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

March 11, 2013
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):

☐ 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 8.01. OTHER EVENTS

On March 11, 2013, Pitney Bowes Inc. (the "Company") issued a press release announcing the pricing for its previously announced cash tender offer (the "Tender Offer") for up to $415 million aggregate principal amount of its 4.875% Notes due 2014, its 5.000% Notes due 2015 and its 4.750% Notes due 2016 (the "Subject Notes"). On March 12, 2013, the Company issued a separate press release announcing the results of the Tender Offer as of the early participation deadline and an increase in the maximum series tender cap for its 4.750% Notes due 2016. A copy of the tender offer pricing press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is hereby incorporated by reference into this Current Report. A copy of the early tender results and increase in maximum series tender cap press release is attached as Exhibit 99.2 to this Current Report on Form 8-K and is hereby incorporated by reference into this Current Report.

This Current Report on Form 8-K, including the press releases hereby incorporated by reference, is neither an offer to sell nor a solicitation of offers to buy any Subject Notes. The Tender Offer is being made only pursuant to the offer to purchase and the related letter of transmittal. The Tender Offer is not being made to holders of Subject Notes in any jurisdiction in which the making or acceptance thereof would not be in compliance with the securities, blue sky or other laws of such jurisdiction.

ITEM 9.01. EXHIBITS

(d) Exhibits.

Exhibit Number	Description of Exhibit
99.1	Press release of Pitney Bowes Inc. dated March 11, 2013 announcing pricing of tender offer
99.2	Press release of Pitney Bowes Inc. dated March 12, 2013 announcing tender offer results as of the early expiration time and increase in maximum series tender cap

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.

Pitney Bowes Inc.

By: /s/ Helen Shan
Name: Helen Shan
Title: Vice-President, Finance and Treasurer

Date: March 12, 2013

Exhibit 99.1

Contact:
Carol Wallace
Pitney Bowes Inc.
203 351 6974
Carol.wallace@pb.com

FOR IMMEDIATE RELEASE

**Pitney Bowes Announces Reference Yield,
Total Consideration and Tender Offer Consideration
for Cash Tender Offers for Notes**

STAMFORD, Conn.– (BUSINESS WIRE) – March 11, 2013 – Pitney Bowes Inc. (NYSE:PBI) (the "Company," "us" or "Pitney Bowes") today announced the Reference Yield, Total Consideration and Tender Offer Consideration (each as defined below) for its previously announced cash tender offers (the "Offers") for its 4.875% Medium-Term Notes due 2014 (the "2014 Notes"), 5.000% Notes due 2015 (the "2015 Notes") and 4.750% Medium-Term Notes due 2016 (the "2016 Notes" and, together with the 2014 Notes and the 2015 Notes, the "Notes").

The Offers are being made pursuant to an Offer to Purchase, dated February 26, 2013 (the "Offer to Purchase") and related Letter of Transmittal, dated February 26, 2013 (the "Letter of Transmittal") which set forth a description of the terms and conditions of the Offers.

The consideration to be paid in each of the Offers has been determined in the manner described in the Offer to Purchase by reference to a fixed spread over the yield to maturity (the "Reference Yield") of the applicable U.S. Treasury Security specified in the table below and on the cover page of the Offer to Purchase in the column entitled "Reference U.S. Treasury Security." Holders who validly tender and do not validly withdraw Notes at or prior to the Early Tender Time (as defined below) that are accepted for purchase will receive the applicable "Total Consideration" listed in the table below, which includes an early tender payment of $30 per $1,000 principal amount of Notes accepted for purchase (the "Early Tender Premium"). Holders who validly tender after the Early Tender Time but at or prior to the Expiration Time (as defined below) that are accepted for purchase will receive the Total Consideration listed in the table below minus the Early Tender Premium (the "Tender Offer Consideration"). In addition, in each case holders will receive accrued and unpaid interest on their Notes up to, but excluding, the applicable settlement date.

Title of Security/ CUSIP No.	Outstanding Principal Amount	Maximum Series Tender Cap	Reference U.S. Treasury Security	Reference Yield	Fixed Spread (Basis Points)	Tender Offer Consideration	Early Tender Premium[(1)]	Total Consideration
4.875% Medium-Term Notes due 2014 (CUSIP No. 72447WAU3)	$ 450,000,000	$ 200,000,000	0.250% due January 31, 2015	0.252%	40	$ 1,029.80	$ 30	$ 1,059.80
5.000% Notes due 2015 (CUSIP No. 724479AG5)	$ 400,000,000	$ 140,000,000	0.250% due January 31, 2015	0.252%	125	$ 1,038.95	$ 30	$ 1,068.95
4.750% Medium-Term Notes due 2016 (CUSIP No. 72447XAA5)	$ 500,000,000	$ 75,000,000	0.375% due February 15, 2016	0.402%	200	$ 1,034.09	$ 30	$ 1,064.09

(1) Per $1,000 principal amount of Notes.

The Offers are scheduled to expire at 11:59 p.m., New York City time, on March 25, 2013, unless any one or more of the Offers are extended or earlier terminated by the Company in its sole discretion (such date and time, as the same may be extended with respect to any one or more of the Offers, the "Expiration Time"). Holders of the Notes must validly tender their Notes at or before 5:00 p.m., New York City time, on March 11, 2013, unless extended by the Company (such date and time, as the same may be extended with respect to any one or more of the Offers, the "Early Tender Time"), to be eligible to receive the Total Consideration. Tenders of the Notes may be validly withdrawn at any time prior to 5:00 p.m., New York City time, on March 11, 2013, unless extended by the Company with respect to any one or more of the Offers. After such time, the Notes may not be validly withdrawn except as otherwise provided in the Offer to Purchase or as required by law.

The principal amount of each series of Notes purchased pursuant to the Offers will not exceed the applicable "Maximum Series Tender Cap" set forth in the table above. Subject to the terms and conditions of the Offers, the Company may, at its option, accept for purchase and pay for (i) promptly after the Early Tender Time and at or prior to the Expiration Time (such payment date being the "Early Settlement Date"), a portion of the Notes of any series that are validly tendered and not validly withdrawn at or prior to the Early Tender Time up to the applicable Maximum Series Tender Cap, and (ii) promptly after the Expiration Time, accept for purchase and pay for a principal amount of the Notes of each series up to the applicable Maximum Series Tender Cap, less the principal amount of any Notes of such series purchased on the Early Settlement Date (if any), in each case subject to proration as described in the Offer to Purchase. If the aggregate principal amount of Notes for a particular series validly tendered at or prior to the Early Tender Time is equal to or in excess of the applicable Maximum Series Tender Cap, no additional Notes of such series will be accepted for purchase after the Early Tender Time.

Each Offer is being made independent of each other Offer. No Offer is conditioned on any of the other Offers or upon any minimum principal amount of the Notes of any series being tendered. The Company may extend or otherwise

amend the Early Tender Time or the Expiration Time, or increase or decrease the Maximum Series Tender Caps, with respect to any or all of the Offers, without extending or otherwise reinstating the withdrawal rights of Holders, with respect to one or more of the Offers, unless required by law (as determined by the Company in its sole discretion).

The Company's obligation to accept for purchase, and to pay for, any Notes validly tendered pursuant to the Offers is subject to and conditioned upon the satisfaction of, or the Company's waiver of, the conditions described in the Offer to Purchase.

This press release is neither an offer to purchase nor a solicitation of an offer to sell securities. No offer, solicitation, purchase or sale will be made in any jurisdiction in which such offer, solicitation, or sale would be unlawful. The Offers are being made solely pursuant to the terms and conditions set forth in the Offer to Purchase and the Letter of Transmittal.

Goldman, Sachs, & Co. ("Goldman Sachs") and J.P. Morgan Securities LLC ("J.P. Morgan") are serving as Joint Dealer Managers for the Offers. Questions regarding the Offers may be directed to Goldman Sachs at 800-828-3182 (toll free) or 212-357-6436 (collect), or to J.P. Morgan at 866-834-4666 (toll free) or 212-834-2494 (collect). Requests for the Offer to Purchase or the Letter of Transmittal or the documents incorporated by reference therein may be directed to Global Bondholder Services Corporation, which is acting as Tender and Information Agent for the Offers, at the following telephone numbers: banks and brokers, 212-430-3774; all others toll free at 866-470-4200.

About Pitney Bowes

Pitney Bowes provides technology solutions for small, mid-size and large firms that help them connect with customers to build loyalty and grow revenue. The company's solutions for financial services, insurance, healthcare, telecommunications, legal, public sector and retail organizations are delivered on open platforms to best organize, analyze and apply both public and proprietary data to two-way customer communications. Pitney Bowes is the only firm that includes direct mail, transactional mail, call centers and in-store technologies in its solution mix along with digital channels such as the Web, email, live chat and mobile applications. Pitney Bowes has approximately USD$5 billion in annual revenues and 27,000 employees worldwide. Pitney Bowes: Every connection is a new opportunity™. www.pb.com.

Forward-Looking Statements

This press release contains "forward-looking statements" about our expected or potential future business and financial performance. For us, forward-looking statements include, but are not limited to, statements about our future revenue and earnings guidance and other statements about future events or conditions.

Forward-looking statements are not guarantees of future performance and involve risks and uncertainties that could cause actual results to differ materially from those projected. These risks and uncertainties include, but are not limited to: mail volumes; the uncertain economic environment; timely development, market acceptance and regulatory approvals, if needed, of new products; fluctuations in customer demand; changes in postal regulations; interrupted use of key information systems; management of outsourcing arrangements; foreign currency exchange rates; changes in our credit ratings; management of credit risk; changes in interest rates; the financial health of national posts; and other factors beyond our control as more fully outlined in the Company's 2012 Form 10-K Annual Report and other reports filed with the Securities and Exchange Commission. Pitney Bowes assumes no obligation to update any forward-looking statements contained in this document as a result of new information, events or developments.

# # #

Exhibit 99.2



Contact:
Carol Wallace
Pitney Bowes Inc.
203 351 6974
Carol.wallace@pb.com

FOR IMMEDIATE RELEASE

Pitney Bowes Announces an Increase in the Maximum Series Tender Cap for its 2016 Notes And the Early Tender Results for its Previously Announced Cash Tender Offers for Notes

STAMFORD, Conn.– (BUSINESS WIRE) – March 12, 2013 – Pitney Bowes Inc. (NYSE:PBI) (the "Company," "us" or "Pitney Bowes") today announced the early tender results as of 5:00 p.m. (New York City time) on March 11, 2013 (the "Early Tender Time") for its previously announced cash tender offers (the "Offers") for its 4.875% Medium-Term Notes due 2014 (the "2014 Notes"), 5.000% Notes due 2015 (the "2015 Notes") and 4.750% Medium-Term Notes due 2016 (the "2016 Notes" and, together with the 2014 Notes and the 2015 Notes, the "Notes").

The Offers are being made pursuant to an Offer to Purchase, dated February 26, 2013 (the "Offer to Purchase") and related Letter of Transmittal, dated February 26, 2013 (the "Letter of Transmittal"), which set forth a description of the terms and conditions of the Offers.

As of the Early Tender Time, $148,446,000 principal amount of the 2014 Notes, $124,496,000 principal amount of the 2015 Notes and $128,814,000 principal amount of the 2016 Notes, or a total of $401,756,000 principal amount of all Notes, were validly tendered and not validly withdrawn in the Offers.

Additionally, the "Maximum Series Tender Cap" for the Company's Offer for its 2016 Notes is being increased from $75,000,000 to $130,000,000. All other terms of the Offers, as previously announced, remain unchanged.

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Subject to the terms and conditions of the Offers, the Company expects that it will accept for purchase all of the Notes validly tendered and not validly

withdrawn at or prior to the Early Tender Time. Pursuant to the terms of the Offers, holders of additional Notes may tender additional Notes at or prior to 11:59 p.m. (New York City time) on March 25, 2013, unless any one or more of the Offers for the Notes are extended or earlier terminated by the Company in its sole discretion (the date and time, as the same may be extended or earlier terminated with respect to any one or more of the Offers, the "Expiration Time").

# # #

Holders of the Notes who validly tendered and did not validly withdraw the Notes at or prior to the Early Tender Time and whose Notes are purchased pursuant to the Offers will receive the "Total Consideration" (listed in the table below), which includes an early tender payment of $30 per $1,000 principal amount of Notes accepted for purchase (the "Early Tender Premium"). Holders of the Notes who validly tender after the Early Tender Time but at or prior to the Expiration Time and whose Notes are purchased pursuant to the Offers subject to proration as provided in the Offer to Purchase, as applicable, will receive the "Tender Offer Consideration" (listed in the table below) which is equal to the Total Consideration minus the Early Tender Premium. In addition, in each case holders will receive accrued and unpaid interest on their Notes up to, but excluding, the applicable settlement date.

Title of Security/ CUSIP No.	Outstanding Principal Amount	Maximum Series Tender Cap	Reference U.S. Treasury Security	Reference Yield	Fixed Spread (Basis Points)	Tender Offer Consideration	Early Tender Premium[(1)]	Total Consideration
4.875% Medium-Term Notes due 2014 (CUSIP No. 72447WAU3)	$ 450,000,000	$ 200,000,000	0.250% due January 31, 2015	0.252%	40	$ 1,029.80	$ 30	$ 1,059.80
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4.750% Medium-Term Notes due 2016 (CUSIP No. 72447XAA5)	$ 500,000,000	$ 130,000,000	0.375% due February 15, 2016	0.402%	200	$ 1,034.09	$ 30	$ 1,064.09

(1) Per $1,000 principal amount of Notes.

The settlement for the Notes accepted by the Company in connection with the Early Tender Time is currently expected to take place today on March 12, 2013 (the "Early Settlement Date"). The Notes tendered pursuant to the Offers may no longer be withdrawn, unless otherwise required by law.

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Each of the Offers will expire at the Expiration Time. Each Offer is being made independent of each other Offer. No Offer is conditioned on any of the other Offers or upon any minimum principal amount of the Notes of any series being tendered. The Company may extend or otherwise amend the Expiration Time, or increase or decrease the Maximum Series Tender Caps, with respect to any or

all of the Offers, without reinstating the withdrawal rights of Holders, with respect to one or more of the Offers, unless required by law (as determined by the Company in its sole discretion).

# # #

The Company's obligation to accept for purchase, and to pay for, any Notes validly tendered pursuant to the Offers is subject to and conditioned upon the satisfaction of, or the Company's waiver of, the conditions described in the Offer to Purchase.

This press release is neither an offer to purchase nor a solicitation of an offer to sell securities. No offer, solicitation, purchase or sale will be made in any jurisdiction in which such offer, solicitation, or sale would be unlawful. The Offers are being made solely pursuant to terms and conditions set forth in the Offer to Purchase and the Letter of Transmittal.

Goldman, Sachs, & Co. ("Goldman Sachs") and J.P. Morgan Securities LLC ("J.P. Morgan") are serving as Joint Dealer Managers for the Offers. Questions regarding the Offers may be directed to Goldman Sachs at 800-828-3182 (toll free) or 212-357-6436 (collect), or to J.P. Morgan at 866-834-4666 (toll free) or 212-834-2494 (collect). Requests for the Offer to Purchase or the Letter of Transmittal or the documents incorporated by reference therein may be directed to Global Bondholder Services Corporation, which is acting as Tender and Information Agent for the Offers, at the following telephone numbers: banks and brokers, 212-430-3774; all others toll free at 866-470-4200.

About Pitney Bowes

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Forward-Looking Statements

This press release contains "forward-looking statements" about our expected or potential future business and financial performance. For us forward-looking statements include, but are not limited to, statements about our future revenue and earnings guidance and other statements about future events or conditions. Forward-looking statements are not guarantees of future performance and

involve risks and uncertainties that could cause actual results to differ materially from those projected. These risks and uncertainties include, but are not limited to: mail volumes; the uncertain economic environment; timely development, market acceptance and regulatory approvals, if needed, of new products; fluctuations in customer demand; changes in postal regulations; interrupted use of key information systems; management of outsourcing arrangements; foreign currency exchange rates; changes in our credit ratings; management of credit risk; changes in interest rates; the financial health of national posts; and other factors beyond our control as more fully outlined in the Company's 2012 Form 10-K Annual Report and other reports filed with the Securities and Exchange Commission. Pitney Bowes 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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