

Philip Morris International Inc.  
Form 8-K  
November 15, 2011

**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 8, 2011

**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 November 15, 2011, PMI issued US\$750,000,000 aggregate principal amount of its 2.900% Notes due 2021 (the 2021 Notes ) and US\$750,000,000 aggregate principal amount of its 4.375% Notes due 2041 (the 2041 Notes and, together with the 2021 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 8, 2011, PMI entered into a Terms Agreement (the Terms Agreement ) with Citigroup Global Markets Inc., Goldman, Sachs & Co., J.P. Morgan Securities LLC, Barclays Capital Inc. and HSBC Securities (USA) 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 November 8, 2011 (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 2021 Notes and the 2041 Notes is payable semiannually on May 15 and November 15 of each year, commencing May 15, 2012, to holders of record on the preceding May 1 or November 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 2021 Notes will mature on November 15, 2021, and the 2041 Notes will mature on November 15, 2041.

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 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 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 ). 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 JPMorgan Chase Bank, N.A., an affiliate of J.P. Morgan Securities LLC, 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**

<b>Number</b>	<b>Description</b>
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 November 8, 2011, among PMI and Citigroup Global Markets Inc., Goldman, Sachs & Co., J.P. Morgan Securities LLC, Barclays Capital Inc. and HSBC Securities (USA) Inc., as Underwriters
4.1	Form of 2.900% Notes due 2021
4.2	Form of 4.375% Notes due 2041
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 15, 2011

**EXHIBIT INDEX**

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