

Edgar Filing: Philip Morris International Inc. - Form FWP

Philip Morris International Inc.  
Form FWP  
March 23, 2010

Filed Pursuant to Rule 433

Registration No. 333-150449

**FINAL TERM SHEET**

**Dated March 23, 2010**

**4.50% Notes due March 26, 2020**

|                                      |                                                                                |
|--------------------------------------|--------------------------------------------------------------------------------|
| <b>Issuer:</b>                       | Philip Morris International Inc.                                               |
| <b>Offering Format:</b>              | SEC Registered                                                                 |
| <b>Security:</b>                     | 4.50% Notes due March 26, 2020 (the Notes )                                    |
| <b>Aggregate Principal Amount:</b>   | \$1,000,000,000                                                                |
| <b>Maturity Date:</b>                | March 26, 2020                                                                 |
| <b>Coupon:</b>                       | 4.50%                                                                          |
| <b>Interest Payment Dates:</b>       | Semi-annually on each September 26 and March 26, commencing September 26, 2010 |
| <b>Price to Public:</b>              | 98.717% of principal amount                                                    |
| <b>Underwriting Discount:</b>        | 0.45%                                                                          |
| <b>Net Proceeds:</b>                 | \$982,670,000 (before expenses)                                                |
| <b>Benchmark Treasury:</b>           | 3.625% due February 2020                                                       |
| <b>Benchmark Treasury Yield:</b>     | 3.682%                                                                         |
| <b>Spread to Benchmark Treasury:</b> | + 98 bp                                                                        |
| <b>Yield:</b>                        | 4.662%                                                                         |
| <b>Settlement Date (T+3):</b>        | March 26, 2010                                                                 |
| <b>CUSIP/ISIN:</b>                   | 718172AH2 / US718172AH26                                                       |
| <b>Listing:</b>                      | Application will be made to list the Notes on the New York Stock Exchange      |
| <b>Anticipated Ratings:</b>          | A2 by Moody's Investors Service, Inc.                                          |
|                                      | A by Standard & Poor's Ratings Services                                        |
|                                      | A by Fitch Ratings                                                             |
| <b>Joint Book-Running Managers:</b>  | Citigroup Global Markets Inc.                                                  |
|                                      | Goldman, Sachs & Co.                                                           |
|                                      | J.P. Morgan Securities Inc.                                                    |
| <b>Co-Managers:</b>                  | BBVA Securities, Inc.                                                          |
|                                      | BNP Paribas Securities Corp.                                                   |
|                                      | Credit Agricole Securities (USA) Inc.                                          |

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HSBC Securities (USA) Inc.

SG Americas Securities, LLC

**Allocations:**

|                                       |                |
|---------------------------------------|----------------|
| Citigroup Global Markets Inc.         | \$ 266,667,000 |
| Goldman, Sachs & Co.                  | \$ 266,667,000 |
| J.P. Morgan Securities Inc.           | \$ 266,666,000 |
| BBVA Securities, Inc.                 | \$ 40,000,000  |
| BNP Paribas Securities Corp.          | \$ 40,000,000  |
| Credit Agricole Securities (USA) Inc. | \$ 40,000,000  |
| HSBC Securities (USA) Inc.            | \$ 40,000,000  |
| SG Americas Securities, LLC           | \$ 40,000,000  |

|       |                  |
|-------|------------------|
| Total | \$ 1,000,000,000 |
|-------|------------------|

Note: A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.

**The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Citigroup Global Markets Inc. toll free at 877-858-5407, Goldman, Sachs & Co. toll free at 866-471-2526 or J.P. Morgan Securities Inc. at 212-853-4533 (call collect).**