

PFIZER INC
Form 8-K
December 07, 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): December 7, 2017

PFIZER INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction

of incorporation)

1-3619
(Commission

File Number)

13-5315170
(I.R.S. Employer

Identification No.)

235 East 42nd Street

New York, New York

(Address of principal executive offices)

Registrant's telephone number, including area code: (212) 733-2323

10017

(Zip 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:

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 Exchange Act.

Item 8.01 Other Events

On December 7, 2017, Pfizer Inc. (the Company) issued a press release announcing the commencement of (i) a private offer to exchange any and all of its outstanding £1,500,000,000 6.500 per cent. Notes due 2038 (the 2038 Notes) for newly issued debt securities of the Company, which exchange offer is being made exclusively pursuant to the Offering Memorandum dated December 7, 2017 and related Notice of Guaranteed Delivery, (ii) an offer to purchase for cash any and all of its outstanding 2038 Notes from holders thereof, which offer to purchase is being made exclusively pursuant to the Offer to Purchase dated December 7, 2017 and related Notice of Guaranteed Delivery, (iii) an offer to purchase for cash (the 2021 Notes Tender Offer) any and all of its outstanding 2,000,000,000 5.750 per cent. Notes due 2021 (the 2021 Notes) from holders thereof and (iv) a solicitation of consents from the holders of the 2021 Notes to certain amendments to the 2021 Notes and to the indenture dated as January 30, 2001, as amended and supplemented by the second supplemental indenture dated as of June 2, 2009, pursuant to which the 2021 Notes were issued (the Consent Solicitation and, together with the 2021 Notes Tender Offer, the 2021 Notes Offer). The 2021 Notes Offer is being made exclusively pursuant to the Offer to Purchase and Consent Solicitation Statement dated December 7, 2017.

A copy of the Company s press release announcing the foregoing transactions is filed herewith as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

| Exhibit No. | Exhibit Description |
|-------------|--|
| 99.1 | Press Release of Pfizer Inc., dated December 7, 2017 |

EXHIBIT INDEX

| Exhibit No. | Exhibit Description |
|----------------|---|
| 99.1 | <u>Press Release of Pfizer Inc., dated December 7, 2017</u> |

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: December 7, 2017