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

May 12, 2010 (May 10, 2010)
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.)

World Headquarters
1 Elmcroft Road
Stamford, Connecticut 06926-0700
(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):

o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

ITEM 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

As set forth in Item 5.07 below, the amendments to the Restated Certificate of Incorporation of Pitney Bowes Inc. (the "Company") and to the Pitney Bowes Inc. Amended and Restated By-laws to (i) declassify the Board of Directors of the Company and (ii) eliminate the supermajority voting requirements set forth therein were approved by the Company's stockholders at the Annual Meeting of Stockholders held on May 10, 2010 at the Company's World Headquarters in Stamford, Connecticut (the "Annual Meeting"). The Certificate of Amendment to the Restated Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on May 12, 2010 and became effective as of May 12, 2010.

The description above is qualified in its entirety by the Certificate of Amendment to the Restated Certificate of Incorporation and the amendment to the Pitney Bowes Inc. Amended and Restated By-laws, copies of which are attached hereto as Exhibits (3)(a.2) and (3)(b.1) respectively, and are incorporated herein by reference.

ITEM 5.07 Submission of Matters to a Vote of Security Holders.

The Annual Meeting was held on May 10, 2010. The results of the voting on the matters submitted to the stockholders are as follows:

Proposal 1 – Election of Directors

The following individuals were elected to serve as directors of the Company for three-year terms expiring at the 2013 Annual Meeting of Stockholders.

	Vote For	Vote Against	Abstain	Broker Non-Vote
Linda G. Alvarado	**146,861,619**	**4,454,426**	**305,374**	**24,529,906**
Ernie Green	**146,857,203**	**4,440,447**	**323,769**	**24,529,906**
John S. McFarlane	**147,950,877**	**3,340,603**	**329,939**	**24,529,906**
Eduardo R. Menascé	**147,185,087**	**4,108,922**	**327,410**	**24,529,906**

Proposal 2 – Ratification of Independent Accountants for 2010

The appointment of PricewaterhouseCoopers LLP to serve as the Company's independent registered public accounting firm for 2010 was ratified. The voting results were as follows:

Vote For	Vote Against	Abstain	Broker Non-Vote
173,002,978	**2,795,251**	**353,096**	**0**

Proposal 3 – Amendment of the Certificate of Incorporation and By-laws to provide for the Annual Election of Directors

The amendments to the Restated Certificate of Incorporation and the Pitney Bowes Inc. Amended and Restated By-laws to phase out the classification of the directors and provide for the annual election of directors was approved. The voting results were as follows:

Vote For	Vote Against	Abstain	Broker Non-Vote
174,763,707	**969,231**	**418,387**	**0**

Proposal 4 – Amendment of the Certificate of Incorporation and By-laws to eliminate supermajority voting requirements

The amendments to the Restated Certificate of Incorporation and the Pitney Bowes Inc. Amended and Restated By-laws to eliminate supermajority voting requirements, including the 80% supermajority vote requirements necessary to amend specific sections within the Restated Certificate of Incorporation and the Pitney Bowes Inc. Amended and Restated By-laws were approved. The voting results were as follows:

Vote For	Vote Against	Abstain	Broker Non-Vote
172,678,507	**2,866,911**	**605,907**	**0**

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits

Exhibit Number

(3)(a.2) Certificate of Amendment to the Restated Certificate of Incorporation (as amended May 29, 1996)

(3)(b.1) Amendment to the Pitney Bowes Inc. Amended and Restated By-laws (effective as of May 10, 2010)

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 thereunto duly authorized.

Pitney Bowes Inc.

May 12, 2010

/s/ S.J. Green
S.J. Green
Vice President – Finance and
Chief Accounting Officer
(Principal Accounting Officer)

CERTIFICATE OF AMENDMENT

OF

RESTATED CERTIFICATE OF INCORPORATION

OF

PITNEY BOWES INC.

Pitney Bowes Inc., a corporation organized and existing under and by virtue of the

General Corporation Law of the State of Delaware (the "Corporation"),

DOES HEREBY CERTIFY:

FIRST: That at a meeting of the Board of Directors of the Corporation, duly noticed held on February 10, 2010, the Board of Directors voted to approve, and to recommend to the stockholders that they approve an amendment to the Corporation's Restated Certificate of Incorporation.

SECOND: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware and approved by the stockholders at the May 10, 2010 Annual Meeting of Stockholders, at which meeting the necessary number of shares as required by law were voted in favor of the amendment and that pursuant to such amendment Article Seventh of the Restated Certificate of Incorporation of the Corporation shall henceforth read, in its entirety, as follows:

***"Seventh*:-**

PROVISIONS RELATING TO THE BOARD OF DIRECTORS

(a) *Number, election and terms*. Except as otherwise fixed by or pursuant to the provisions of Article Fourth hereof relating to the rights of the holders of any class or series of stock having a preference over the Common Stock as to dividends or upon liquidation to elect additional directors under specified circumstances, the number of the Directors of the Corporation shall be fixed from time to time by or pursuant to the By-Laws of the Corporation. Commencing with the annual meeting of stockholders in 2011, the Directors, other than those who may be elected by the holders of any class or series of stock having a preference over the Common Stock as to dividends or upon liquidation, shall be elected annually for terms expiring at the next succeeding annual meeting; provided, however, that Directors elected at the 2008 annual meeting of stockholders shall hold office until the 2011 annual meeting of stockholders, Directors elected at the 2009 annual meeting of stockholders shall hold office until the 2012 annual meeting of stockholders, and Directors elected at the 2010 annual meeting of stockholders shall hold office until the 2013 annual meeting of stockholders.

(b) *Stockholder nomination of director candidates.* Advance notice of stockholder nominations for the election of Directors shall be given in the manner provided in the By-Laws of the Corporation.

(c) *Newly created directorship and vacancies*. Except as otherwise provided for or fixed by or pursuant to the provisions of Article Fourth hereof relating to the rights of the holders of any class or series of stock having a preference over the Common Stock as to dividends or upon liquidation to elect directors under specified circumstances, newly created directorships resulting from any increase in the number of Directors and any vacancies on the Board of Directors resulting from death, resignation, disqualification, removal or other cause shall be filled by the affirmative vote of a majority of the remaining Directors then in office, even though less than a quorum of the Board of Directors. Any Director elected in accordance with the preceding sentence shall hold office until such Director's successor shall have been elected and qualified, subject, however, to prior death, resignation, retirement, disqualification or removal from office. No decrease in the number of Directors constituting the Board of Directors shall shorten the term of any incumbent Director.

(d) *Removal*. Subject to the rights of any class or series of stock having a preference over the Common Stock as to dividends or upon liquidation to elect Directors under specified circumstances, any Director may be removed from office, with or without cause and only by the affirmative vote of the holders of 80% of the combined voting power of the then outstanding shares of stock entitled to vote generally in the election of Directors, voting together as a single class.

(e) *Amendment, repeal, etc*. Notwithstanding anything contained in this Amended and Restated Certificate of Incorporation to the contrary, the affirmative vote of the holders of at least 80% of the voting power of all shares of the Corporation entitled to vote generally in the election of directors, voting together as a single class, shall be required to alter, amend, adopt any provision inconsistent with or repeal this Article SEVENTH."

IN WITNESS WHEREOF, the corporation has caused this certificate to be signed by Amy C. Corn, its Secretary, this 11th day of May, 2010.

By /S/ AMY C. CORN

Amy C. Corn
Secretary

AMENDMENT
TO THE
PITNEY BOWES INC. AMENDED AND RESTATED BY-LAWS
(Effective May 10, 2010)

Pursuant to Section 4 of Article IV of the Pitney Bowes Inc. Amended and Restated By-laws (the "By-laws"), in accordance with the vote of the stockholders at the Annual Meeting of Stockholders held on May 10, 2010, the By-laws are amended effective as of May 10, 2010 as follows:

1. Section 2 of Article II is deleted in its entirety and replaced as follows:

Section 2. Number, Election and Terms. Except as otherwise fixed by or pursuant to the provisions of Article Fourth of the Amended and Restated Certificate of Incorporation relating to the rights of the holders of any class or series of stock having a preference over the Common Stock as to dividends or upon liquidation to elect additional directors under specified circumstances, the number of the Directors of the Corporation shall be fixed from time to time by the Board of Directors but shall not be less than three. Commencing with the 2011 annual meeting of stockholders, the Directors, other than those who may be elected by the holders of any class or series of stock having a preference over the Common Stock as to dividends or upon liquidation, shall be elected annually for terms expiring at the next succeeding annual meeting; provided, however, that Directors elected at the 2008 annual meeting of stockholders shall hold office until the 2011 annual meeting of stockholders, Directors elected at the 2009 annual meeting of stockholders shall hold office until the 2012 annual meeting of stockholders, and Directors elected at the 2010 annual meeting of stockholders shall hold office until the 2013 annual meeting of stockholders.

2. Section 4 of Article II is deleted in its entirety and replaced as follows:

Section 4. Newly Created Directorships and Vacancies. Except as otherwise provided for or fixed by or pursuant to the provisions of Article Fourth of the Amended and Restated Certificate of Incorporation relating to the rights of the holders of any class or series of stock having a preference over the Common Stock as to dividends or upon liquidation to elect directors under specified circumstances, newly created directorships resulting from any increase in the number of Directors and any vacancies on the Board of Directors resulting from death, resignation, disqualification, removal or other cause shall be filled by the affirmative vote of a majority of the remaining Directors then in office, even though less than a quorum of the Board of Directors. Any Director elected in accordance with the preceding sentence shall hold office until such Director's successor shall have been elected and qualified, subject, however, to prior death, resignation, retirement, disqualification or removal from office. No decrease in the number of Directors constituting the Board of Directors shall shorten the term of any incumbent Director.