PFIZER INC
Form 8-K
November 17, 2016

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): **November 17, 2016 (November 14, 2016)**

PFIZER INC.

(Exact name of registrant as specified in its charter)

Delaware	**1-3619**	**13-5315170**
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

235 East 42nd Street
New York, New York

	10017
(Address of principal executive offices)	(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):

o Written communication pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2 (b))

o 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 November 14, 2016, Pfizer Inc. (the Company) priced a public offering of $1,000,000,000 aggregate principal amount of 1.700% Notes due 2019, $1,000,000,000 aggregate principal amount of 2.200% Notes due 2021, $1,750,000,000 aggregate principal amount of 3.000% Notes due 2026, $1,000,000,000 aggregate principal amount of 4.000% Notes due 2036 and $1,250,000,000 aggregate principal amount of 4.125% Notes due 2046 (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.

In connection with the offering of the Notes, the Company entered into an underwriting agreement (the Underwriting Agreement) and related pricing agreement (the Pricing Agreement), each dated November 14, 2016, with Citigroup Global Markets Inc., Credit Suisse Securities (USA) LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated and RBC Capital Markets, LLC, as representatives of the several underwriters named therein.

The Underwriting Agreement, the Pricing Agreement and the press release related to the offering are filed as exhibits to this Form 8-K and are incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit No.	**Exhibit Description**
1.1	Underwriting Agreement, dated November 14, 2016.
1.2	Pricing Agreement, dated November 14, 2016.
99.1	Press Release of Pfizer Inc., dated November 14, 2016.

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 Vice President and Corporate Secretary Chief Governance Counsel

Dated: November 17, 2016

EXHIBIT INDEX

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