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PITNEY BOWES INC /DE/  
Form 8-K  
May 17, 2001

United States  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549-1004

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): May 14, 2001

PITNEY BOWES INC.

Commission File Number: 1-3579

State of Incorporation  
Delaware

IRS Employer Identification No.  
06-0495050

World Headquarters  
Stamford, Connecticut 06926-0700  
Telephone Number: (203) 356-5000

Item 5 - Other Events.

At the Company's Annual Meeting of Stockholders, held on May 14, 2001, the four agenda items received the following votes:

1. Election of three directors: Each nominee for director received at least the affirmative vote of 99.145% of the votes cast, constituting a plurality.
2. Appointment of Independent Accountants for 2001: The affirmative vote of 97.086% of the votes cast, constituting a majority.

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3. Approval of Performance Goals under the Key Employees' Incentive Plan: The affirmative vote of 96.772% of the votes cast, constituting a majority.
4. Stockholder Proposal Relating to the Company's Rights Plan: The affirmative vote of 52.433% of the votes cast, constituting a majority. The affirmative vote on this agenda item represented 40.572% of the votes outstanding.

Signatures

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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 17, 2001

/s/ B.P. Nolop

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B. P. Nolop  
Executive Vice President and  
Chief Financial Officer  
(Principal Financial Officer)

/s/ A.F. Henock

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A. F. Henock  
Vice President - Finance  
(Principal Accounting Officer)