

PFIZER INC
Form 8-K
March 02, 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 2, 2017 (February 28, 2017)

PFIZER INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction

of incorporation)

235 East 42nd Street

1-3619
(Commission

File Number)

13-5315170
(I.R.S. Employer

Identification No.)

10017

New York, New York
(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):

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 February 28, 2017, Pfizer Inc. (the Company) priced 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.

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 February 28, 2017, with Barclays PLC, BNP Paribas, Goldman, Sachs & Co. and J.P. Morgan Securities plc, 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 February 28, 2017.
1.2	Pricing Agreement, dated February 28, 2017.
99.1	Press Release of Pfizer Inc., February 28, 2017.

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 2, 2017

EXHIBIT INDEX

Exhibit No.	Exhibit Description
1.1	Underwriting Agreement, dated February 28, 2017.
1.2	Pricing Agreement, dated February 28, 2017.
99.1	Press Release of Pfizer Inc., February 28, 2017.