

PFIZER INC  
Form 8-K  
December 19, 2013

**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): December 16, 2013

**PFIZER INC.**

(Exact name of registrant as specified in its charter)

|   |  |  |
|---|--|--|
| <b>Delaware</b><br>(State or other Jurisdiction of<br>incorporation)                                    | <b>1-3619</b><br>(Commission File<br>Number) | <b>13-5315170</b><br>(I.R.S. Employer Identification<br>No.) |
| <b>235 East 42nd Street</b><br><b>New York, New York</b><br>(Address of principal<br>executive offices) |  | <b>10017</b><br>(Zip Code)                                   |

Registrant's telephone number, including area code:  
(212) 733-2323

Not Applicable

(Former Name or Former Address, if changed since last report)

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

- Written communication 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))

**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

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On December 16, 2013, the Board of Directors of Pfizer Inc. (the “Company”) approved certain amendments to the Company's By-laws, as follows:

- Article I, Section 8 (“List of Stockholders Entitled to Vote”) was amended to provide that the list of stockholders entitled to vote at a meeting of stockholders be kept (i) at the Company’s headquarters or (ii) on a reasonably accessible electronic network, consistent with requirements of the Delaware General Corporation Law.
- Article I, Section 13 (“Notice of Stockholder Proposal”) was amended to clarify that, to be in proper written form, a proponent’s notice must include the text of any resolutions proposed for consideration and, if such business includes a proposal to amend the By-laws, the text of the proposed amendment.
- Article III, Section 1 (“Election; Term of Office; Appointments”) was amended to delegate authority to the Corporate Secretary or any elected corporate officer acting with the Corporate Secretary to appoint Assistant Officers.
- Article V, Section 2 (“Prepayment of Expenses”) was amended to delegate authority to the General Counsel to approve advancement of litigation expenses for non-officer colleagues, as well as former directors and officers.
- In addition to the changes described above, the amended By-laws include revisions (1) to enhance clarity, including by removing repetitive or inconsistent passages and (2) which constitute technical corrections and non-substantive changes.

The preceding is qualified in its entirety by reference to the Company’s amended By-laws, which are attached hereto as Exhibit 3.1 and are incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

| <u>Exhibit No.</u> | <u>Description</u>                                    |
|--------------------|---|
| Exhibit 3.1        | Pfizer Inc. By-laws, as amended on December 16, 2013. |

**SIGNATURE**

Under the requirements of the Securities Exchange Act of 1934, the registrant has caused this report to be signed on its behalf by the authorized undersigned.

PFIZER INC.

By: /s/ Matthew Lepore  
Matthew Lepore  
Title: Vice President and Corporate Secretary

Dated: December 19, 2013

**EXHIBIT INDEX**

| <b>Exhibit No.</b> | <b>Description</b>                                    |
|--------------------|---|
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