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

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**SCHEDULE 14A**  
Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934

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Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

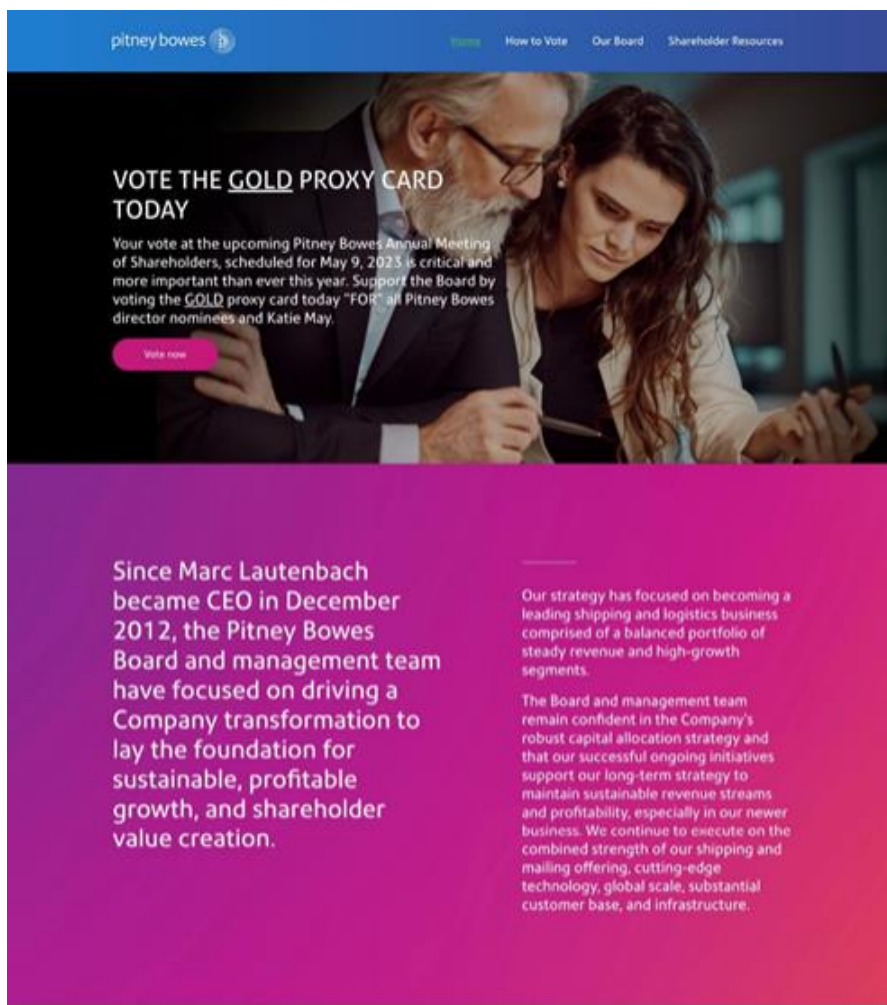
**Pitney Bowes Inc.**  
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check all boxes that apply):

- No fee required
  - Fee paid previously with preliminary materials
  - Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11
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On March 14, 2023, Pitney Bowes Inc. (the “Company”) launched a website in connection with the Company’s 2023 annual meeting of stockholders. A copy of the materials on the website (other than those previously filed on Schedule 14A) can be found below:



The screenshot shows the Pitney Bowes website with a navigation bar at the top containing links for Home, How to Vote, Our Board, and Shareholder Resources. The main content area features a large image of an older man and a woman looking at a document. Overlaid on this image is the text: "VOTE THE GOLD PROXY CARD TODAY". Below this, a paragraph states: "Your vote at the upcoming Pitney Bowes Annual Meeting of Shareholders, scheduled for May 9, 2023 is critical and more important than ever this year. Support the Board by voting the GOLD proxy card today 'FOR' all Pitney Bowes director nominees and Katie May." A pink button labeled "Vote now" is positioned below the paragraph. Below the image, there are two columns of text. The left column reads: "Since Marc Lautenbach became CEO in December 2012, the Pitney Bowes Board and management team have focused on driving a Company transformation to lay the foundation for sustainable, profitable growth, and shareholder value creation." The right column contains two paragraphs: "Our strategy has focused on becoming a leading shipping and logistics business comprised of a balanced portfolio of steady revenue and high-growth segments." and "The Board and management team remain confident in the Company's robust capital allocation strategy and that our successful ongoing initiatives support our long-term strategy to maintain sustainable revenue streams and profitability, especially in our newer business. We continue to execute on the combined strength of our shipping and mailing offering, cutting-edge technology, global scale, substantial customer base, and infrastructure."

**Over the last 10 years, Pitney Bowes and its Board and management team have taken decisive actions to:**

<b>\$1.7 Billion</b> Reduce our debt by \$1.7b and eliminate several hundred million dollars of expenses	<b>\$1.5 Billion</b> Return \$1.5b in capital to shareholders via dividends and share repurchases	<b>\$2.6 Billion</b> Actively manage our portfolio by investing \$2.6b in our businesses
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## Dear Fellow Shareholder,

Your vote at the upcoming Pitney Bowes Annual Meeting of Shareholders, scheduled for May 9, 2023 (the "Annual Meeting"), is critical and more important than ever this year. As you may be aware, Hestia Capital ("Hestia") is seeking to gain control of the Board of Directors and remove our CEO through a disruptive and unnecessary proxy contest.

We believe that Hestia's ever-changing series of demands demonstrates a fundamental misunderstanding of our Company. Hestia has failed to articulate any coherent strategic thesis for Pitney Bowes. Hestia's erratic conduct suggests it may be more focused on short-term publicity than the long-term success of our Company, making it nearly impossible to engage in a productive manner.

**The Board and management team have taken decisive action to create long-term value for shareholders.**

[Download the Full Letter](#)




## Board Refreshment

The Pitney Bowes Board believes that, in planning for Board succession, it is important to ensure Board composition that includes both experienced directors with extensive knowledge of the Company's businesses, as well as newer directors who can refresh the Board's collective experience and expertise as business needs require.

Since 2018, we have undertaken significant Board refreshment, including the departure of eight longer tenured directors, the addition of five new independent directors, as well as four committee chair changes.

Board Refreshment   2018 – 2023	
<b>Additions</b>	<ul style="list-style-type: none"> <li>• Daniel Thomas, Former Treasurer and Interim CFO, Harley Davidson (Independent Director, 2023)</li> <li>• Steven D. Brill, Former UPS Senior Executive (Independent Director, 2023)</li> <li>• Sheila Stamps, Former Commissioner &amp; Audit Committee Chair for board of the NY State Insurance Fund (Independent Director, 2020)</li> <li>• Mary J. Steele Guillote, Chairman of MD Adhesives, Inc. (Independent Director, 2018)</li> <li>• Robert M. Dulikowsky, Former CEO, Tech Data (Independent Director, 2018)</li> </ul>
<b>Departures</b>	<ul style="list-style-type: none"> <li>• Michael I. Roth (2023)</li> <li>• S. Douglas Hutchinson (2023)</li> <li>• David L. Shedden (2023)</li> <li>• Anne Sutherland Fuchs (2022)</li> <li>• Roger Fradin (2019)</li> <li>• Ewański R. Menezes (2018)</li> <li>• David B. Snow, Jr. (2018)</li> <li>• Linda G. Aharado (2018)</li> </ul>
<b>+5 Additions</b>	
<b>-8 Departures</b>	
<b>4 of 5 Committee Chair Changes</b>	

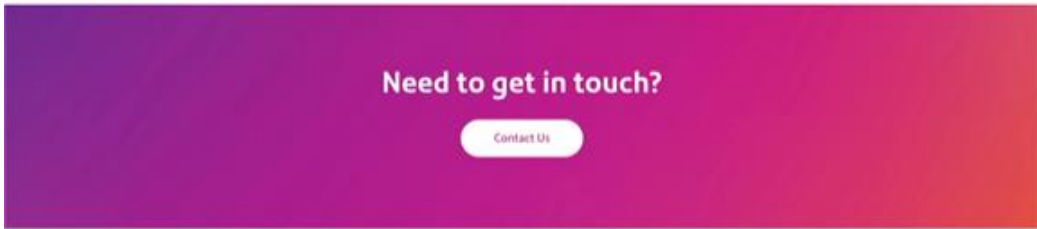
3.14.23 **Pitney Bowes Files Definitive Proxy Materials in Connection with May 9, 2023 Annual Meeting** PDF 

3.2.23 **Pitney Bowes Files Preliminary Proxy Statement and Announces Board Changes** PDF 

1.23.23 **Pitney Bowes Comments on Hestia Actions** PDF 

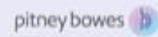
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## How to Vote

If you are a registered shareholder (that is, you hold shares in your name directly on the books of our transfer agent, Broadridge Corporate Issuer Solutions ("Broadridge"), and not through a bank, broker, or other nominee) you may choose one of two methods to submit your proxy to have your shares voted in advance of the Annual Meeting: Vote Online and Vote by Mail.

Want to get involved?

[Vote now](#)

## How to Vote



### Vote Online

#### Registered Shareholder

You may submit your proxy online via the Internet by following the instructions in the package or email you have received. If your shares are held directly with the Company's transfer agent, please access the following website and following the instructions provided: [www.proxyvoting.com/PBI](http://www.proxyvoting.com/PBI). You may navigate to the online voting site by entering your 15-digit control number found on your GOLD proxy card. Have your proxy card ready when you access the site and follow the prompts to record your vote. We encourage you to vote every GOLD proxy card you receive. The latest dated proxy you submit will be counted, and, if you wish to vote as recommended by our Board, then you should only submit GOLD proxy cards.

#### Beneficial Shareholder

If your shares are held with a bank, broker or other nominee please follow the instructions included on the GOLD voting instruction form received in the mail or by email. In the event you have not yet received any proxy materials please call your bank, broker or other nominee and request your unique GOLD control number to vote online at the website provided.



### Vote by Mail

If you received your Annual Meeting material by mail, you also may choose to grant your proxy by completing, signing, dating, and returning the enclosed GOLD proxy card.

PLEASE NOTE THAT THIS YEAR, YOUR PROXY CARD LOOKS DIFFERENT. IT HAS MORE NAMES ON IT THAN THERE ARE SEATS UP FOR ELECTION. UNDER NEW REGULATIONS REQUIRING A "UNIVERSAL PROXY CARD," THIS MEANS THE COMPANY'S PROXY CARD IS REQUIRED TO LIST HESTIA NOMINEES IN ADDITION TO THE COMPANY'S NOMINEES. PLEASE MARK YOUR CARD CAREFULLY AND ONLY VOTE "FOR" THE NOMINEES AND PROPOSALS RECOMMENDED BY YOUR BOARD.

OUR BOARD UNANIMOUSLY RECOMMENDS THAT YOU VOTE "FOR" OUR BOARD'S RECOMMENDED NOMINEES (INCLUDING ALL EIGHT COMPANY NOMINEES AND THE ONE RECOMMENDED HESTIA NOMINEE, KATIE MAY) BY VOTING THE GOLD PROXY CARD.

DISREGARD ANY MATERIALS, AND DO NOT SIGN, RETURN OR VOTE ON ANY WHITE PROXY CARD SENT TO YOU BY OR ON BEHALF OF HESTIA.

If you have any questions or need any assistance in voting your shares, please contact our proxy solicitor:

Morrow Sodali LLC  
509 Madison Avenue, Suite 1206  
New York, NY 10022  
Banks and Brokers Call: (203) 561-6945  
Stockholders Call Toll Free: (800) 662-5200  
E-mail: [PS@investor.morrow-sodali.com](mailto:PS@investor.morrow-sodali.com)

## Investor and Media Contacts

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CFA**

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FINANCIAL

**Alex Brown**

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## Board of Directors

The Pitney Bowes Board is comprised of a strong, engaged, and diverse set of directors, with a balanced mix of experience, skills, leadership expertise, and fresh, new perspectives to execute the Company's strategy and enhance value for shareholders.

Since 2018, Pitney Bowes has significantly refreshed its Board, including recently electing Darrell Thomas and Steven D. Brill to the Board, supporting Katie May as a director at the upcoming Annual Meeting, and announcing Michael I. Roth, S. Douglas Hutcheson, and David L. Shedlarz will not stand for re-election. Following these changes, our recommended director nominees, including Katie May, are 88.9% independent and 66.7% diverse, with an average tenure of approximately 5.3 years.

## Board of Directors



**Steven D. Brill**  
Committees: Executive Compensation; Governance

[Read bio](#)



**Anne M. Busquet**  
Committees: Executive; Executive Compensation; Governance (Chair)

[Read bio](#)



**Robert M. ("Bob") Dutkowsky**  
Committees: Board Non-Executive Chair; Executive (Chair); Executive Compensation; Governance

[Read bio](#)



**Mary J. Steele Guilfoile**  
Committees: Audit; Finance

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**Marc B. Lautenbach**  
Committees: Executive

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**Linda S. Sanford**  
Committees: Audit; Executive; Executive Compensation (Chair)

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**Sheila A. Stamps**  
Committees: Audit, Executive Compensation

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**Darrell Thomas**  
Committees: Audit, Finance

[Read bio](#)

## Departing Directors

As announced on March 2, 2023, the following directors will not stand for re-election to the Board at the Annual Meeting and will step down from the Board immediately following the Annual Meeting. The Company appreciates the perspective and experience they have brought to the Board. We thank them for their years of service.



**S. Douglas Hutcheson**  
Committees: Executive; Finance (Chair); Governance

[Read bio](#)



**Michael I. Roth**  
Committees: Executive; Finance; Audit

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**David L. Shedlitz**  
Committees: Audit (Chair); Executive; Finance

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## Shareholder Resources

### Press Releases

3.14.2023 [Pitney Bowes Files Definitive Proxy Materials in Connection with May 9, 2023 Annual Meeting](#) PDF 

3.2.2023 [Pitney Bowes Files Preliminary Proxy Statement and Announces Board Changes](#) PDF 

1.23.2023 [Pitney Bowes Comments on Hestia Actions](#) PDF 

### SEC Filings

3.14.2023 [DEF14A Definitive proxy statement in connection with contested solicitations](#) PDF 

3.9.2023 [PRER14A – Proxy soliciting materials. Revised preliminary material](#) PDF 

3.3.2023 [DEFA14A – Additional proxy soliciting materials – definitive](#) PDF 

3.2.2023 [PREC14A – Preliminary proxy statement containing contested solicitations](#) PDF 

3.2.2023 [DEFA14A – Additional proxy soliciting materials – definitive](#) PDF 

3.2.2023 [DEFA14A – Additional proxy soliciting materials – definitive](#) PDF 

1.23.2023 [DEFA14A – Additional proxy soliciting materials – definitive](#) PDF 

1.23.2023 [DEFA14A – Additional proxy soliciting materials – definitive](#) PDF 

1.23.2023 [DEFA14A – Additional proxy soliciting materials – definitive](#) PDF 

## Shareholder Letters

3.14.23

Letter to Shareholders

PDF 

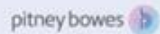
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Letter to Shareholders

PDF 

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## About Pitney Bowes

Pitney Bowes (NYSE: PBI) is a global shipping and mailing company that provides technology, logistics, and financial services to more than 90 percent of the Fortune 500. Small business, retail, enterprise, and government clients around the world rely on Pitney Bowes to remove the complexity of sending mail and parcels. For the latest news, corporate announcements and financial results visit <https://www.pitneybowes.com/us/newsroom.html>. For additional information visit Pitney Bowes at [www.pitneybowes.com](http://www.pitneybowes.com).

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