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**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 07, 2019 (May 6, 2019)**

Date of Report (Date of earliest event reported)

**Pitney Bowes Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of  
incorporation or organization)

**1-3579**

(Commission file number)

**06-0495050**

(I.R.S. Employer  
Identification No.)

**3001 Summer Street**

**Stamford, Connecticut 06926**

(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Securities Act.

**ITEM 5.07 Submission of Matters to a Vote of Security Holders.**

- (a) The Company's Annual Meeting was held on May 6, 2019.
- (b) Each of the matters submitted to the stockholders was approved by the requisite voting power required for approval of the respective proposal. 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 term expiring at the 2020 Annual Meeting of Stockholders.

| <b>Director Nominee</b>  | <b>Vote For</b> | <b>Vote Against</b> | <b>Abstain</b> | <b>Broker Non-Vote</b> |
|--------------------------|-----------------|---------------------|----------------|------------------------|
| Anne M. Busquet          | 118,007,399     | 6,468,108           | 505,194        | 34,732,281             |
| Robert M. Dutkowsky      | 92,136,731      | 32,296,994          | 546,976        | 34,732,281             |
| Roger Fradin             | 113,047,164     | 10,648,514          | 1,285,023      | 34,732,281             |
| Anne Sutherland Fuchs    | 118,544,627     | 5,928,349           | 507,725        | 34,732,281             |
| Mary J. Steele Guilfoile | 119,484,186     | 4,980,840           | 515,675        | 34,732,281             |
| S. Douglas Hutcheson     | 119,023,718     | 5,410,779           | 546,204        | 34,732,281             |
| Marc B. Lautenbach       | 117,854,517     | 6,627,108           | 499,076        | 34,732,281             |
| Michael I. Roth          | 81,117,679      | 43,327,350          | 535,672        | 34,732,281             |
| Linda Sanford            | 119,594,981     | 4,874,287           | 511,433        | 34,732,281             |
| David L. Shedlarz        | 117,260,479     | 7,171,750           | 548,472        | 34,732,281             |

**Proposal 2 – Ratification of the Audit Committee's Appointment of the Independent Accountants for 2019**

The appointment of PricewaterhouseCoopers LLP to serve as the Company's independent registered public accounting firm for 2019 was ratified. The voting results were as follows:

| <b>Vote For</b> | <b>Vote Against</b> | <b>Abstain</b> | <b>Broker Non-Vote</b> |
|-----------------|---------------------|----------------|------------------------|
| 153,527,195     | 5,432,607           | 753,180        | 0                      |

**Proposal 3 – A Non-binding Advisory Vote to Approve Executive Compensation**

The advisory vote on executive compensation was approved. The voting results were as follows:

| <b>Vote For</b> | <b>Vote Against</b> | <b>Abstain</b> | <b>Broker Non-Vote</b> |
|-----------------|---------------------|----------------|------------------------|
| 114,816,070     | 8,459,059           | 1,705,572      | 34,732,281             |

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

**Proposal 4 – Approval of the Amended and Restated Pitney Bowes Inc. 2018 Stock Plan**

The vote to approve the Amended and Restated Pitney Bowes Inc. 2018 Stock Plan was approved. The voting results were as follows:

| <b>Vote For</b> | <b>Vote Against</b> | <b>Abstain</b> | <b>Broker Non-Vote</b> |
|-----------------|---------------------|----------------|------------------------|
| 101,982,433     | 22,250,311          | 747,957        | 34,732,281             |

**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 7, 2019

/s/ Daniel Goldstein

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Daniel Goldstein

Executive Vice President, Chief Legal Officer and Corporate Secretary