

PITNEY BOWES INC /DE/  
Form 8-K  
August 18, 2004

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549-1004

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**FORM 8-K**

**CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

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Date of Report (Date of earliest event reported) **August 11, 2004**

**Pitney Bowes Inc.**

**Delaware**  
(State or other jurisdiction  
of Incorporation)

**1-3579**  
(Commission  
File Number)

**06-0495050**  
(IRS Employer  
Identification No.)

**World Headquarters**  
**1 Elmcroft Road, Stamford, Connecticut 06926-0700**  
**Telephone number: (203) 356-5000**

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**ITEM 5. OTHER EVENTS**

On August 11, 2004, Pitney Bowes Inc. (the Company ) agreed to sell \$350,000,000 principal amount of 4.875% Global Medium-Term Notes, due August 15, 2014 (the Notes ), pursuant to a Distribution Agreement by and among the Company, J.P. Morgan Securities Inc., ABN AMRO Incorporated, Barclays Capital Inc., Citigroup Global Markets Inc., Deutsche Bank Securities Inc., Goldman, Sachs & Co. and Morgan Stanley & Co. Incorporated. The Notes are being issued pursuant an Indenture, dated as of February 15, 2002, as supplemented by Supplemental Indenture No. 1, dated as of April 18, 2003 (the "Supplemental Indenture"), between the Company and SunTrust Bank, as Trustee. The Notes have been registered with the Securities and Exchange Commission under the Securities Act of 1933, as amended, pursuant to a registration statement on Form S-3 (Registration No. 333-72304). The Distribution Agreement and the Supplemental Indenture are filed as an exhibits to this report and are incorporated herein by reference.

**ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS**

C. Exhibits

The following materials are attached as an exhibits to this Current Report on Form 8-K:

<b>Exhibit Number</b>	<b>Description</b>
1.1	Distribution Agreement by and among Pitney Bowes Inc., J.P. Morgan Securities Inc., ABN AMRO Incorporated, Barclays Capital Inc., Citigroup Global Markets Inc., Deutsche Bank Securities Inc., Goldman, Sachs & Co. and Morgan Stanley & Co. Incorporated.
4.1	Supplemental Indenture No. 1, dated as of April 18, 2003, between the Company and SunTrust Bank, as trustee.

**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.

August 18, 2004

**PITNEY BOWES INC.**

By: /s/ B. P. Nolop  
B. P. Nolop  
Executive Vice President and Chief Financial Officer  
(Principal Financial Officer)

By: /s/ J.R. Catapano  
J.R. Catapano  
Controller  
(Principal Accounting Officer)

**EXHIBIT INDEX**

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