This Prospectus (the "Prospectus") relates to 1,400,000 shares of Common Stock, par value \$1.00 per share ("Shares"), of Pitney Bowes Inc. ("Pitney Bowes" or the "Company") registered for sale under the Company's Dividend Reinvestment Plan ("Plan"). It is suggested that this Prospectus be retained for future reference.

This Prospectus does not constitute an offer to sell or a solicitation of an offer to buy the securities covered by this Prospectus in any jurisdiction to any person to whom it is unlawful to make such offer or solicitation in such jurisdiction.

You should rely only on the information incorporated by reference or provided in this Prospectus or any prospectus supplement. We have not authorized anyone else to provide you with different information or to make additional representations. We are not making or soliciting an offer of these securities in any state or jurisdiction where the offer is not permitted or in any circumstances in which such offer or solicitation is unlawful. You should not assume that the information contained or incorporated by reference in this Prospectus or prospectus supplement is accurate as of any date other than the date on the front of those documents.

Our Common Stock is listed on the New York Stock Exchange under the ticker symbol "PBI".

Investing in our Common Stock involves risks. See "Risk Factors" beginning on page 3 of this registration statement and page 5 of our Annual Report on Form 10-K for the year ended December 31, 2011, or our subsequent filings with the Securities and Exchange Commission, incorporated herein by reference, for information about risks you should consider before investing in our securities.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The principal executive offices of the Company are located at 1 Elmcroft Road Stamford, CT 06926-0700, and the telephone number is (203) 356-5000.

The date of this Prospectus is August 3, 2012.

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**DIVIDEND REINVESTMENT PLAN
PROSPECTUS**

INTRODUCTION

Pitney Bowes Inc. (Pitney Bowes or the Company) is pleased to offer individuals the opportunity to participate in its Dividend Reinvestment Plan (the Plan). This Prospectus (the Prospectus) relates to an offering of 1,400,000 shares of Pitney Bowes common stock to be offered for purchase under the Plan. The Plan is available for investors to increase their holdings of Pitney Bowes common stock. Unless we have indicated otherwise, references in this Prospectus to we, us and our or similar terms refer to Pitney Bowes Inc., a Delaware company, and its consolidated subsidiaries.

The Plan allows participants to:

Reinvest all or a portion of Pitney Bowes dividends

Purchase additional Pitney Bowes common stock through a convenient method

Purchase Shares by check from a U.S. bank account

Remit a minimum of \$100 at any time (up to a maximum of \$12,000 per year) for investment

Enroll in the Plan and access accounts through the Internet at <http://www.computershare.com/investor> at any time

Shares purchased under the Plan may be newly issued Shares or Shares purchased for participants in the open market. The purchase price for newly issued Shares will be the closing price of Shares on the New York Stock Exchange composite transactions tape on the date of purchase. The purchase price for Shares purchased in the open market will be the weighted average price paid for all Shares purchased by the Administrator (as defined below) for the Plan on the date of purchase. Shares purchased under the plan will be recorded in uncertificated form in a participant's account (a Dividend Reinvestment Account) by the Administrator.

Pitney Bowes is a provider of leading-edge global, integrated mail and document management solutions for organizations of all sizes. The principal executive offices of the Company are located at 1 Elmcroft Road, Stamford, CT 06926-0700.

Please read this Prospectus carefully and retain it and any future investment statements for future reference. If you have any questions regarding the Plan, please call toll free at (800) 648-8170. Customer service representatives are available between the hours of 9:00 a.m. and 5:00 p.m., Eastern Time, Monday through Friday.

This document supersedes all prior prospectuses with respect to the Plan.

INFORMATION ABOUT THE COMPANY

Pitney Bowes Inc. was incorporated in the State of Delaware on April 23, 1920, as the Pitney Bowes Postage Meter Company. Today we are a global provider of software, hardware and services to enable both physical and digital communications and to integrate those physical and digital communications channels. Our growth strategies focus on leveraging our historic leadership in physical communication with our expanding capabilities in digital and hybrid communications. We see long-term opportunities in delivering products, software, services and solutions that help customers grow their business by more effectively managing their physical and digital communications with their customers. Our world headquarters are located at 1 Elmcroft Road, Stamford, CT 06926-0700. Our telephone number is (203) 356-5000.

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We operate both inside and outside the United States. We organize and report our business activities within two business groups based on the customers they primarily serve, Small & Medium Business Solutions and Enterprise Business Solutions. The principal products and services of each of our reporting segments are as follows:

Small & Medium Business Solutions:

North America Mailing: Includes the U.S. and Canadian revenue and related expenses from the sale, rental and financing of our mail finishing, mail creation, shipping equipment and software; supplies; support and other professional services; and payment solutions.

International Mailing: Includes the revenue and related expenses outside North America from the sale, rental and financing of our mail finishing, mail creation, shipping equipment and software; supplies; support and other professional services; and payment solutions.

Enterprise Business Solutions:

Production Mail: Includes the worldwide revenue and related expenses from the sale, support and other professional services of our high-speed, production mail systems, sorting and production print equipment and related software.

Software: Includes the worldwide revenue and related expenses from the sale and support services of non-equipment-based mailing, customer relationship and communication and location intelligence software.

Management Services: Includes worldwide revenue and related expenses from facilities management services; secure mail services; reprographic, document management services; and litigation support and eDiscovery services.

Mail Services: Includes the worldwide revenue and related expenses from presort mail services and cross-border mail services.

Marketing Services: Includes the revenue and related expenses from direct marketing services for targeted customers.

FORWARD-LOOKING STATEMENTS

This prospectus contains statements that are forward-looking. We caution readers that any forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the Securities Act) and Section 21E of the Securities Exchange Act of 1934, as amended (the Exchange Act), in this prospectus may change based on various factors. These forward-looking statements are based on current expectations and assumptions that are subject to risks and uncertainties and actual results could differ materially. Words such as estimate , target , project , plan , believe , expect , anticipate , intend , and similar expressions may identify such forward-looking statements. We undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. Factors which could cause future financial performance to differ materially from the expectations as expressed in any forward-looking statement made by or on our behalf include, without limitation:

declining physical mail volumes

mailers utilization of alternative means of communication or competitors products

timely development and acceptance of new products and services

successful entry into new markets

success in gaining product approval in new markets where regulatory approval is required

changes in postal or banking regulations

interrupted use of key information systems

third-party suppliers' ability to provide product components, assemblies or inventories

our success at managing the relationships with our outsource providers, including the costs of outsourcing functions and operations not central to our business

changes in privacy laws

intellectual property infringement claims

regulatory approvals and satisfaction of other conditions to consummate and integrate any acquisitions

negative developments in economic conditions, including adverse impacts on customer demand

our success at managing customer credit risk

significant changes in pension, health care and retiree medical costs

changes in interest rates, foreign currency fluctuations or credit ratings

income tax adjustments or other regulatory levies for prior audit years and changes in tax laws or regulations

impact on mail volume resulting from concerns over the use of the mail for transmitting harmful biological agents

changes in international or national political conditions, including any terrorist attacks

acts of nature

RISK FACTORS

An investment in our common stock involves risks. You should carefully consider the following risk factors, as well as the information contained or incorporated by reference in this prospectus, including the information under the heading "Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2011, before making an investment in our securities. The information contained or incorporated by reference in this prospectus includes forward-looking statements that involve risks and uncertainties.

Risks Relating to the Plan

You will not be able to predict or control the price at which Shares will be purchased under the Plan.

You will not know the price of the Shares you purchase under the Plan at the time you elect to have your dividends reinvested or to make an optional cash investment through the Administrator. The price of our Shares may fluctuate between the time you decide to purchase Shares under the Plan and the time of actual purchase. Furthermore, the purchase price, as determined under the Plan, may differ from the price you would have obtained if you had purchased Shares on the open market on the relevant investment date. As a result, you may purchase Shares at a price higher than the price you anticipated.

There is no price protection for your Shares under the Plan.

Your investment in Shares pursuant to the Plan will be exposed to changes in market conditions and changes in the market value of the Shares.

If you instruct the Administrator to sell Shares in your Dividend Reinvestment Account, you will not be able to direct the time or price at which the Shares are sold or select a broker or dealer through or from whom sales are to be made. The price of our common stock may decline between the time you decide to sell Shares and the time of actual sale.

Your ability to liquidate or otherwise dispose of Shares in your Dividend Reinvestment Account is subject to the terms of the Plan. You may not be able to sell the Shares in your Dividend Reinvestment Account in time to react to market conditions.

INFORMATION ABOUT THE PLAN

The following questions and answers explain and constitute the Plan.

1. What is the Plan?

The Plan is a convenient, low cost purchase plan available for existing stockholders to increase their holdings of Pitney Bowes common stock. Participants in the Plan may elect to have dividends automatically reinvested in Pitney Bowes common stock and to make optional cash investments through the Administrator. Participation in the Plan is entirely voluntary and we give no advice regarding your decision to join the Plan. A current stockholder can enroll in the Plan through the Internet at <http://www.computershare.com/investor> and follow the instructions provided. Enrollment forms may also be obtained from the Administrator by calling (800) 648-8170 (inside U.S. and Canada) or (781) 575-2721 (outside U.S. and Canada).

2. What are some of the advantages and disadvantages of participating in the Plan?

Advantages of participating in the Plan include the ability to:

Have all or some of the dividends paid on Pitney Bowes common stock automatically reinvested in additional Shares;

Increase holdings of Pitney Bowes common stock by making additional cash investments;

Deposit Pitney Bowes common stock certificates in the Plan's Share safekeeping feature and have ownership of common stock maintained on the Administrator's records in book-entry form; and

Manage accounts through the Internet.

Potential disadvantages of participating in the Plan, which you should consider before deciding whether to participate in the Plan, include the following:

Purchases are made only periodically as described below, so participants cannot control when those purchases are made;

The Administrator seeks to purchase and sell stock at prevailing market prices, which may not be the best price at which Pitney Bowes common stock traded during the day; and

Participants generally will be taxed on the value of cash dividends paid on their Shares, even if they elect for 100% of those dividends to be reinvested in Pitney Bowes common stock.

These and additional considerations are discussed below in this Prospectus.

3. Who is the Administrator? How does a stockholder contact the Administrator? What are the functions of the Administrator?

Computershare Trust Company, N.A. (the Administrator or Computershare) is the Administrator of the Plan. Computershare Inc. acts as Service Agent for Computershare. Computershare will direct the purchase of Shares acquired under the Plan, hold such Shares, keep records and perform other functions related to the Plan.

Participants may contact Computershare by:

Internet at <http://www.computershare.com/investor>

Telephone at (800) 648-8170 (inside U.S. and Canada) or (781) 575-2721 (outside U.S. and Canada). Customer Service Associates are available 9:00 a.m. to 5:00 p.m. Eastern Time, Monday to Friday.

Mail at: Pitney Bowes Dividend Reinvestment Plan c/o Computershare Trust Company, N.A., P.O. Box 43078, Providence, RI 02940-3078

Telecommunications device for the hearing impaired (TDD): (800) 490-1493 (inside U.S. and Canada) or (781) 575-2694 (outside U.S. and Canada).

The Administrator administers the Plan by acquiring Newly Issued Shares (as defined below), or purchasing Shares in the open market if Newly Issued Shares are not available, keeping records, sending statements of account to participants, holding Shares of all participants together in its name or in the name of its nominee and performing other duties related to the Plan.

The term Newly Issued Shares refers to original issue Shares and Shares held by the Company in treasury. When Newly Issued Shares are purchased from the Company, the Company will receive new equity capital funds available for general corporate purposes.

The Administrator also acts as dividend disbursing and transfer agent for the Shares.

4. Who is eligible to participate in the Plan?

Stockholders who have at least one Share registered in their name (Eligible Stockholders) are eligible to participate. Stockholders residing outside the U.S. should determine whether they are subject to any governmental regulation in their country of residence that would prohibit their participation. If Shares are registered in a name other than the stockholder (e.g., in the name of a broker or bank nominee) and the stockholder wants to participate, the stockholder must either become a stockholder of record by having a part or all of their Shares transferred to their name, or, if their broker or fiduciary agrees, authorize their broker or fiduciary to participate for them.

5. May holders of other securities of the Company participate in the Plan?

Only holders of common stock may participate in the Plan. Holders of \$2.12 Convertible Cumulative Preference Stock or 4% Convertible Cumulative Preferred Stock or other securities of the Company may not participate in the Plan.

However, in the future, the Company from time to time, in its sole discretion, may permit holders of certain other securities issued by the Company to participate in the Plan on such terms and conditions as the Company may from time to time establish for such purposes. To the extent the Company permits such participation by such holders, wherever the provisions of the Plan refer to holders of common stock of the Company or Shares such references will be deemed to include holders of such other securities, as the context requires.

6. How does an Eligible Stockholder enroll in the Plan?

An Eligible Stockholder may enroll in the Plan by signing an enrollment form and returning it to the Administrator or by enrolling on the Internet at <http://www.computershare/investor.com>. Enrollment forms and copies of the prospectus for the Plan may be obtained at any time by contacting Computershare as discussed in Question 3.

7. When may a stockholder join the Plan?

An Eligible Stockholder may join the Plan at any time. If an enrollment form or online enrollment specifying reinvestment of dividends is received by the Administrator on or prior to the record date established for a particular dividend, reinvestment will commence with that dividend. If the enrollment form or online enrollment is received after the record date established for a particular dividend payment, then the reinvestment of dividends will begin with the following dividend payment.

8. Are there fees to participants in connection with purchases or administration under the Plan?

Participants pay no fees, commissions or expenses for purchases made under the Plan. The Company pays all costs of administration of the Plan. Please see Question 25 for information concerning fees related to sales of Shares purchased through the Plan.

9. What are the dividend reinvestment options under the Plan?

Participants in the Plan may elect to reinvest all, part or none of their dividends on their Shares in additional Shares:

Full Dividend Reinvestment directs the investment in accordance with the Plan of all of the participant's cash dividends on all of the Shares then or subsequently registered in his or her name. In addition, a participant can make cash deposits for the purchase of additional Shares for his or her Dividend Reinvestment Account.

Partial Dividend Reinvestment directs the investment in accordance with the Plan of the cash dividends on only that number of Shares that are designated by the participant. The Administrator will then apply the dividends paid with respect to those Shares to purchases of additional Shares. The purchased Shares will be held in a participant's Dividend Reinvestment Account. In addition, a participant can make cash deposits for the purchase of additional Shares for his or her Dividend Reinvestment Account.

All Cash (No Dividend Reinvestment) permits a participant to receive the cash dividends paid on Shares registered in his or her name.

All cash dividends will be sent to the participant by check or through direct deposit to his or her U.S. bank account. A participant can make cash deposits for the purchase of additional Shares without reinvesting dividends on Shares registered in his or her name.

Computershare will continue to reinvest a participant's dividends as indicated on his or her enrollment form until the participant specifies otherwise. A participant may change a dividend option at any time by contacting Computershare as discussed in Question 3.

10. When will a participant's dividend reinvestment begin?

Record dates for determining the record holders of common stock entitled to receive cash dividends for common stock will be designated by the board of directors of Pitney Bowes. Historically, the record dates have typically been in the months of February, May, August and November. Computershare must receive an enrollment form or online enrollment specifying reinvestment of dividends on or before the record date for any given dividend payment date in order for the enrollment to be effective for that dividend. If a participant's enrollment form or online enrollment is received after the record date, then the request will not be effective until the next dividend

record date. Dividend record dates may vary from time to time, and may be designated in months other than those listed above.

11. How does a participant make an Optional Cash Deposit?

A participant may make an optional cash deposit with the Administrator (an Optional Cash Deposit) by mailing a check accompanied by the tear-off portion, properly executed, of the account statement sent to participants. All checks must be payable in U.S. dollars and drawn on a U.S. bank, payable to Computershare. Do not send cash, traveler s checks, money orders or third party checks.

Shares purchased with Optional Cash Deposits will be held by the Administrator and credited to the participant s Dividend Reinvestment Account under the Plan. Future dividends on these Shares will be used to purchase additional Shares as designated by the participant.

12. What are the limitations on the amount of Optional Cash Deposits?

Optional Cash Deposits may not be less than \$100 per deposit. They may not total more than \$3,000 per quarter.

The same amount of money need not be sent each time. There is no obligation to make an Optional Cash Deposit.

13. When are dividends and Optional Cash Deposits invested?

The investment date for dividend reinvestment is the dividend payment date. If the dividend payment date does not fall on a trading day, the investment date will be the next trading day. Historically, the payment of dividends for Pitney Bowes common stock has typically taken place on the 12th day of March, June, September and December.

For Optional Cash Deposits, the investment date will typically be the 12th day of each month or the next trading day if the 12th day is not a trading day. No interest will be paid by the Company or the Administrator on Optional Cash Deposits.

For an Optional Cash Deposit to be invested on the next investment date, the check must be received no later than two business days prior to the investment date.

14. Under what circumstances will Optional Cash Deposits be returned?

Participants may obtain refunds of Optional Cash Deposits if a request for refund is received by the Administrator at least two business days before the dividend payment date. The request may be made by contacting the Administrator as discussed in Question 3.

15. What is the source of Shares acquired under the Plan?

The Company remits to the Administrator the aggregate amount of dividends which all participants have elected for reinvestment. The Administrator uses dividends and Optional Cash Deposits to purchase Newly Issued Shares from the Company, if the Company is then making Newly Issued Shares available, for the accounts of participants. If the Company is not then making Newly Issued Shares available for purchase under the Plan, the Administrator will purchase Shares in the open market or in negotiated transactions for the accounts of the participants. The Administrator will acquire Shares with cash dividends promptly after their receipt, and with Optional Cash Deposits on the dates described under Question 13.

16. Will interest be paid on Optional Cash Deposits?

No. Interest will not be paid on funds held prior to investment.

17. At what price will Shares be purchased?

The purchase price for Shares (Share Purchase Price) will be calculated as follows:

For Newly Issued Shares, the Share Purchase Price shall be the closing price of Shares on the New York Stock Exchange composite transactions tape on the date of purchase.

For Shares purchased by the Administrator on the open market, the Share Purchase Price shall be the weighted average price paid for all Shares purchased by the Administrator on the applicable investment date (as described in Question 13).

All Shares purchased under the Plan on the open market will be acquired as soon as practicable on or after the dividend payment date and all such purchases will be completed no later than 30 days from that date for the reinvestment of dividends and 35 days from that date for Optional Cash Deposits, except where completion at a later date is necessary or advisable under any applicable federal securities laws. Neither the Company nor the participant shall have any authority or power to direct the time or price at which Shares may be purchased, or the selection of a broker or dealer through or from whom purchases are to be made.

The Share Purchase Price will be calculated in the same way whether Shares are purchased with reinvested dividends or Optional Cash Deposits.

18. Will fractional Shares be purchased?

Yes. If any dividend or Optional Cash Deposit payment is not sufficient to purchase a whole share of Pitney Bowes common stock, a fractional Share will be credited to a participant's Dividend Reinvestment Account in book entry form. All fractional Shares are computed to six decimal places.

19. How are payments with insufficient funds handled?

In the event that any participant's check for a cash contribution is returned unpaid for any reason, the Administrator will consider the request for investment of such funds null and void. The Administrator shall immediately remove from the participant's Dividend Reinvestment Account those Shares, if any, purchased upon the prior credit of such funds. The Administrator shall thereupon be entitled to sell Shares to satisfy any uncollected amount plus any applicable fees. If the net proceeds of the sale of such Shares are insufficient to satisfy the balance of such uncollected amounts, the Administrator shall be entitled to sell such additional Shares from the participant's Dividend Reinvestment Account as may be necessary to satisfy the uncollected balance.

20. Will certificates be issued for Shares purchased under the Plan?

Certificates for Shares purchased under the Plan will not be issued to a participant unless requested. Shares will be held in book-entry form until the Administrator receives a request for a certificate for either a particular purchase or for a specified number of Shares credited to a Dividend Reinvestment Account under the Plan. Certificates for fractional Shares will not be issued.

Receiving Shares in certificated form does not affect a participant's dividend reinvestment option. For example, if a participant authorized Full Dividend Reinvestment, dividends will continue to be reinvested with respect to Shares covered by an issued certificate, unless the participant changes his or her investment option by contacting Computershare as discussed in Question 3.

If a participant has an enrollment form on file that provides Full or Partial Dividend Reinvestment, dividends will continue to be reinvested with respect to Shares covered by an issued certificate, unless the participant changes his or her investment option by completing a new enrollment form.

21. In whose name will certificates be registered when issued?

When a certificate for Shares that were held in a Dividend Reinvestment Account is issued, it shall be registered in the name in which the Dividend Reinvestment Account has been maintained.

Since the Administrator is the holder of record for all Shares credited to Dividend Reinvestment Accounts, a participant may not pledge or assign these Shares and any such purported pledge or assignment will be void. Such Shares when withdrawn from a Dividend Reinvestment Account may be so pledged, and the dividends payable on them may continue to be eligible for reinvestment under this Plan.

22. Can certificated shares of Pitney Bowes common stock be added to Dividend Reinvestment Accounts for safekeeping?

Yes. A participant may increase the number of Shares held in his or her Dividend Reinvestment Account by depositing with the Administrator for safekeeping certificates representing certificated Shares with the Administrator. The advantages of holding Shares in this manner are protection against certificate loss, theft and damage. Such certificates must be registered in the participant's name and must be sent to the Administrator at the address provided in Question 3 by registered or certified mail, with return receipt requested, or some other form of traceable mail. Certificate(s) should not be signed nor should the assignment section be completed.

When submitting stock certificate(s) for deposit into a Dividend Reinvestment Account, be sure to include a written request that the Shares be added to the Dividend Reinvestment Account.

23. How does a participant terminate participation in the Plan?

Participation in the Plan may be terminated at any time by contacting the Administrator as shown in Question 3 before the next dividend record date. If, after the dividend record date, the Administrator receives a request to terminate participation, the Administrator may either pay the dividend in cash or reinvest under the Plan on behalf of the participant. If the Shares are reinvested, the Administrator may sell the Shares purchased and send the proceeds to the participant less any applicable fees.

Participation in the Plan will also be terminated if, before the next dividend record date, the Administrator receives written notice of the death or adjudicated incompetency of a participant. In the event written notice of termination, death, or adjudicated incompetency is received by the Administrator later than the dividend record date, Shares will be purchased for the participant with the related cash dividend and participation in the Plan will not terminate until after the dividend has been reinvested. Upon termination by reason of notice of death or adjudicated incompetency, no purchase of Shares will be made for the participant's Dividend Reinvestment Account and the participant's Shares and any cash dividends paid on them will be retained by the Administrator until such time as the participant's legal representative has been appointed and has furnished proof satisfactory to the Administrator of the legal representative's right to receive payment.

24. What does a participant need to do if he or she wants to discontinue reinvesting his or her dividends or terminate his or her account with the Administrator?

If you wish to discontinue having all or partial dividends reinvested, you can request the Administrator to cause your account to receive cash dividends. Shares will remain in your existing account; however future dividends will be paid to you in cash.

If you chose to terminate your account with the Administrator, you will need to contact the Administrator and instruct it as to how you want to handle your share balance. Please be aware that only whole Shares can be transferred to a broker or issued to you in certificate form. Any fractional Share held in your account will be sold as shown in Question 35. The current market price is used to calculate the price of your fractional Share.

25. How may a participant sell Shares through the Plan?

At any time, a participant may contact the Administrator through one of the methods shown in Question 3, to request that some or (upon termination) all of the Shares in their Dividend Reinvestment Account be sold. Sales usually take place on a daily basis, generally on the day that a sale request is received by the Administrator or on the next business day. The Administrator cannot, however, accept instructions to sell Shares on a specific day or at a specific price.

The participant will receive the actual proceeds from the sale of Shares, less a service fee of \$15.00 and a per share fee of \$0.12 and any other costs of sale, except that when the Administrator is handling sales for two or more participants at the same time, each participant will receive the weighted average sales price from all Shares sold by the Administrator, less applicable fees. Per share fees include any applicable brokerage commission the Administrator is required to pay. All sales requests having an anticipated market value of \$25,000 or more must be submitted in written form. In addition, all sale requests received by the Administrator within 30 days of an address change as to a Dividend Reinvestment Account must be submitted in writing. Participants may also sell Shares through a broker of their choosing, by requesting a certificate representing their Shares and depositing those certificates with their broker.

26. Can participants transfer some of their Shares while participating in the Plan?

Yes, participants may make gifts or transfers of Shares at no charge. Participants may contact Computershare as indicated under Question 3 for transfer instructions. Transfers may be made to new or existing Pitney Bowes stockholders.

27. May Shares be withdrawn from a Dividend Reinvestment Account without terminating participation in the Plan?

Yes, the Administrator will send stock certificates to a participant after a withdrawal request has been received. However, participant accounts with less than one full Share will be terminated. See Question 3 for information regarding contacting the Administrator.

28. How may a participant change options under the Plan?

A participant may change investment options at any time by completing a new enrollment form or online enrollment or by contacting the Administrator as described in Question 3.

29. Will participants be credited with dividends on Shares held in their Dividend Reinvestment Accounts under the Plan?

Yes. As the record holder for the Shares held in each participant's Dividend Reinvestment Account under the Plan, the Administrator will receive dividends for all such Shares held on the dividend record date and will credit these dividends to participant's Dividend Reinvestment Accounts on the basis of full and fractional Shares held in these Dividend Reinvestment Accounts. To the extent that a participant has so elected, the Administrator will reinvest such dividends in additional Shares, in accordance with a participant's reinvestment option.

30. Can a participant's cash dividends be deposited directly to their U.S. bank account?

A participant may elect to have any cash dividends not reinvested paid by electronic funds transfer to a designated U.S. bank account. To do this, an Authorization for Electronic Direct Deposit Form must be completed and returned to the Administrator along with a copy of a voided blank check or savings account deposit slip. This form must be specifically requested from the Administrator.

The Administrator must receive an Authorization for Electronic Direct Deposit Form at least seven business days before the dividend record date for the form to be effective for that dividend. Forms received after that date will not become effective until the following dividend. A new Authorization for Electronic Direct Deposit

Form must be completed if a participant transfers ownership of Shares or establishes a new account with the Administrator, the designated U.S. bank account has been closed or changed, or if the designated bank has assigned a new account number. The participant must complete proper forms in order to receive dividend payments other than by check. The participant can contact the Administrator to discontinue this option.

31. What reports will be received by participants in the Plan?

The Administrator will mail each participant (except those whose Shares are held in street name) a statement confirming purchases of Shares as soon as practicable after the purchases, showing funds invested, prices of Shares purchased and the total Shares held by the Administrator with respect to that participant. The statement will also reflect the cost basis of any Shares acquired after January 1, 2011 and should be retained for tax purposes. Participants will receive copies of the Company's annual report and other reports to stockholders, proxy materials and dividend income information for tax purposes.

Participants may also view year-to-date transaction activity in their Dividend Reinvestment Account for the current year, as well as activity in prior years, by accessing their Dividend Reinvestment Account online at <http://www.computershare.com/investor>.

32. What happens if Pitney Bowes issues a stock dividend or declares a stock split?

Any dividends in the form of Shares and any Shares resulting from a split of Shares distributed by the Company on Shares held by the participant will be credited to the participant's Dividend Reinvestment Account with the appropriate number of Shares of common stock on the payment date and reflected in the statement described in Question 31.

33. How does a participant vote Plan Shares at stockholders' meetings?

Participants will receive one proxy card covering (i) the total number of whole Shares registered on the Company's books in the participant's name and (ii) the whole and/or fractional Shares credited to the participant's Dividend Reinvestment Account. Participants may elect to receive in electronic format instead of by mail the Company's proxy statement, proxy card and annual report and any other Company communications to stockholders through the Computershare website. The Administrator will vote any Shares that it holds in a participant's Dividend Reinvestment Account in accordance with the proxy returned by the participant to the Company. If a proxy card is returned properly signed, but without indicating instructions as to the manner Shares are to be voted with respect to any item thereon, the Shares covered will be voted in accordance with the recommendations of the Company's management. If the proxy card is not returned, or if it is returned unexecuted or improperly executed, the Shares covered will not be voted unless the participant or the participant's duly appointed representative votes in person at the meeting.

As an alternative to returning proxy cards, participants may also be able to vote by telephone or online by following the instructions in the proxy materials if these methods are available. Shares may also be voted in person at the stockholders' meeting.

34. Can the Company terminate or modify the Plan?

Yes. The Company may terminate or modify the Plan at any time in its sole discretion, including by changing the fees, charges and commissions that are applicable for transactions occurring under the Plan. Any termination or modification of the Plan will not affect a participant's rights as a stockholder, and any book-entry Shares owned will continue to be credited to the participant's Dividend Reinvestment Account with the Administrator unless the participant specifically requests otherwise.

35. Can the Company or Administrator terminate a participant's interest in the Plan?

The Company or the Administrator may terminate a participant's interest therein by mailing a written notice to the participant. In such event the Administrator will follow the procedures for termination as set forth in Questions 23 and 24.

From time to time, the Administrator may close a participant's Dividend Reinvestment Account that contains less than one full Share, in which case any fractional Share will be sold. A check for the amount of the sale proceeds remaining after deduction of applicable fees, if any, will be mailed to the participant's address of record.

36. What are the responsibilities of the Company and the Administrator under the Plan?

Pitney Bowes and the Administrator may interpret and administer the Plan and resolve any questions or disputes as they believe appropriate or consistent with the Company's goals in establishing the Plan. Neither the Company nor the Administrator shall be liable for any act done in good faith or for any good faith omission to act, including, without limitation, any claims or liability: (a) with respect to the prices at which Shares of stock are purchased or sold for a participant's Dividend Reinvestment Account and the time when such purchases or sales are made; (b) for any fluctuation in the market value after purchases or sale of Shares of stock; (c) with respect to the tax treatment of dividends or any transaction effected pursuant to the Plan; or (d) for continuation of a participant's Plan participation until the Administrator receives written notice of the death of the participant accompanied by his or her estate's request to discontinue participation.

Pitney Bowes and the Administrator provide no advice and make no recommendation with respect to a participant's purchases and sales of Pitney Bowes stock. The decision to purchase or sell Pitney Bowes stock must be made by a participant based upon his or her own research and judgment.

37. What happens if the Administrator cannot make purchases in the open market?

In the event that the Company determines not to make Newly Issued Shares available for purchase pursuant to the Plan and applicable law or the closure of any securities market requires curtailment or suspension of open market purchases of Shares under the Plan, the Company and the Administrator will not be accountable for the inability to make purchases at such time, except that if Shares are not available for purchase for a period longer than 35 days, the Administrator will promptly mail to a participant a check payable to the participant in the amount of any unapplied funds in the participant's Dividend Reinvestment Account.

38. What are the U.S. federal income tax consequences of participation in the Plan?

Participants in the Plan are advised to consult their own tax advisors with respect to the tax consequences of participation in the Plan (including U.S. federal, state, local and non-U.S. income and other tax laws and U.S. tax withholding laws) applicable to their particular situations.

Cash dividends reinvested under the Plan will be taxable for U.S. federal income tax purposes as having been received by you even though you have not actually received them in cash. The total amount of dividends paid to you during the year, whether or not they are reinvested, will be reported to you and the U.S. Internal Revenue Service on IRS Form 1099-DIV shortly after the close of each year.

In the event that Computershare purchases Shares with reinvested dividends in the open market rather than directly from Pitney Bowes, you must include in your gross income, as an additional dividend, your allocable share of per share fees (which include any applicable brokerage commissions Computershare is required to pay) paid by Pitney Bowes. This amount will be also reported to you and the U.S. Internal Revenue Service in the manner described above. Your tax basis in these Shares will be the cost of the Shares plus your allocable share of per share fees paid by Pitney Bowes.

In the event that Computershare purchases Shares with reinvested dividends directly from Pitney Bowes, your tax basis in these Shares will be the cost of the Shares.

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You will not realize a gain or loss for U.S. federal income tax purposes upon a transfer of Shares to your account or the withdrawal of whole Shares from your account. You will, however, generally realize a gain or loss upon the receipt of cash for a fractional Share credited to your account and when Shares are sold in a sale, exchange or other taxable disposition. The amount of the gain or loss upon a sale of Shares will be the difference between the amount that you receive for the Shares sold and your tax basis in the Shares. In order to determine the tax basis for Shares in your account, you should retain all account statements.

Plan participants who are non-resident aliens or non-U.S. corporations, partnerships or other entities generally are subject to a withholding tax (based upon the current applicable rate) on dividends paid on Shares held in the Plan.

Dividends paid on Shares in accounts, and the proceeds of any sale of Shares, may be subject to the backup withholding provisions of the Internal Revenue Code. If you fail to furnish a properly completed Form W-9 or its equivalent or otherwise establish an exemption, then Computershare must withhold the current applicable rate from the amount of dividends, the proceeds of the sale of a fractional Share and the proceeds of any sale of whole Shares.