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

September 6, 2017
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**	**(203) 356-5000**
(Address of principal executive offices)	(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 1.01. ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT

Pitney Bowes Inc. ("PBI") entered into an Agreement and Plan of Merger (the "Agreement"), dated as of September 6, 2017, among PBI, Neutron Acquisition Corp., an indirect wholly owned subsidiary of PBI, NGS Holdings, Inc. (the "Company") and Littlejohn Fund IV, L.P., solely in its capacity as stockholder representative, pursuant to which PBI has agreed, among other things, to acquire all of the issued and outstanding equity interests of the Company (the "Merger") for $475,000,000 in cash consideration, subject to certain adjustments. On September 6, 2017, PBI issued a press release announcing the entry into the Agreement. A copy of the 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.

The consummation of the Merger is subject to customary conditions, including the expiration or termination of any applicable waiting period (and any extension thereof) under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, and the absence of any government order or other legal restraint prohibiting the consummation of the transactions contemplated by the Agreement. In addition, the obligation of PBI to consummate the Merger is subject to the absence of any event, change, occurrence, development or effect having occurred from the date of the Agreement that has had or continues to have a Material Adverse Effect (as defined in the Agreement).

The Agreement contains provisions giving each of PBI and the Company rights to terminate the Agreement under specified circumstances, including if the closing has not occurred on or before November 6, 2017.

The Agreement includes customary representations, warranties and covenants of PBI and the Company.

PBI expects to finance the Merger with debt financing, which may include debt securities issued in one or more capital markets transactions, term loans, or other types of debt financing, or a combination thereof, together with cash on hand at PBI.

This Item 1.01 contains statements that are forward-looking. We want to caution readers that any forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934 may change based on various factors. These forward-looking statements, including statements concerning the consummation of the transactions contemplated by the Agreement, and the consummation of the financing transactions related to the Merger and the terms thereof, are based on current expectations and assumptions that are subject to risks and uncertainties and actual results could differ materially. Words such as "estimate," "target," "project," "plan," "believe," "expect," "anticipate," "intend" and similar expressions may identify such forward-looking statements. We undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits

Exhibit Number	Description of Exhibit
99.1	Press release of Pitney Bowes Inc. dated September 6, 2017.

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.

Date: September 6, 2017

By: /s/ Daniel J. Goldstein
Name: Daniel J. Goldstein
Title: Executive Vice President and Chief Legal Officer and Corporate Secretary

EXHIBIT INDEX

Exhibit Number	Description of Exhibit
99.1	Press release of Pitney Bowes Inc. dated September 6, 2017.

Press Release

Pitney Bowes Expands Capabilities in Growing Ecommerce and Parcel Services Space with Acquisition of Newgistics, Inc.

Acquisition augmented by organic expansion of presort and parcel services for enterprises and SMB

STAMFORD, CT, September, 6 2017 – Pitney Bowes (NYSE:PBI), a global technology company that provides innovative products and solutions to power commerce, today announced that it has signed a definitive agreement to acquire Newgistics, Inc. (Newgistics), an Austin, Texas-based provider of parcel delivery, returns, fulfillment and digital commerce solutions for retailers and ecommerce brands. The acquisition will accelerate Pitney Bowes' expansion into the U.S. domestic parcels market at scale, enabling the company to deliver a broader range of consumer-focused ecommerce and parcel management solutions to retailers, small and medium businesses, and enterprise clients. This transaction is consistent with the company's capital allocation practice to prioritize investments to optimize long-term shareholder value.

"Newgistics fits uniquely at the intersection of our parcel growth strategies and will accelerate the overall transformation of Pitney Bowes," said Marc B. Lautenbach, President and Chief Executive Officer, Pitney Bowes. "This acquisition – combined with recent innovations in mailing and shipping for SMB clients, organic growth of our Global Ecommerce business, and expansion of our presort and parcel services network – definitively anchors Pitney Bowes in a growing space and vastly increases the value we can deliver for our clients."

Under the terms of the definitive agreement, Pitney Bowes will purchase all shares of the privately held company for approximately $475 million. The acquisition of Newgistics meets all of financial criteria for acquisitions that the Company has previously presented. The transaction is expected to close by late third or early fourth quarter subject to customary closing conditions. It is Pitney Bowes' intention to continue to operate the businesses as independent units through the remainder of 2017 and into the first quarter of 2018 to avoid any disruptions during the busy holiday shipping season.

Newgistics, best known for its returns-processing capabilities, provides a range of ecommerce solutions on behalf of nearly 500 retail clients. It is a workshare partner of the United States Postal Service (USPS®) and processes nearly 100 million parcels annually, including more than 50 percent of all Parcel Returns Select packages shipped through the USPS. It's parcel services and ecommerce logistics network includes nine operating centers and an asset-light national transportation network of more than 50 partners.

"We're excited about joining the Pitney Bowes team," said Todd Everett, CEO, Newgistics. "Pitney Bowes is a company that shares our values – a company we can trust with our reputation, our clients and our employees. By adding our capabilities, Pitney Bowes will deliver even more value and a broader range of ecommerce and shipping solutions to our collective client base."

Newgistics adds to Pitney Bowes' growing list of physical and digital ecommerce and parcel services capabilities, including:

- a national network of Presort Services Operating Centers, which processes more than 15 billion letters and parcels annually;
- the industry's most proven, capable and scalable end-to-end Global Ecommerce solution that can handle all facets of enterprise retail cross-border expansion; and
- a nearly 100-year old relationship with the USPS, including the USPS's largest national workshare partnership and technology integrations that have enabled new innovations like SendPro C-Series, the next generation office sending solution for SMBs.

In addition to the acquisition of Newgistics, Pitney Bowes today announced the opening of a new Presort Services Operating Center in Huntington Beach, California that will further expand its entry into the U.S. domestic parcels space. This will be the second high-speed parcel sortation center in the Pitney Bowes Presort Services network. Another center is located in San Francisco.

"Shipping will drive the next phase of our transformation. Parcel volume has increased 48 percent globally over the past two years and is expected to grow another 17 to 28 percent between 2017 and 2021. Today's announcement of the SendPro C-Series family of products and shipping solutions, combined with the acquisition of Newgistics, and the expansion of our parcel services business strengthens our presence in the shipping and sending market," said Lautenbach.

About Newgistics, Inc.
Newgistics helps retailers and brands grow with seamless, omni-channel solutions that span the physical and digital sides of commerce. Its offerings, which include digital commerce development, deep analytics, relationship management, systems integration, fulfillment, parcel delivery and returns management, provide retailers and brands with a modern approach to enriching the customer journey. Its flagship digital commerce platform, ncommerce, fuses proven technology for retail environments into a stable, modern and infinitely scalable platform. From device to doorstep, Newgistics helps retailers and brands outpace the competition like no other service provider. For more information, please visit www.newgistics.com.

About Pitney Bowes
Pitney Bowes (NYSE:PBI) is a global technology company powering billions of transactions – physical and digital – in the connected and borderless world of commerce. Clients around the world, including 90 percent of the Fortune 500, rely on products, solutions, services and data from Pitney Bowes in the areas of customer information management, location intelligence, customer engagement, shipping, mailing, and global ecommerce. And with the innovative Pitney Bowes Commerce Cloud, clients can access the broad range of Pitney Bowes solutions, analytics, and APIs to drive commerce. For additional information visit Pitney Bowes, the Craftsmen of Commerce, at www.pitneybowes.com.

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