

PFIZER INC
Form 8-K
May 15, 2014

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 15, 2014 (May 12, 2014)

PFIZER INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction

of incorporation)

1-3619
(Commission

File Number)

13-5315170
(I.R.S. Employer

Identification No.)

**235 East 42nd Street
New York, New York**
(Address of principal executive offices)

10017
(Zip Code)

Registrant's telephone number, including area code:

(212) 733-2323

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 obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- .. Written communication 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 15, 2014, Pfizer Inc. (the Company) completed a public offering of \$4,500,000,000 aggregate principal amount of notes consisting of \$500,000,000 aggregate principal amount of Floating Rate Notes due 2017, \$1,000,000,000 aggregate principal amount of 1.100% Notes due 2017, \$1,500,000,000 aggregate principal amount of 2.100% Notes due 2019, \$1,000,000,000 aggregate principal amount of 3.400% Notes due 2024 and \$500,000,000 aggregate principal amount of 4.400% Notes due 2044 (together, the Notes).

The offering of the Notes was made pursuant to the Company's shelf registration statement on Form S-3 (Registration No. 333-181321) filed with the Securities and Exchange Commission on May 10, 2012.

In connection with the offering of the Notes, the Company entered into an underwriting agreement and related pricing agreement, each dated May 12, 2014, with Merrill, Lynch, Pierce, Fenner & Smith Incorporated, Barclays Capital Inc., Deutsche Bank Securities Inc. and J.P. Morgan Securities LLC, as representatives of the several underwriters named therein.

The Notes were issued pursuant to an indenture, dated as of January 30, 2001, between the Company and The Bank of New York Mellon (formerly known as The Bank of New York), as successor to JPMorgan Chase Bank (formerly known as The Chase Manhattan Bank), as trustee, as supplemented by the Fourth Supplemental Indenture, dated as of May 15, 2014, between the Company and The Bank of New York Mellon, as trustee.

The underwriting agreement, pricing agreement, indenture, fourth supplemental indenture (including forms of the Notes) and press release related to the offering are filed as exhibits to this Form 8-K and are incorporated herein by reference.

In addition, in connection with the offering of the Notes, the Company is filing a legal opinion regarding the validity of the Notes, attached as Exhibit 5.1 to this Form 8-K.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

| Exhibit No. | Description |
|-------------|--|
| 1.1 | Underwriting Agreement, dated May 12, 2014. |
| 1.2 | Pricing Agreement, dated May 12, 2014. |
| 4.1 | Indenture, dated as of January 30, 2001 (incorporated by reference from the Company's Current Report on Form 8-K filed on January 30, 2001). |
| 4.2 | Fourth Supplemental Indenture, dated as of May 15, 2014. |
| 4.3 | Form of Floating Rate Notes due 2017 (included in Exhibit 4.2). |
| 4.4 | Form of 1.100% Notes due 2017 (included in Exhibit 4.2). |

- 4.5 Form of 2.100% Notes due 2019 (included in Exhibit 4.2).
- 4.6 Form of 3.400% Notes due 2024 (included in Exhibit 4.2).
- 4.7 Form of 4.400% Notes due 2044 (included in Exhibit 4.2).
- 5.1 Opinion of Bryan Supran, Senior Vice President and Associate General Counsel of the Company.
- 23.1 Consent of Bryan Supran, Senior Vice President and Associate General Counsel of the Company (included in Exhibit 5.1).
- 99.1 Press Release of the Company, dated May 12, 2014.

SIGNATURE

Under the requirements of the Securities Exchange Act of 1934, the registrant has caused this report to be signed on its behalf by the authorized undersigned.

PFIZER INC.

By: /s/ Atiba D. Adams
Atiba D. Adams
Vice President and Corporate Secretary

Dated: May 15, 2014

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