

PITNEY BOWES INC /DE/  
Form DEFA14A  
April 05, 2013

**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)*

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Dear Stockholders:

Eduardo Menascé, chairman of the Pitney Bowes Inc. Executive Compensation Committee participated in a “Proxy Chat” with Glass, Lewis & Co., LLC on Thursday, April 4, 2013, to discuss how our executive compensation program is designed and the key changes made to the program over the past year. Mr. Menascé was joined by Johnna Torsonne, Executive Vice President and Chief Human Resources Officer, and Andrew Gold, Vice President, Global Rewards. Mr. Menascé also discussed the 2013 annual incentive, noting that all of the objectives will be based on the achievement of financial metrics. There will be no strategic objectives. The metrics for the 2013 annual incentive financial objectives will be Revenue Growth, Adjusted Free Cash Flow and Adjusted Earnings Before Interest and Taxes. The annual incentive is subject to a modifier of 0 to 10% for the achievement of certain client and employee objectives.

The slides used for the Proxy Chat follow. We urge you to read our entire proxy statement, filed with the Securities and Exchange Commission on March 25, 2013, including the Compensation Discussion and Analysis included therein.

























