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PITNEY BOWES INC /DE/  
Form 8-K  
August 13, 2002

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): August 13, 2002

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 7 - Financial Statements and Exhibits.

c. Exhibits.

The following exhibits are furnished in accordance with the provisions of Item 601 of Regulation S-K:

| Exhibit | Description  |
|---------|--|
| 99.1    | Statement Under Oath of the Principal Executive Officer dated August 13, 2002, Regarding Facts and Circumstances Relating to Exchange Act Filings. |
| 99.2    | Statement Under Oath of the Principal Financial Officer dated August 13, 2002, Regarding Facts and Circumstances Relating to Exchange Act Filings. |

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Item 9 - Regulation FD Disclosure.

Attached and incorporated herein by reference as Exhibit 99.1 and 99.2, respectively, are copies of Statements Under Oath, dated August 13, 2002, of the Principal Executive Officer and the Principal Financial Officer of Pitney Bowes Inc. regarding facts and circumstances relating to Exchange Act Filings.

Signatures

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.

August 13, 2002

/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)

Index to Exhibits

Exhibit No.

- |      |  |
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| 99.2 | Statement Under Oath of the Principal Financial Officer dated August 13, 2002, Regarding Facts and Circumstances Relating to Exchange Act Filings. |

STATEMENT UNDER OATH OF PRINCIPAL EXECUTIVE OFFICER REGARDING FACTS  
AND CIRCUMSTANCES RELATING TO EXCHANGE ACT FILINGS

I, Michael J. Critelli, state and attest that:

- (1) To the best of my knowledge, based upon a review of the covered reports of Pitney Bowes Inc. and, except as corrected or supplemented in a subsequent covered report:
  - o no covered report contained an untrue statement of a material fact as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed); and
  - o no covered report omitted to state a material fact necessary to make the statements in the covered report, in light of the circumstances under which they were made, not misleading as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed).
- (2) I have reviewed the contents of this statement with the Company's audit committee.
- (3) In this statement under oath, each of the following, if filed on or before the date of this statement, is a "covered report":
  - o The 2001 Annual Report on Form 10-K of Pitney Bowes Inc.;
  - o all reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of Pitney Bowes Inc. filed with the Commission subsequent to the filing of the Form 10-K identified above; and
  - o any amendments to any of the foregoing.

/s/ Michael J. Critelli  
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Michael J. Critelli  
Chairman and Chief Executive Officer  
(Principal Executive Officer)  
August 13, 2002

Subscribed and sworn to  
before me this 13th day  
of August 2002.

/s/ Mary E. Burke  
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Notary Public  
My Commission Expires:

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Feb. 28, 2007  
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Exhibit 99.2

STATEMENT UNDER OATH OF PRINCIPAL FINANCIAL OFFICER REGARDING FACTS  
AND CIRCUMSTANCES RELATING TO EXCHANGE ACT FILINGS

I, Bruce P. Nolop, state and attest that:

(1) To the best of my knowledge, based upon a review of the covered reports of Pitney Bowes Inc. and, except as corrected or supplemented in a subsequent covered report:

- o no covered report contained an untrue statement of a material fact as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed); and
- o no covered report omitted to state a material fact necessary to make the statements in the covered report, in light of the circumstances under which they were made, not misleading as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed).

(2) I have reviewed the contents of this statement with the Company's audit committee.

(3) In this statement under oath, each of the following, if filed on or before the date of this statement, is a "covered report":

- o The 2001 Annual Report on Form 10-K of Pitney Bowes Inc.;
- o all reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of Pitney Bowes Inc. filed with the Commission subsequent to the filing of the Form 10-K identified above; and
- o any amendments to any of the foregoing.

/s/ Bruce P. Nolop  
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Bruce P. Nolop  
Executive Vice President and Chief Financial Officer  
(Principal Financial Officer)  
August 13, 2002

Subscribed and sworn to  
before me this 13th day  
of August 2002.

/s/ Mary E. Burke  
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Notary Public  
My Commission Expires:

Feb. 28, 2007

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