

Philip Morris International Inc.  
Form 8-K  
May 10, 2012

**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): May 7, 2012

**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)

**Registrant's telephone number, including area code: (917) 663-2000**

**10017-5592**

(Zip Code)

(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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

*Early Retirement of Named Executive Officer.* On May 7, 2012, Philip Morris International Inc. (the Company) announced that Hermann Waldemer, Chief Financial Officer of the Company, has elected to take early retirement effective July 31, 2012. He will remain on salary continuation through May 31, 2013. Mr. Waldemer's decision to take early retirement was for personal reasons and not the result of any disagreement with the Company on any matter related to the Company's operations, policies or practices. Mr. Waldemer will be succeeded by Mr. Jacek Olczak, currently President, European Union Region of the Company, effective August 1, 2012.

*Agreement with Mr. Waldemer.* In connection with Mr. Waldemer's early retirement, his employment agreement will be terminated, and he and Philip Morris International Management SA entered into a Separation Agreement and Release (the Agreement) with the following terms:

Mr. Waldemer provides the Company a general release and agrees to maintain the confidentiality of Company information;

Mr. Waldemer agrees not to compete with the Company from the date of the Agreement until May 31, 2014;

Mr. Waldemer will receive incentive compensation pro-rated through July 31, 2012, but will not receive incentive compensation for 2013;

Mr. Waldemer will receive a lump sum payment in the total gross amount of CHF1,350,966 (\$1,469,946 based on the average conversion rate on May 7, 2012 of CHF1.00 = \$1.08807); and

Mr. Waldemer will not receive equity awards for his 2012 and 2013 service, but his previously granted 138,320 shares of deferred stock will vest as provided in the Agreement.

The foregoing summary of the Agreement is qualified in its entirety by reference to the Agreement, which is filed as Exhibit 10.1 and is incorporated herein by reference.

*Performance Incentive Plan.* As described below under Item 5.07, on May 9, 2012, stockholders of the Company approved the Philip Morris International Inc. 2012 Performance Incentive Plan. The summary of material terms of the plan is set forth in the Company's proxy statement dated March 30, 2012 (the Proxy Statement) under the caption Approval of the Philip Morris International Inc. 2012 Performance Incentive Plan and is incorporated herein by reference. This summary is qualified in its entirety by reference to the text of the plan that was filed as Exhibit A to the Proxy Statement.

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

On May 9, 2012, the Company held its Annual Meeting of Stockholders (Annual Meeting). There were 1,497,629,891 shares of Common Stock, constituting 87.31% of outstanding shares on the record date (March 16, 2012), represented in person or by proxy at the meeting. The matters voted upon at the Annual Meeting and the results of such voting are set forth below:

**Proposal 1: Election of Directors.**

| Name                 | For           | Against    | Abstain   | Broker Non-Vote |
|----------------------|---------------|------------|-----------|-----------------|
| Harold Brown         | 1,231,998,581 | 7,586,371  | 1,589,214 | 256,454,864     |
| Mathis Cabiallavetta | 1,234,727,290 | 4,822,036  | 1,616,140 | 256,454,864     |
| Louis C. Camilleri   | 1,220,158,931 | 19,291,837 | 1,723,661 | 256,454,864     |
| J. Dudley Fishburn   | 1,233,120,875 | 6,455,680  | 1,597,911 | 256,454,864     |
| Jennifer Li          | 1,235,856,389 | 3,714,255  | 1,603,122 | 256,454,864     |

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|                   |               |            |           |             |
|-------------------|---------------|------------|-----------|-------------|
| Graham Mackay     | 1,222,619,962 | 16,962,723 | 1,591,081 | 256,454,864 |
| Sergio Marchionne | 1,145,613,072 | 93,830,810 | 1,729,884 | 256,454,864 |
| Kalpana Morparia  | 1,231,466,266 | 8,069,266  | 1,638,234 | 256,454,864 |
| Lucio A. Noto     | 1,232,969,718 | 6,589,190  | 1,615,558 | 256,454,864 |
| Robert B. Polet   | 1,234,472,883 | 5,103,901  | 1,597,682 | 256,454,864 |
| Carlos Slim Helú  | 1,233,768,306 | 5,756,844  | 1,647,916 | 256,454,864 |
| Stephen M. Wolf   | 1,231,911,582 | 7,718,463  | 1,543,895 | 256,454,864 |

All director nominees were duly elected.

**Proposal 2: Ratification of the Selection of PricewaterhouseCoopers SA as Independent Auditors.**

| For           | Against    | Abstain   |
|---------------|------------|-----------|
| 1,482,752,510 | 11,398,827 | 3,478,022 |

The proposal was approved.

**Proposal 3: Advisory Resolution to Approve Executive Compensation.**

| For           | Against    | Abstain    | Broker Non-Vote |
|---------------|------------|------------|-----------------|
| 1,197,577,762 | 32,061,270 | 11,535,995 | 256,454,864     |

The proposal was approved on an advisory basis.

**Proposal 4: Approval of the Philip Morris International Inc. 2012 Performance Incentive Plan**

| For           | Against    | Abstain   | Broker Non-Vote |
|---------------|------------|-----------|-----------------|
| 1,190,314,307 | 45,178,073 | 5,681,463 | 256,454,864     |

The proposal was approved.

**Proposal 5: Stockholder Proposal 1 - Independent Board Chair.**

| For         | Against     | Abstain    | Broker Non-Vote |
|-------------|-------------|------------|-----------------|
| 210,592,995 | 982,355,925 | 48,222,432 | 256,454,864     |

The proposal was defeated.

**Proposal 6: Stockholder Proposal 2 - Create an Independent Ethics Committee.**

| For        | Against       | Abstain    | Broker Non-Vote |
|------------|---------------|------------|-----------------|
| 41,929,970 | 1,164,438,710 | 34,804,072 | 256,454,864     |

The proposal was defeated.

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

(d) Exhibits

10.1 Separation Agreement and Release between Philip Morris International Management SA and Hermann Waldemer

**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, 2012

**EXHIBIT INDEX**

| Exhibit<br>No. | Description   |
|----------------|---|
| 10.1           | Separation Agreement and Release between Philip Morris International Management SA and Hermann Waldemer |