ALTRIA GROUP, INC.
Form 8-K
February 15, 2019

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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): February 11, 2019

ALTRIA GROUP, INC.

(Exact Name of Registrant as Specified in its Charter)

Virginia	**1-08940**	**13-3260245**
(State or other jurisdiction of incorporation)	**(Commission File Number)**	**(I.R.S. Employer Identification No.)**

6601 West Broad Street

Richmond, Virginia 23230

(Address of principal executive offices)

(804) 274-2200

(Registrant s telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 8.01. Other Events.

On February 15, 2019, Altria Group, Inc. (the Company) issued 1,250,000,000 aggregate principal amount of its 1.000% Notes due 2023 (the 2023 Notes), 750,000,000 aggregate principal amount of its 1.700% Notes due 2025 (the 2025 Notes), 1,000,000,000 aggregate principal amount of its 2.200% Notes due 2027 (the 2027 Notes) and 1,250,000,000 aggregate principal amount of its 3.125% Notes due 2031 (the 2031 Notes and, together with the 2023 Notes, the 2025 Notes and the 2027 Notes, the Notes). The Notes were issued pursuant to an Indenture (the Indenture), dated as of November 4, 2008, among the Company, Philip Morris USA Inc., a wholly-owned subsidiary of the Company (PM USA), and Deutsche Bank Trust Company Americas, as trustee (the Trustee). Each series of Notes is guaranteed by PM USA. PM USA s guarantees were issued pursuant to the Indenture and are evidenced by guarantee agreements made by PM USA in favor of the Trustee for the Notes (the Guarantee Agreements).

The Notes are the Company s senior unsecured obligations and rank equally in right of payment with all of the Company s existing and future senior unsecured indebtedness. The Guarantee Agreements are PM USA s senior unsecured obligations and rank equally in right of payment with all of PM USA s existing and future senior unsecured indebtedness.

On February 11, 2019, the Company and PM USA entered into a Terms Agreement (the Terms Agreement) with the several underwriters named therein (the Underwriters), pursuant to which the Company agreed to issue and sell the Notes to the Underwriters. The provisions of an Underwriting Agreement, dated as of November 4, 2008 (the Underwriting Agreement), are incorporated by reference in the Terms Agreement.

Interest on the 2023 Notes is payable annually on February 15 of each year, commencing February 15, 2020, to holders of record on the preceding January 31. Interest on the 2025 Notes, the 2027 Notes and the 2031 Notes is payable annually on June 15 of each year, commencing June 15, 2020, to holders of record on the preceding May 31.

The 2023 Notes will mature on February 15, 2023, the 2025 Notes will mature on June 15, 2025, the 2027 Notes will mature on June 15, 2027 and the 2031 Notes will mature on June 15, 2031.

The Company has filed with the Securities and Exchange Commission a Prospectus dated October 26, 2017 (Registration No. 333-221133) and a Prospectus Supplement dated February 11, 2019 in connection with the public offering of the Notes.

The descriptions of the Underwriting Agreement, the Terms Agreement and the Guarantee Agreements are qualified in their entirety by the terms of such agreements themselves. Please refer to such agreements and the form of Notes, each of which is incorporated herein by reference and is an exhibit to this report as Exhibits 1.1, 1.2, 4.1, 4.2, 4.3, 4.4, 4.5, 4.6, 4.7 and 4.8.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit

No.	Description
1.1	Underwriting Agreement, dated November 4, 2008 (incorporated by reference to Exhibit 1.1 of the Company s Registration Statement on Form S-3 (No. 333-155009))
1.2	Terms Agreement, dated February 11, 2019, among the Company, PM USA and the several underwriters named therein
4.1	Guarantee Agreement 1.000% Notes due 2023
4.2	Guarantee Agreement 1.700% Notes due 2025
4.3	Guarantee Agreement 2.200% Notes due 2027
4.4	Guarantee Agreement 3.125% Notes due 2031
4.5	Form of 1.000% Notes due 2023
4.6	Form of 1.700% Notes due 2025
4.7	Form of 2.200% Notes due 2027
4.8	Form of 3.125% Notes due 2031
5.1	Opinion of Hunton Andrews Kurth LLP

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.

ALTRIA GROUP, INC.

By: /s/ W. HILDEBRANDT SURGNER, JR.
Name: W. Hildebrandt Surgner, Jr.
Title: Vice President, Corporate Secretary and Associate General Counsel

DATE: February 15, 2019