

Philip Morris International Inc.  
Form 8-K  
May 08, 2014

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FORM 8-K

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CURRENT REPORT  
Pursuant to Section 13 or 15(d) of  
The Securities Exchange Act of 1934  
Date of Report (Date of earliest event reported): May 7, 2014

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Philip Morris International Inc.  
(Exact name of registrant as specified in its charter)

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| Virginia<br>(State or other jurisdiction<br>of incorporation) | 1-33708<br>(Commission<br>File Number) | 13-3435103<br>(I.R.S. Employer<br>Identification No.) |
|---|--|---|

120 Park Avenue, New York, New York  
(Address of principal executive offices)  
Registrant's telephone number, including area code: (917) 663-2000

10017-5592  
(Zip Code)

(Former name or former address, if changed since last report.)

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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:

- .. 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))
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Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On May 8, 2014, Philip Morris International Inc. (the “Company”) announced that Joachim Psotta, Vice President and Controller of the Company, has elected to retire, effective February 28, 2015. Mr. Psotta will be succeeded by Andreas Kurali as Vice President and Controller of the Company, effective March 1, 2015.

Mr. Kurali, age 48, currently serves as Vice President Finance Asia and has been continuously employed by the Company in various finance capacities during the past five years.

The compensation of Mr. Kurali in his new role will be determined by the Compensation and Leadership Development Committee of the Board of Directors at a later date and promptly disclosed at that time.

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

On May 7, 2014, the Company held its Annual Meeting of Shareholders (“Annual Meeting”). There were 1,370,678,446 shares of Common Stock, constituting 86.73% of outstanding shares on the record date (March 14, 2014), represented in person or by proxy at the meeting. The matters voted upon at the Annual Meeting and the results of such voting are set forth below:

Proposal 1: Election of Directors of the Company.

| Name                 | For           | Against     | Abstain   | Broker Non-Vote |
|----------------------|---------------|-------------|-----------|-----------------|
| Harold Brown         | 1,096,347,845 | 12,907,043  | 4,278,793 | 257,144,460     |
| André Calantzopoulos | 1,102,547,631 | 5,876,319   | 5,100,730 | 257,144,460     |
| Louis C. Camilleri   | 1,098,676,215 | 9,958,769   | 4,888,834 | 257,144,460     |
| Jennifer Li          | 1,100,000,320 | 9,365,129   | 4,159,866 | 257,144,460     |
| Sergio Marchionne    | 879,293,167   | 227,663,548 | 6,576,623 | 257,144,460     |
| Kalpana Morparia     | 1,097,067,017 | 12,255,279  | 4,211,542 | 257,144,460     |
| Lucio A. Noto        | 1,096,460,221 | 12,759,678  | 4,313,796 | 257,144,460     |
| Robert B. Polet      | 1,099,651,102 | 9,611,874   | 4,270,861 | 257,144,460     |
| Carlos Slim Helú     | 1,099,755,016 | 9,443,145   | 4,335,595 | 257,144,460     |
| Stephen M. Wolf      | 1,092,784,541 | 16,544,017  | 4,205,199 | 257,144,460     |

All director nominees were duly elected.

Proposal 2: Ratification of the Selection of PricewaterhouseCoopers SA as Independent Auditors.

| For           | Against    | Abstain   |
|---------------|------------|-----------|
| 1,347,891,631 | 16,641,984 | 6,144,831 |

The proposal was approved.

Proposal 3: Advisory Vote Approving Executive Compensation.

| For           | Against    | Abstain   | Broker Non-Vote |
|---------------|------------|-----------|-----------------|
| 1,062,077,482 | 41,778,390 | 9,678,115 | 257,144,460     |

The proposal was approved on an advisory basis.

Proposal 4: Shareholder Proposal 1 - Lobbying.

| For         | Against     | Abstain    | Broker Non-Vote |
|-------------|-------------|------------|-----------------|
| 350,401,726 | 708,269,142 | 54,860,348 | 257,144,460     |

The proposal was defeated.

Proposal 5: Shareholder Proposal 2 - Animal Testing.

| For        | Against       | Abstain    | Broker Non-Vote |
|------------|---------------|------------|-----------------|
| 18,688,496 | 1,006,004,552 | 88,840,277 | 257,144,460     |

The proposal was defeated.

**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.

**PHILIP MORRIS INTERNATIONAL INC.**

|                   |   |
|-------------------|---|
| By:               | /s/ JERRY WHITSON                                 |
| Name:             | Jerry Whitson                                     |
| Title:            | Deputy General Counsel and<br>Corporate Secretary |
| DATE: May 8, 2014 |   |

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