

Philip Morris International Inc.  
Form 8-K  
November 17, 2008

**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 17, 2008**

**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 17, 2008, Philip Morris International Inc. (the Company) issued \$1,250,000,000 aggregate principal amount of its 6.875% Notes due 2014 (the Notes). The Notes were issued pursuant to an Indenture (the Indenture), dated as of April 25, 2008, by and between the Company and HSBC Bank USA, National Association, as trustee (the Trustee).

In connection with the issuance of the Notes, on November 12, 2008, the Company entered into a Terms Agreement (the Terms Agreement) with Citigroup Global Markets Inc., Deutsche Bank Securities Inc. and Goldman, Sachs & Co., as representatives of the several underwriters named therein (the Underwriters), pursuant to which the Company 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.

The Company has filed with the Securities and Exchange Commission a Prospectus, dated April 25, 2008, and a Prospectus Supplement (the Prospectus Supplement), dated November 12, 2008 (Registration No. 333-150449), in connection with the public offering of the Notes.

The Notes are subject to certain customary covenants, including limitations on the Company's ability, with significant exceptions, to incur debt secured by liens and engage in sale and leaseback transactions. The Company may redeem all, but not part, of the Notes upon the occurrence of specified tax events as described in the Prospectus Supplement.

Interest on the Notes is payable semiannually on March 17 and September 17, commencing March 17, 2009, to holders of record on the preceding March 2 or September 2, 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 Notes will mature on March 17, 2014.

The Notes will be the Company's senior unsecured obligations and will rank equally in right of payment with all of the Company's 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 and 4.1, 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 the Company, for which they received or will receive customary fees and expenses. Certain affiliates of the Underwriters are lenders under the Company's 5-Year Revolving Credit Facility dated May 12, 2005 (the 2005 Facility) and 5-Year Revolving Credit Facility and 3-Year Revolving Credit Facility dated December 4, 2007 (the 2007 Facility). Citibank, N.A., an affiliate of Citigroup Global Markets Inc., Deutsche Bank AG London, an affiliate of Deutsche Bank Securities Inc., Goldman Sachs Credit Partners L.P., an affiliate of Goldman, Sachs & Co., Societe Generale, an affiliate of SG Americas Securities, LLC, and BNP Paribas, an affiliate of BNP Paribas Securities Corp., are lenders under the 2005 Facility and Deutsche Bank Securities Inc., Goldman Sachs Bank USA, an affiliate of Goldman, Sachs & Co., Societe Generale, an affiliate of SG Americas Securities, LLC, and BNP Paribas London Branch, an affiliate of BNP Paribas Securities Corp., are lenders under the 2007 Facility. HSBC Bank plc, an affiliate of the Trustee, is a lender under the 2005 Facility and 2007 Facility. In addition, certain of the Underwriters and their respective affiliates act as dealers in connection with the Company's commercial paper programs.

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

(d) Exhibits.

<b>Exhibit Number</b>	<b>Description</b>
1.1	Underwriting Agreement, dated April 25, 2008 (incorporated by reference to Exhibit 1.1 of the Company's Registration Statement on Form S-3 (No. 333-150449))
1.2	Terms Agreement, dated November 12, 2008, among the Company and Citigroup Global Markets Inc., Deutsche Bank Securities Inc. and Goldman, Sachs & Co., as representatives of the several underwriters named therein
4.1	Form of 6.875% Notes due 2014

**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/ G. Penn Holsenbeck  
Name: G. Penn Holsenbeck  
Title: Vice President & Corporate Secretary

DATE: November 17, 2008

**EXHIBIT INDEX**

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