

PFIZER INC
Form 8-K
March 06, 2017

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
Date of report (Date of earliest event reported): March 6, 2017

PFIZER INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction

of incorporation)

1-3619
(Commission

File Number)

13-5315170
(I.R.S. Employer

Identification No.)

235 East 42nd Street

New York, New York
(Address of principal executive offices)

10017
(Zip Code)

Registrant's telephone number, including area code: (212) 733-2323

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 obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

Written communication 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 6, 2017, Pfizer Inc. (the Company) completed a public offering of 1,250,000,000 aggregate principal amount of Floating Rate Notes due 2019, 1,000,000,000 aggregate principal amount of 0.000% Notes due 2020, 1,000,000,000 aggregate principal amount of 0.250% Notes due 2022 and 750,000,000 aggregate principal amount of 1.000% Notes due 2027 (together, the Notes).

The offering of the Notes was made pursuant to the Company s shelf registration statement on Form S-3 (Registration No. 333-202430) filed with the Securities and Exchange Commission on March 2, 2015.

The Notes were issued pursuant to an indenture, dated as of January 30, 2001, between the Company and The Bank of New York Mellon (formerly known as The Bank of New York), as successor to JPMorgan Chase Bank (formerly known as The Chase Manhattan Bank), as trustee (the Basic Indenture), as supplemented by the ninth supplemental indenture, dated as of March 6, 2017, between the Company, The Bank of New York Mellon, as trustee and The Bank of New York Mellon, London Branch, as paying agent (the Ninth Supplemental Indenture).

The Ninth Supplemental Indenture is filed herewith as Exhibit 4.2 to this Form 8-K and is incorporated herein by reference.

In addition, in connection with the offering of the Notes, the Company is filing a legal opinion regarding the validity of the Notes, attached as Exhibit 5.1 to this Form 8-K and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

| Exhibit No. | Exhibit Description |
|-------------|--|
| 4.1 | Indenture, dated as of January 30, 2001, between Pfizer Inc. and The Bank of New York Mellon (formerly known as The Bank of New York), as successor to JPMorgan Chase Bank (formerly known as The Chase Manhattan Bank), as trustee (incorporated by reference from the Company's Current Report on Form 8-K filed on January 30, 2001). |
| 4.2 | Ninth Supplemental Indenture, dated as of March 6, 2017, between Pfizer Inc., The Bank of New York Mellon, as trustee and The Bank of New York Mellon, London Branch, as paying agent |
| 4.3 | Form of Floating Rate Notes due 2019 (included in Exhibit 4.2) |
| 4.4 | Form of 0.000% Notes due 2020 (included in Exhibit 4.2) |
| 4.5 | Form of 0.250% Notes due 2022 (included in Exhibit 4.2) |
| 4.6 | Form of 1.000% Notes due 2027 (included in Exhibit 4.2) |
| 5.1 | Opinion of Margaret M. Madden, Senior Vice President and Corporate Secretary, Chief Governance Counsel of the Company. |
| 23.1 | Consent of Margaret M. Madden, Senior Vice President and Corporate Secretary, Chief Governance Counsel of the Company (included in Exhibit 5.1). |

SIGNATURE

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.

PFIZER INC.

By: /s/ Margaret M. Madden
Margaret M. Madden
Senior Vice President and Corporate
Secretary

Chief Governance Counsel

Dated: March 6, 2017

EXHIBIT INDEX

| Exhibit No. | Exhibit Description |
|-------------|--|
| 4.1 | Indenture, dated as of January 30, 2001, between Pfizer Inc. and The Bank of New York Mellon (formerly known as The Bank of New York), as successor to JPMorgan Chase Bank (formerly known as The Chase Manhattan Bank), as trustee (incorporated by reference from the Company's Current Report on Form 8-K filed on January 30, 2001). |
| 4.2 | Ninth Supplemental Indenture, dated as of March 6, 2017, between Pfizer Inc., The Bank of New York Mellon, as trustee and The Bank of New York Mellon, London Branch, as paying agent |
| 4.3 | Form of Floating Rate Notes due 2019 (included in Exhibit 4.2) |
| 4.4 | Form of 0.000% Notes due 2020 (included in Exhibit 4.2) |
| 4.5 | Form of 0.250% Notes due 2022 (included in Exhibit 4.2) |
| 4.6 | Form of 1.000% Notes due 2027 (included in Exhibit 4.2) |
| 5.1 | Opinion of Margaret M. Madden, Senior Vice President and Corporate Secretary, Chief Governance Counsel of the Company. |
| 23.1 | Consent of Margaret M. Madden, Senior Vice President and Corporate Secretary, Chief Governance Counsel of the Company (included in Exhibit 5.1). |