

PITNEY BOWES INC /DE/
Form DEFA14A
March 25, 2011

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549**

SCHEDULE 14A

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

Filed by Registrant

Filed by Party other than 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 Materials Pursuant to §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 the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
 - (1) Title of each class of securities to which transaction applies: [inert]
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 - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11
(Set forth the amount on which the filing fee is calculated and state how it was determined):
 - (4) Proposed maximum aggregate value of transaction:
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- Fee paid previously with preliminary materials.
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- (1) Amount previously paid: [inert]
 - (2) Form, Schedule or Registration Statement No.:
 - (3) Filing Party:
 - (4) Date Filed:
-

***** Exercise Your *Right to Vote* *****
**Important Notice Regarding the Availability of Proxy Materials for the
Shareholder Meeting to Be Held on May 9, 2011.**

PITNEY BOWES INC.

PITNEY BOWES INC.
WORLD HEADQUARTERS
1 ELMCROFT ROAD
STAMFORD, CT 06926-0700

Meeting Information

| | |
|---------------------------|--|
| Meeting Type: | Annual |
| For holders as of: | March 18, 2011 |
| Date: May 9, 2011 | Time: 9:00 a.m. |
| Location: | World Headquarters 1 Elmcroft Road Stamford, CT 06926-0700 |

You are receiving this communication because you hold shares in the above named company. This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at www.proxyvote.com or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

See the reverse side of this notice to obtain proxy materials and voting instructions.

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Before You Vote

How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

THE NOTICE OF MEETING AND PROXY STATEMENT ANNUAL REPORT ON FORM 10-K
REPORT TO STOCKHOLDERS

How to View Online:

Have the XXXX XXXX XXXX (located on the following page) and visit: www.proxyvote.com.
information that
is printed in the
box marked by
the arrow

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

1) BY www.proxyvote.com

INTERNET:

2) BY 1-800-579-1639

TELEPHONE:

3) BY sendmaterial@proxyvote.com

E-MAIL*:

* If requesting materials by e-mail, XXXX XXXX XXXX (located on the following page) in the subject
please send a blank e-mail with the
information that is printed in the box
marked by the arrow
line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before April 25, 2011 to facilitate timely delivery.

How To Vote

Please Choose One of the Following Voting Methods

Shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the company. Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request an

to vote by Internet, go to www.proxyvote.com. Have the information that is printed in the box marked by the arrow

XXXX

or by mail by requesting a paper copy of the materials, which will include a proxy card.

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Voting Items

**The Board of Directors recommends
you vote
FOR the following proposals:**

1. Election of Directors.

Nominees:

1a. Rodney C. Adkins

1b. Murray D. Martin

1c. Michael I. Roth

1d. Robert E. Weissman

2. Ratification of the Audit Committee's Appointment of the Independent Accountants for 2011.

3. Amendments to the Restated Certificate of Incorporation and Amended and Restated By-laws to Remove Supermajority Vote Requirements for the Following Actions:

3a. Removing any director from office.

3b. Certain business combinations.

3c. Amending certain provisions of the Certificate.

3d. Amending certain provisions of the By-laws.

4. Advisory Vote on Executive Compensation.

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The Board of Directors recommends you vote

1 YEAR on the following proposal:

5. Advisory Vote on Frequency of Future Advisory Votes on Executive Compensation.

The Board of Directors recommends you vote FOR the following proposals:

6. Approval of the Material Terms of the Performance Goals Pursuant to Internal Revenue Code Section 162(m) for the Following Incentive Plans:

6a. Pitney Bowes Inc. Key Employees Incentive Plan.

6b. Pitney Bowes Inc. 2007 Stock Plan.