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

April 22, 2019

Date of Report (Date of earliest event reported)

Pitney Bowes Inc.

(Exact name of registrant as specified in its charter)

Delaware	**1-3579**	**06-0495050**
(State or other jurisdiction of incorporation or organization)	(Commission file number)	(I.R.S. Employer Identification No.)

3001 Summer Street
Stamford, Connecticut 06926
(Address of principal executive offices)

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

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).
Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Securities Act. ☐

ITEM 8.01. OTHER EVENTS

On April 22, 2019, Pitney Bowes Inc. (the "Company") called for redemption all of its outstanding shares of (i) 4% Convertible Cumulative Preferred Stock, par value $50 per share (the "4% Preferred Stock") and, (ii) $2.12 Convertible Preference Stock, without par value (the "$2.12 Preference Stock" and, together with the Preferred Stock, the "Stock").

The Stock will be redeemed on June 18, 2019 (the "Redemption Date"). The redemption price for the 4% Preferred Stock will be $50 per share, plus the portion of the quarterly dividend accrued as of the Redemption Date and all unpaid dividends thereon. The redemption price for the $2.12 Preference Stock will be $28 per share, plus the portion of the quarterly dividend accrued as of the Redemption Date and all unpaid dividends thereon.

Prior to 5:00 PM Eastern Time (the "Close of Business") on the Redemption Date holders of the 4% Preferred Stock will have the right to convert their shares of 4% Preferred Stock into Company common stock ("Common Stock") at the rate described below in lieu of the redemption. Prior to the Close of Business on the day prior to the Redemption Date holders of the $2.12 Preference Stock will have the right to convert their shares of $2.12 Preference Stock into Common Stock at the rate described below in lieu of the redemption. Upon conversion, (i) each share of 4% Preferred Stock would entitle its holder to receive 24.24 shares of Common Stock, and (ii) each share of $2.12 Preference Stock would entitle its holder to receive 16.53 shares of Common Stock. Additional information regarding these conversion rights is detailed in the Company's Restated Certificate of Incorporation, which was filed as Exhibit 3(c) to the Company's Form 8-K filed with the Commission on May 12, 2011 (Commission file number 1-3579).

A notice of redemption will be delivered by Broadridge Corporate Issuer Solutions, Inc. to all holders of the Stock.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits

99.1 Press release of Pitney Bowes Inc., dated April 22, 2019

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Pitney Bowes Inc.

By: /s/ Debbie D. Salce

Name: Debbie D. Salce

Date: April 22, 2019

Title: Vice President and Treasurer

Exhibit 99.1

For Immediate Release

Pitney Bowes Calls for Redemption of all of its Outstanding 4% Convertible Cumulative Preferred Stock and $2.12 Convertible Preference Stock

STAMFORD, Conn., April 22, 2019 - Pitney Bowes Inc. (NYSE:PBI), a global technology company that provides commerce solutions in the areas of ecommerce, shipping, mailing, finance, and data, today called for redemption of all of its outstanding shares of 4% Convertible Cumulative Preferred Stock and $2.12 Convertible Preference Stock.

The 4% Convertible Cumulative Preferred Stock and $2.12 Convertible Preference Stock will be redeemed on June 18, 2019. The redemption price for the 4% Convertible Cumulative Preferred Stock will be $50 per share, plus the portion of the quarterly dividend accrued as of June 18, 2019 and any unpaid dividends. The redemption price for the $2.12 Convertible Preference Stock will be $28 per share, plus the portion of the quarterly dividend accrued as of June 18, 2019 and any unpaid dividends.

Holders of the 4% Convertible Cumulative Preferred Stock have the right to convert each share of 4% Convertible Cumulative Preferred Stock into 24.24 shares of PBI common stock in lieu of the redemption prior to 5:00 PM Eastern Time on June 18, 2019. Holders of the $2.12 Convertible Preference Stock have the right to convert each share of $2.12 Convertible Preference Stock into 16.53 shares of PBI common stock in lieu of the redemption prior to 5:00 PM Eastern Time on June 17, 2019.

A notice of redemption containing additional information regarding the redemption and the conversion rights will be delivered to all holders of the 4% Percent Convertible Cumulative Preferred Stock and $2.12 Convertible Preference Stock.

About Pitney Bowes

Pitney Bowes (NYSE:PBI) is a global technology company providing commerce solutions that power billions of transactions. Clients around the world, including 90 percent of the Fortune 500, rely on the accuracy and precision delivered by Pitney Bowes solutions, analytics, and APIs in the areas of ecommerce fulfillment, shipping and returns; cross-border ecommerce; office mailing and shipping; presort services; location data; customer information and engagement software; services; and financing. For nearly 100 years Pitney Bowes has been innovating and delivering technologies that remove the complexity of getting commerce transactions precisely right. For additional information visit Pitney Bowes, the Craftsmen of Commerce, at www.pitneybowes.com.

Exhibit 99.1

Forward Looking Statements

This press release contains “forward-looking statements” about the Company’s intention to redeem the Notes. These forward-looking statements are subject to a number of risks and uncertainties, many of which are beyond the Company's control, which could cause the Company's actual results to differ materially from those included in the Company's forward-looking statements. Please see the Company's risk factors, as they may be amended from time to time, set forth in its filings with the Securities and Exchange Commission, including the Company's most recently filed Annual Report on Form 10-K. The Company assumes no obligation to update any forward-looking statements contained in this document as a result of new information, events or developments.

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