

SECURITIES AND EXCHANGE COMMISSION

FORM D/A

Official notice of an offering of securities that is made without registration under the Securities Act in reliance on an exemption provided by Regulation D and Section 4(6) under the Act.
[amend]

Filing Date: **2013-05-16**
SEC Accession No. [0001413329-13-000041](#)

([HTML Version](#) on [secdatabase.com](#))

FILER

Philip Morris International Inc.

CIK: [1413329](#) | IRS No.: [133435103](#) | State of Incorpor.: **VA** | Fiscal Year End: **1231**
Type: **D/A** | Act: **33** | File No.: [021-117360](#) | Film No.: [13850622](#)
SIC: **2111** Cigarettes

Mailing Address
*120 PARK AVENUE
NEW YORK NY 10017*

Business Address
*120 PARK AVENUE
NEW YORK NY 10017
(917) 663-2000*

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

OMB APPROVAL	
OMB Number:	3235-0076
Expires:	June 30, 2012
Estimated average burden hours per response:	4.00

Notice of Exempt Offering of Securities

1. Issuer's Identity

CIK (Filer ID Number) [0001413329](#) Previous Name(s) None Entity Type
 Corporation
Name of Issuer [Philip Morris International Inc.](#) Limited Partnership
 Limited Liability Company
Jurisdiction of Incorporation/Organization [VIRGINIA](#) General Partnership
 Business Trust
Year of Incorporation/Organization Other
 Over Five Years Ago
 Within Last Five Years (Specify Year)
 Yet to Be Formed

2. Principal Place of Business and Contact Information

Name of Issuer [Philip Morris International Inc.](#)
Street Address 1 [120 PARK AVENUE](#) Street Address 2
City [NEW YORK](#) State/Province/Country [NEW YORK](#) ZIP/Postal Code [10017](#) Phone No. of Issuer [\(917\) 663-2000](#)

3. Related Persons

Last Name	First Name	Middle Name
Calantzopoulos	Andre	
Street Address 1 120 Park Avenue	Street Address 2	
City New York	State/Province/Country NEW YORK	ZIP/Postal Code 10017

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Azinovic	Drago	
Street Address 1 120 Park Avenue	Street Address 2	
City	State/Province/Country	ZIP/Postal Code

New York

NEW YORK

10017

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Bonvin	Bertrand	
Street Address 1 120 Park Avenue	Street Address 2	
City New York	State/Province/Country NEW YORK	ZIP/Postal Code 10017

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Brown	Harold	
Street Address 1 120 Park Avenue	Street Address 2	
City New York	State/Province/Country NEW YORK	ZIP/Postal Code 10017

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Brunel	Patrick	
Street Address 1 120 Park Avenue	Street Address 2	
City New York	State/Province/Country NEW YORK	ZIP/Postal Code 10017

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Cabiallavetta	Mathis	
Street Address 1 120 Park Avenue	Street Address 2	
City New York	State/Province/Country NEW YORK	ZIP/Postal Code 10017

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Camilleri	Louis	C.
Street Address 1	Street Address 2	
120 Park Avenue		
City	State/Province/Country	ZIP/Postal Code
New York	NEW YORK	10017

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Click	Kevin	
Street Address 1	Street Address 2	
120 Park Avenue		
City	State/Province/Country	ZIP/Postal Code
New York	NEW YORK	10017

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
de Wilde	Frederic	
Street Address 1	Street Address 2	
120 Park Avenue		
City	State/Province/Country	ZIP/Postal Code
New York	NEW YORK	10017

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Firestone	Marc	S.
Street Address 1	Street Address 2	
120 Park Avenue		
City	State/Province/Country	ZIP/Postal Code
New York	NEW YORK	10017

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Fishburn	J. Dudley	
Street Address 1	Street Address 2	
120 Park Avenue		
City	State/Province/Country	ZIP/Postal Code

New York

NEW YORK

10017

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Hurwitz	Even	
Street Address 1	Street Address 2	
120 Park Avenue		
City	State/Province/Country	ZIP/Postal Code
New York	NEW YORK	10017

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
King	Martin	
Street Address 1	Street Address 2	
120 Park Avenue		
City	State/Province/Country	ZIP/Postal Code
New York	NEW YORK	10017

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Kuepfer	Marco	
Street Address 1	Street Address 2	
120 Park Avenue		
City	State/Province/Country	ZIP/Postal Code
New York	NEW YORK	10017

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Li	Jennifer	
Street Address 1	Street Address 2	
120 Park Avenue		
City	State/Province/Country	ZIP/Postal Code
New York	NEW YORK	10017

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Mackay	Graham	
Street Address 1	Street Address 2	
120 Park Avenue		
City	State/Province/Country	ZIP/Postal Code
New York	NEW YORK	10017

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Marchionne	Sergio	
Street Address 1	Street Address 2	
120 Park Avenue		
City	State/Province/Country	ZIP/Postal Code
New York	NEW YORK	10017

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Morparia	Kalpana	
Street Address 1	Street Address 2	
120 Park Avenue		
City	State/Province/Country	ZIP/Postal Code
New York	NEW YORK	10017

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Mortensen	James	R.
Street Address 1	Street Address 2	
120 Park Avenue		
City	State/Province/Country	ZIP/Postal Code
New York	NEW YORK	10017

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Noto	Lucio	
Street Address 1	Street Address 2	
120 Park Avenue		
City	State/Province/Country	ZIP/Postal Code

New York

NEW YORK

10017

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Olczak	Jacek	
Street Address 1	Street Address 2	
120 Park Avenue		
City	State/Province/Country	ZIP/Postal Code
New York	NEW YORK	10017

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Pellegrini	Matteo	
Street Address 1	Street Address 2	
120 Park Avenue		
City	State/Province/Country	ZIP/Postal Code
New York	NEW YORK	10017

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Polet	Robert	B.
Street Address 1	Street Address 2	
120 Park Avenue		
City	State/Province/Country	ZIP/Postal Code
New York	NEW YORK	10017

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Psotta	Joachim	
Street Address 1	Street Address 2	
120 Park Avenue		
City	State/Province/Country	ZIP/Postal Code
New York	NEW YORK	10017

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Slim	Carlos	Helu
Street Address 1	Street Address 2	
120 Park Avenue		
City	State/Province/Country	ZIP/Postal Code
New York	NEW YORK	10017

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Whitson	Jerry	E.
Street Address 1	Street Address 2	
120 Park Avenue		
City	State/Province/Country	ZIP/Postal Code
New York	NEW YORK	10017

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Wolf	Stephen	M.
Street Address 1	Street Address 2	
120 Park Avenue		
City	State/Province/Country	ZIP/Postal Code
New York	NEW YORK	10017

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Zielinski	Miroslaw	
Street Address 1	Street Address 2	
120 Park Avenue		
City	State/Province/Country	ZIP/Postal Code
New York	NEW YORK	10017

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

4. Industry Group

- Agriculture
- Banking & Financial Services
 - Commercial Banking
 - Insurance
 - Investing
 - Investment Banking
 - Pooled Investment Fund
 - Other Banking & Financial Services
- Business Services
- Energy
 - Coal Mining
 - Electric Utilities
 - Energy Conservation
 - Environmental Services
 - Oil & Gas
 - Other Energy
- Health Care
 - Biotechnology
 - Health Insurance
 - Hospitals & Physicians
 - Pharmaceuticals
 - Other Health Care
- Manufacturing
- Real Estate
 - Commercial
 - Construction
 - REITS & Finance
 - Residential
 - Other Real Estate
- Retailing
- Restaurants
- Technology
 - Computers
 - Telecommunications
 - Other Technology
- Travel
 - Airlines & Airports
 - Lodging & Conventions
 - Tourism & Travel Services
 - Other Travel
- Other

5. Issuer Size

- | Revenue Range | Aggregate Net Asset Value Range |
|---|---|
| <input type="checkbox"/> No Revenues
\$1 - \$1,000,000 | <input type="checkbox"/> No Aggregate Net Asset Value |
| <input type="checkbox"/> \$1,000,001 - \$5,000,000 | <input type="checkbox"/> \$1 - \$5,000,000 |
| <input type="checkbox"/> \$5,000,001 - \$25,000,000 | <input type="checkbox"/> \$5,000,001 - \$25,000,000 |
| <input type="checkbox"/> \$25,000,001 - \$100,000,000 | <input type="checkbox"/> \$25,000,001 - \$50,000,000 |
| <input checked="" type="checkbox"/> Over \$100,000,000 | <input type="checkbox"/> \$50,000,001 - \$100,000,000 |
| <input type="checkbox"/> Decline to Disclose | <input type="checkbox"/> Over \$100,000,000 |
| <input type="checkbox"/> Not Applicable | <input type="checkbox"/> Decline to Disclose |
| | <input type="checkbox"/> Not Applicable |

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

- Rule 504(b)(1) (not (i), (ii) or (iii))
- Rule 504 (b)(1)(i)
- Rule 504 (b)(1)(ii)
- Rule 504 (b)(1)(iii)
- Rule 505
- Rule 506
- Securities Act Section 4(6)
- Investment Company Act Section 3(c)
 - Section 3(c)(1)
 - Section 3(c)(2)
 - Section 3(c)(3)
 - Section 3(c)(4)
 - Section 3(c)(5)
 - Section 3(c)(6)
 - Section 3(c)(7)
 - Section 3(c)(9)
 - Section 3(c)(10)
 - Section 3(c)(11)
 - Section 3(c)(12)
 - Section 3(c)(13)
 - Section 3(c)(14)

7. Type of Filing

- New Notice Date of First Sale [2008-04-01](#)
- First Sale Yet to Occur

Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year? Yes No

9. Type(s) of Securities Offered (select all that apply)

- | | |
|--|---|
| <input type="checkbox"/> Pooled Investment Fund Interests | <input type="checkbox"/> Equity |
| <input type="checkbox"/> Tenant-in-Common Securities | <input checked="" type="checkbox"/> Debt |
| <input type="checkbox"/> Mineral Property Securities | <input type="checkbox"/> Option, Warrant or Other Right to Acquire Another Security |
| <input type="checkbox"/> Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security | <input type="checkbox"/> Other (describe) |

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? Yes No

Clarification of Response (if Necessary)

11. Minimum Investment

Minimum investment accepted from any outside investor \$ [250,000](#) USD

12. Sales Compensation

Recipient	Recipient CRD Number <input checked="" type="checkbox"/> None	
n/a	None	
(Associated) Broker or Dealer <input type="checkbox"/> None	(Associated) Broker or Dealer CRD Number <input type="checkbox"/> None	
RBS Securities Inc.	11701	
Street Address 1	Street Address 2	
600 Washington Boulevard		
City	State/Province/Country	ZIP/Postal Code
Stamford	CONNECTICUT	06901
State(s) of Solicitation <input checked="" type="checkbox"/> All States	<input type="checkbox"/> Foreign/Non-US	

Recipient	Recipient CRD Number <input checked="" type="checkbox"/> None	
n/a	None	
(Associated) Broker or Dealer <input type="checkbox"/> None	(Associated) Broker or Dealer CRD Number <input type="checkbox"/> None	
Barclays Capital Inc.	19714	
Street Address 1	Street Address 2	
745 Seventh Avenue		
City	State/Province/Country	ZIP/Postal Code
New York	NEW YORK	10019
State(s) of Solicitation <input checked="" type="checkbox"/> All States	<input type="checkbox"/> Foreign/Non-US	

Recipient	Recipient CRD Number <input checked="" type="checkbox"/> None	
n/a	None	
(Associated) Broker or Dealer <input type="checkbox"/> None	(Associated) Broker or Dealer CRD Number <input type="checkbox"/> None	
Citigroup Global Markets Inc.	7059	
Street Address 1	Street Address 2	
390 Greenwich Street		
City	State/Province/Country	ZIP/Postal Code
New York	NEW YORK	10013
State(s) of Solicitation <input checked="" type="checkbox"/> All States	<input type="checkbox"/> Foreign/Non-US	

Recipient	Recipient CRD Number <input checked="" type="checkbox"/> None	
n/a	None	
(Associated) Broker or Dealer <input type="checkbox"/> None	(Associated) Broker or Dealer CRD Number <input type="checkbox"/> None	
Credit Suisse Securities (USA) LLC	816	
Street Address 1	Street Address 2	
11 Madison Avenue		
City	State/Province/Country	ZIP/Postal Code
New York	NEW YORK	10010
State(s) of Solicitation <input checked="" type="checkbox"/> All States	<input type="checkbox"/> Foreign/Non-US	

Recipient	Recipient CRD Number <input checked="" type="checkbox"/> None	
n/a	None	
(Associated) Broker or Dealer <input type="checkbox"/> None	(Associated) Broker or Dealer CRD Number <input type="checkbox"/> None	
Goldman, Sachs & Co.	361	
Street Address 1	Street Address 2	
85 Broad Street		
City	State/Province/Country	ZIP/Postal Code
New York	NEW YORK	10004
State(s) of Solicitation <input checked="" type="checkbox"/> All States	<input type="checkbox"/> Foreign/Non-US	

Recipient	Recipient CRD Number <input checked="" type="checkbox"/> None	
n/a	None	
(Associated) Broker or Dealer <input type="checkbox"/> None	(Associated) Broker or Dealer CRD Number <input type="checkbox"/> None	
J.P. Morgan Securities LLC	79	
Street Address 1	Street Address 2	
270 Park Avenue		
City	State/Province/Country	ZIP/Postal Code
New York	NEW YORK	10017
State(s) of Solicitation <input checked="" type="checkbox"/> All States	<input type="checkbox"/> Foreign/Non-US	

13. Offering and Sales Amounts

Total Offering Amount \$ USD or Indefinite

Total Amount Sold \$ 1,100,000,000 USD

Total Remaining to be Sold \$ USD or Indefinite

Clarification of Response (if Necessary)

This is an ongoing commercial paper program with frequent issuances and maturities. A maximum of \$8,000,000,000 may be outstanding at any time under the program. Total amount sold represents total amount of commercial paper outstanding at March 31, 2013.

14. Investors

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors,
Number of such non-accredited investors who already have invested in the offering

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

15. Sales Commissions & Finders' Fees Expenses

Provide separately the amounts of sales commissions and finders' fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$ 0 USD Estimate

Finders' Fees \$ 0 USD Estimate

Clarification of Response (if Necessary)

Not Applicable

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$ 0 USD Estimate

Clarification of Response (if Necessary)

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each Issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, the information furnished to offerees.
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the Issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against it in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that the Issuer is not disqualified from relying on any Regulation D exemption it has identified in Item 6 above for one of the reasons stated in Rule 505(b)(2)(iii).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
Philip Morris International Inc.	/s/ Marco Kuepfer	Marco Kuepfer	Vice President, Finance and Treasurer	2013-05-15

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.