

Philip Morris International Inc.  
Form 8-K  
May 10, 2016

**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): April 28, 2016**

**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.)**

**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 May 10, 2016, Philip Morris International Inc. ( PMI ) issued US\$500,000,000 aggregate principal amount of its 2.125% Notes due 2023 (the 2023 Notes ) and US\$500,000,000 aggregate principal amount of its 4.250% Notes due 2044 (the 2044 Notes and, together with the 2023 Notes, the Notes ). The 2044 Notes are a further issuance of the US\$750,000,000 aggregate principal amount of 4.250% Notes due 2044 issued by PMI on November 10, 2014. 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 April 28, 2016, PMI entered into a Terms Agreement (the Terms Agreement ) with Barclays Capital Inc., Citigroup Global Markets Inc., HSBC Securities (USA) Inc., J.P. Morgan Securities LLC, Santander Investment Securities Inc. and Société Générale, as representatives of the several underwriters named therein (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 21, 2014 and a Prospectus Supplement (the Prospectus Supplement ) dated April 28, 2016 (Registration No. 333-194059) 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 the 2023 Notes, in whole or in part, at the applicable redemption prices described in the Prospectus Supplement, plus accrued and unpaid interest thereon to, but excluding, the applicable redemption date. PMI may also 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 2023 Notes is payable from May 10, 2016 semiannually in arrears on May 10 and November 10, commencing November 10, 2016, to holders of record on the preceding April 26 and October 26, as the case may be. Interest on the 2044 Notes is payable from May 10, 2016 semiannually in arrears on May 10 and November 10 of each year, commencing November 10, 2016, to holders of record on the preceding April 26 or October 26, as the case may be.

The 2023 Notes will mature on May 10, 2023 and the 2044 Notes will mature on November 10, 2044.

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 is an exhibit to this report as Exhibits 1.1, 1.2, 4.1 and 4.2, 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 of the Underwriters and their respective affiliates are lenders under PMI's credit facilities. In addition, certain of the Underwriters or their respective affiliates act as dealers in connection with PMI's commercial paper programs.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

**Exhibit**

<b>Number</b>	<b>Description</b>
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 April 28, 2016, among PMI and Barclays Capital Inc., Citigroup Global Markets Inc., HSBC Securities (USA) Inc., J.P. Morgan Securities LLC, Santander Investment Securities Inc. and Société Générale, as representatives of the several underwriters
4.1	Form of 2.125% Notes due 2023
4.2	Form of 4.250% Notes due 2044
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: May 10, 2016

**EXHIBIT INDEX**

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