

PITNEY BOWES INC /DE/  
Form 8-K  
May 17, 2012

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 17, 2012 (May 14, 2012)  
Date of Report (Date of earliest event reported)

|   |                          |   |
|---|--------------------------|---|
| Pitney Bowes Inc.<br>(Exact name of registrant as specified in its charter) |                          |   |
| Delaware  | 1-3579                   | 06-0495050                              |
| (State or other jurisdiction of<br>incorporation or organization)           | (Commission file number) | (I.R.S. Employer<br>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 5.07 Submission of Matters to a Vote of Security Holders.

(a) The Company's Annual Meeting was held on May 14, 2012.

Proposals 1 and 2 submitted to the Stockholders were approved by the requisite voting power required for approval (b) of the respective proposal. Proposal 3 submitted to the stockholders was not approved. 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 a one year expiring at the 2013 Annual Meeting of Stockholders.

| Director Nominee      | Vote For    | Vote Against | Abstain | Broker Non-Vote |
|-----------------------|-------------|--------------|---------|-----------------|
| Rodney C. Adkins      | 128,891,208 | 1,691,615    | 454,640 | 38,544,229      |
| Ann M. Busquet        | 128,883,180 | 1,701,858    | 452,425 | 38,544,229      |
| Roger Fradin          | 128,888,678 | 1,689,153    | 459,632 | 38,544,229      |
| Anne Sutherland Fuchs | 95,543,551  | 35,022,562   | 471,350 | 38,544,229      |
| James H. Keyes        | 94,480,562  | 36,045,830   | 511,071 | 38,544,229      |
| Murray D. Martin      | 125,200,143 | 5,394,037    | 443,283 | 38,544,229      |
| Michael I. Roth       | 125,077,724 | 5,478,491    | 481,248 | 38,544,229      |
| David L. Shedlarz     | 126,976,163 | 3,564,530    | 496,770 | 38,544,229      |
| David B. Snow, Jr.    | 94,586,322  | 35,960,922   | 490,219 | 38,544,229      |
| Robert E. Weissman    | 93,721,767  | 36,818,256   | 497,440 | 38,544,229      |

Proposal 2 – Ratification of the Audit Committee's Appointment of the Independent Accountants for 2012

The appointment of PricewaterhouseCoopers LLP to serve as the Company's independent registered public accounting firm for 2012 was ratified. The voting results were as follows:

| Vote For    | Vote Against | Abstain | Broker Non-Vote |
|-------------|--------------|---------|-----------------|
| 166,021,824 | 2,934,485    | 625,383 | 0               |

Proposal 3 – Advisory Vote on Executive Compensation

The advisory vote on executive compensation was not approved. The voting results were as follows:

| Vote For   | Vote Against | Abstain   | Broker Non-Vote |
|------------|--------------|-----------|-----------------|
| 45,592,654 | 83,992,305   | 1,452,504 | 38,544,229      |

The board of directors and the Executive Compensation Committee will consider the voting results when making future decisions regarding the executive compensation program.

**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.

May 17, 2012

/s/ Amy C. Corn  
Amy C. Corn  
Vice President, Secretary and Chief Governance  
Officer