

PITNEY BOWES INC /DE/

Form 8-K

November 16, 2006

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 10, 2006

PITNEY BOWES INC.

(Exact name of registrant as specified in its charter)

Delaware

(State of Incorporation)

1-3579

(Commission File No.)

06-0495050

(IRS Employer Identification No.)

World Headquarters

1 Elmcroft Road

Stamford, Connecticut 06926-0700

(Address of principal executive offices, including Zip Code)

Registrant's telephone number, including area code: **(203) 356-5000**

Not Applicable

(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 (see General Instruction A.2. below):

- 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))
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ITEM 8.01. Other Events.

On November 16, 2004, Pitney Bowes Inc. (the Company) filed a registration statement on Form S-3 (No. 333-120525) (the Registration Statement) with the Securities and Exchange Commission (the Commission), relating to the public offering, pursuant to Rule 415 under the Securities Act of 1933, as amended, of up to \$2,500,000,000 of debt securities, preferred stock, preference stock, common stock, purchase contracts, depositary shares, warrants and units of the Company. On February 8, 2005, the Commission declared the Registration Statement, as amended by Amendment No. 1, effective. The Registration Statement and the definitive prospectus contained therein are collectively referred to as the Prospectus . On July 8, 2005, the Company filed a supplement to the Prospectus, dated July 6, 2005 (the Prospectus Supplement), relating to its Global Medium-Term Notes program. On November 10, 2006, the Company made available to investors a pricing supplement, dated November 10, 2006, the Prospectus Supplement and the Prospectus, with respect to the issuance of \$500,000,000 aggregate principal amount of 5.25% Global Medium-Term Notes due 2037 (the Notes).

On November 10, 2006, the Company agreed to sell the Notes pursuant to the Distribution Agreement, dated as of July 6, 2005, by and among the Company and the distributors named therein and the Terms Agreement, dated November 10, 2006, by and among the Company and Barclays Capital Inc., Credit Suisse Securities (USA) LLC, Deutsche Bank Securities Inc., J.P. Morgan Securities Inc., Morgan Stanley & Co. Incorporated and The Williams Capital Group, L.P. (the Terms Agreement).

In connection with the issuance of the Notes, Gibson, Dunn & Crutcher LLP, counsel to the Company, has delivered an opinion to the Company, dated November 16, 2006, regarding the legality of the Notes upon issuance and sale thereof on November 17, 2006. A copy of the opinion as to legality is attached as Exhibit 5.1 hereto. The Company also is filing a form of the global note representing the Notes and a copy of the Terms Agreement as part of this Form 8-K. See Item 9.01. Financial Statements and Exhibits .

ITEM 9.01. Financial Statements and Exhibits.

(c) Exhibits.

1(d)(1) Terms Agreement, dated November 10, 2006, by and among the Company and Barclays Capital Inc., Credit Suisse Securities (USA) LLC, Deutsche Bank Securities Inc., J.P. Morgan Securities Inc., Morgan Stanley & Co. Incorporated and The Williams Capital Group, L.P.

4(d)(1) Form of 5.25% Global Medium-Term Note due 2037

5.1 Opinion of Gibson, Dunn & Crutcher 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.

PITNEY BOWES INC.

By: /s/ B.P. Nolop

Name:

B. P. Nolop

Title: Executive Vice President and
Chief

Financial Officer

(Principal Financial Officer)

Date: November 16, 2006