Philip Morris International Inc.
Form 8-K
November 12, 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): November 4, 2013

Philip Morris International Inc.

(Exact name of registrant as specified in its charter)

Virginia	**1-33708**	**13-3435103**
(State or other jurisdiction of incorporation)	**(Commission File Number)**	**(I.R.S. Employer Identification No.)**

120 Park Avenue, New York, New York	**10017-5592**
(Address of principal executive offices)	**(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 November 12, 2013, Philip Morris International Inc. (PMI) issued US$750,000,000 aggregate principal amount of its 1.875% Notes due 2019 (the 2019 Notes), US$500,000,000 aggregate principal amount of its 3.600% Notes due 2023 (the 2023 Notes) and US$750,000,000 aggregate principal amount of its 4.875% Notes due 2043 (the 2043 Notes and, together with the 2019 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 November 4, 2013, PMI entered into a Terms Agreement (the Terms Agreement) with Barclays Capital Inc., Citigroup Global Markets Inc., Credit Suisse Securities (USA) LLC, HSBC Securities (USA) Inc., J.P. Morgan Securities LLC, Banca IMI S.p.A., BBVA Securities Inc., ING Financial Markets LLC, Santander Investment Securities Inc. and UBS Securities LLC (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 November 4, 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 2019 Notes is payable semiannually in arrears on January 15 and July 15, commencing July 15, 2014, to holders of record on the preceding January 2 and July 2, as the case may be. Interest on the 2023 Notes is payable semiannually on May 15 and November 15 of each year, commencing May 15, 2014, to holders of record on the preceding May 1 or November 1, as the case may be. Interest on the 2043 Notes is payable semiannually on May 15 and November 15 of each year, commencing May 15, 2014, to holders of record on the preceding May 1 or November 1, as the case may be.

The 2019 Notes will mature on January 15, 2019, the 2023 Notes will mature on November 15, 2023 and the 2043 Notes will mature on November 15, 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 credit facilities. 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 as of 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 November 4, 2013, among PMI and Barclays Capital Inc., Citigroup Global Markets Inc., Credit Suisse Securities (USA) LLC, HSBC Securities (USA) Inc., J.P. Morgan Securities LLC, Banca IMI S.p.A., BBVA Securities Inc., ING Financial Markets LLC, Santander Investment Securities Inc. and UBS Securities LLC, as Underwriters
4.1	Form of 1.875% Notes due 2019
4.2	Form of 3.600% Notes due 2023
4.3	Form of 4.875% 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: November 12, 2013

EXHIBIT INDEX

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