

Subject: ACCEPTED FORM TYPE S-8 (0001193125-12-224372)
Date: 10-May-2012 11:48

THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

COMPANY: Philip Morris International Inc.
FORM TYPE: S-8 NUMBER OF DOCUMENTS: 4
RECEIVED DATE: 10-May-2012 11:48 ACCEPTED DATE: 10-May-2012 11:48
FILING DATE: 10-May-2012 11:48
TEST FILING: NO CONFIRMING COPY: NO

ACCESSION NUMBER: 0001193125-12-224372

FILE NUMBER(S):
1. 333-181298

THE PASSWORD FOR LOGIN CIK 0001193125 WILL EXPIRE 09-Feb-2013 13:14.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

REGISTRANT(S):

1. CIK: 0001413329
COMPANY: Philip Morris International Inc.
FORM TYPE: S-8
FILE NUMBER(S):
1. 333-181298

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

Philip Morris International Inc.
(Exact name of registrant as specified in its charter)

Virginia
(State or other jurisdiction of
incorporation or organization)

120 Park Avenue
New York, New York 10017
(917) 663-2000
(Address of Principal Executive Offices)

13-3435103
(I.R.S. Employer
Identification No.)

10017
(Zip Code)

Philip Morris International Inc.
2012 Performance Incentive Plan

(Full titles of the plans)

Jerry E. Whitson
Deputy General Counsel and Corporate Secretary

Philip Morris International Inc.
120 Park Avenue
New York, New York 10017
(Name and address of agent for service)
(917) 663-2000
(Telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer
Non-accelerated filer (Do not check if a smaller reporting company)

Accelerated filer
Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Title of Plan	Amount to be registered	Proposed maximum offering price per share ⁽¹⁾	Proposed maximum aggregate offering price ⁽¹⁾	Amount of registration fee
Common Stock, without par value	Philip Morris International Inc. 2012 Performance Incentive Plan	30,000,000 shs. (2)	\$86.31	\$2,589,300,000.00	\$296,733.78
Total		30,000,000 shs. (2)	\$86.31	\$2,589,300,000.00	\$296,733.78

(1) Estimated solely for the purpose of computing the registration fee and calculated in accordance with Rule 457(c) and 457(h) under the Securities Act of 1933, as amended, based upon the average of the high and low prices for the common stock reported in the consolidated reporting system on May 9, 2012.

(2) Plus such additional shares as may be issued by reason of stock splits, stock dividends or similar transactions.

Explanatory Note

Philip Morris International Inc. (the “Company”) is hereby registering under this registration statement on Form S-8 (the “Registration Statement”) an aggregate of 30,000,000 shares of its common stock, without par value (“Common Stock”), authorized for issuance pursuant to the Philip Morris International Inc. 2012 Performance Incentive Plan that was approved by the Company’s stockholders on May 9, 2012.

Part I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Item 1. Plan Information.

Not required to be filed with the Securities and Exchange Commission (the "Commission").

Item 2. Registrant Information and Employee Plan Annual Information.

Not required to be filed with the Commission.

Part II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed by the Company with the Commission are incorporated herein by reference and made a part hereof:

- (i) the description of the Company's Common Stock contained in the Company's registration statement on Form 10, as amended (File No. 001-33708) filed with the Commission on March 5, 2008 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), including any amendment or report filed for the purpose of updating such description;
- (ii) the Company's Annual Report on Form 10-K for the year ended December 31, 2011;
- (iii) the Company's Quarterly Report on Form 10-Q for the period ended March 31, 2012; and
- (iv) the Company's Current Reports on Form 8-K, filed with the Commission on February 9, 2012 (Items 8.01 and 9.01), February 13, 2012, February 23, 2012, March 20, 2012 and May 10, 2012.

All documents filed by the Company pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act, after the date of the Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in the Registration Statement and to be a part hereof from the date of filing of such documents. Any statement contained in a document incorporated by reference herein shall be deemed to be modified or superseded for purposes of the Registration Statement to the extent that a statement contained herein or in any other subsequently filed document that is incorporated by reference herein modifies or supersedes such earlier statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of the Registration Statement.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

The Virginia Stock Corporation Act (the “VSCA”) permits the Company to indemnify its officers and directors in connection with certain actions, suits and proceedings brought against them if they acted in good faith and believed their conduct to be in the best interests of the Company and, in the case of criminal actions, had no reasonable cause to believe that the conduct was unlawful. The VSCA requires such indemnification when a director entirely prevails in the defense of any proceeding to which he was a party because he is or was a director of the Company, and further provides that the Company may make any other or further indemnity (including indemnity with respect to a proceeding by or in the right of the Company), and may make additional provision for advances and reimbursement of expenses, if authorized by its articles of incorporation or stockholder-adopted by-laws, except an indemnity against willful misconduct or a knowing violation of the criminal law.

The VSCA establishes a statutory limit on liability of officers and directors of the Company for damages assessed against them in a suit brought by or in the right of the Company or brought by or on behalf of stockholders of the Company and authorizes the Company, with stockholder approval, to specify a lower monetary limit on liability in the Company’s articles of incorporation or by-laws; however, the liability of an officer or director shall not be limited if such officer or director engaged in willful misconduct or a knowing violation of the criminal law or of any federal or state securities law. The Company’s Amended and Restated Articles of Incorporation (the “Articles of Incorporation”) provide that an officer or director or former officer or director of the Company shall be indemnified to the full extent permitted by the VSCA as currently in effect or as hereafter amended in connection with any action, suit or proceeding brought by or in the right of the Company or brought by or on behalf of stockholders of the Company. The Articles of Incorporation further provide for the limitation or elimination of the liability of an officer or director or former officer or director of the Company for monetary damages to the Company or its stockholders in any action, suit or proceeding, to the full extent permitted by the VSCA as currently in effect or as hereafter amended. The Company carries insurance on behalf of its directors and officers.

The Company has entered into an indemnity agreement with each of the members of its Board of Directors (the “Board”) and each of its executive officers. The agreement provides for the mandatory indemnification against liabilities as well as mandatory advancement and reimbursement of all reasonable expenses (in each case subject to limited exceptions) that may be incurred by members of the Board and executive officers in various legal proceedings arising out of their service as directors and executive officers, as permitted by Virginia law and the Articles of Incorporation.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
5.1	Opinion of Hunton & Williams LLP as to the legality of the securities being registered (filed herewith).
10.1	Philip Morris International Inc. 2012 Performance Incentive Plan (incorporated by reference to Exhibit A to the Company’s Proxy Statement filed on March 30, 2012 (File No. 001-33708)).
23.1	Consent of Hunton & Williams LLP (included in Exhibit 5.1).
23.2	Consent of PricewaterhouseCoopers SA, Independent Registered Public Accounting Firm (filed herewith).

24 Powers of Attorney executed by Harold Brown, Mathis Cabiallavetta, J. Dudley Fishburn, Jennifer Li, Graham Mackay, Sergio Marchionne, Kalpana Morparia, Lucio A. Noto, Robert B. Polet, Carlos Slim Helú and Stephen M. Wolf (filed herewith).

Item 9. Undertakings.

(a) The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change in such information in the Registration Statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the registrant's annual report pursuant to Section 13(a) or 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant pursuant to provisions described in Item 6 above, or otherwise, the registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

The Registrant. Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, New York on May 10, 2012.

PHILIP MORRIS INTERNATIONAL INC.

By: /s/ LOUIS C. CAMILLERI

Name: Louis C. Camilleri

Title: Chairman and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ LOUIS C. CAMILLERI</u> (Louis C. Camilleri)	Director, Chairman and Chief Executive Officer	May 10, 2012
<u>/s/ HERMANN WALDEMER</u> (Hermann Waldemer)	Chief Financial Officer (Principal Financial Officer)	May 10, 2012
<u>/s/ JOACHIM PSOTTA</u> (Joachim Psotta)	Vice President and Controller (Principal Accounting Officer)	May 10, 2012
HAROLD BROWN, MATHIS CABIALLAVETTA, J. DUDLEY FISHBURN, JENNIFER LI, GRAHAM MACKAY, SERGIO MARCHIONNE, KALPANA MORPARIA, LUCIO A. NOTO, ROBERT B. POLET, CARLOS SLIM HELÚ, STEPHEN M. WOLF	Directors	
By: <u>/s/ LOUIS C. CAMILLERI</u> (Louis C. Camilleri, Attorney-in-Fact)		May 10, 2012

EXHIBIT INDEX

- 5.1 Opinion of Hunton & Williams LLP as to the legality of the securities being registered (filed herewith).
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- 24 Powers of Attorney executed by Harold Brown, Mathis Cabiavetta, J. Dudley Fishburn, Jennifer Li, Graham Mackay, Sergio Marchionne, Kalpana Morparia, Lucio A. Noto, Robert B. Polet, Carlos Slim Helú and Stephen M. Wolf (filed herewith).

[Letterhead of Hunton & Williams LLP]

May 10, 2012

The Board of Directors
Philip Morris International Inc.
120 Park Avenue
New York, NY 10017

Philip Morris International Inc.
Registration of Shares for the Philip Morris International Inc. 2012 Performance
Incentive Plan

Ladies and Gentlemen:

We have acted as special counsel to Philip Morris International Inc., a Virginia corporation (the “Company”), in connection with the preparation and filing of a registration statement on Form S-8 under the Securities Act of 1933, as amended (the “Securities Act”), with respect to 30,000,000 shares of the Company’s common stock, without par value (the “Shares”), to be offered pursuant to the Philip Morris International Inc. 2012 Performance Incentive Plan (the “2012 Plan”).

This opinion is being furnished to you in accordance with Item 8(a) of Form S-8 and Item 601(b)(5)(i) of Regulation S-K under the Securities Act.

In rendering this opinion, we have relied upon, among other things, our examination of the 2012 Plan and such records of the Company and certificates of its officers and of public officials as we have deemed necessary.

We do not purport to express any opinion on any laws other than the laws of the Commonwealth of Virginia.

Based upon the foregoing and the further qualifications stated below, we are of the opinion that:

1. The Company has been duly incorporated and is validly existing as a corporation in good standing under the laws of the Commonwealth of Virginia, with corporate power and authority to issue the Shares; and
2. The Shares have been duly authorized and, when issued in accordance with the terms of the 2012 Plan, will be legally issued, fully paid and non-assessable.

[Letterhead of Hunton & Williams LLP]

The Board of Directors
Philip Morris International Inc.
May 10, 2012
Page 2

We hereby consent to the filing of this opinion with the Securities and Exchange Commission as an exhibit to the Company's registration statement on Form S-8. By giving this consent, we do not admit that we are within the category of persons whose consent is required by Section 7 of the Securities Act or the rules and regulations promulgated thereunder.

Very truly yours,

/s/ Hunton & Williams LLP

08091/08443

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated February 9, 2012 relating to the consolidated financial statements and the effectiveness of internal control over financial reporting, which appears in the 2011 Annual Report to Shareholders, which is incorporated by reference in Philip Morris International Inc.'s Annual Report on Form 10-K for the year ended December 31, 2011.

PricewaterhouseCoopers SA

/s/ James A. Schumacher
James A. Schumacher

/s/ Felix Roth
Felix Roth

Lausanne, Switzerland
May 10, 2012

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS THAT the undersigned, a Director of Philip Morris International Inc., a Virginia corporation (the "Company"), does hereby constitute and appoint Louis C. Camilleri, Hermann Waldemer and Jerry E. Whitson, or any one or more of them, his or her true and lawful attorney, for him or her and in his or her name, place and stead, to execute, by manual or facsimile signature, electronic transmission or otherwise, one or more Registration Statements on Form S-8 and any amendments (including post-effective amendments) to said Registration Statement or Statements on Form S-8 for the registration of shares of common stock without par value, to be issued by the Company in connection with the Philip Morris International Inc. 2012 Performance Incentive Plan, and to cause the same to be filed with the Securities and Exchange Commission, together with any exhibits, financial statements, prospectuses and other documents included or incorporated by reference therein, hereby granting to said attorneys full power and authority to do and perform all and every act and thing whatsoever requisite or desirable to be done in and about the premises as fully to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all acts and things which said attorneys may do or cause to be done by virtue of these presents.

IN WITNESS WHEREOF, the undersigned has hereunto set his or her hand and seal as of the 9th day of May 2012.

/s/ HAROLD BROWN

Dr. Harold Brown

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS THAT the undersigned, a Director of Philip Morris International Inc., a Virginia corporation (the "Company"), does hereby constitute and appoint Louis C. Camilleri, Hermann Waldemer and Jerry E. Whitson, or any one or more of them, his or her true and lawful attorney, for him or her and in his or her name, place and stead, to execute, by manual or facsimile signature, electronic transmission or otherwise, one or more Registration Statements on Form S-8 and any amendments (including post-effective amendments) to said Registration Statement or Statements on Form S-8 for the registration of shares of common stock without par value, to be issued by the Company in connection with the Philip Morris International Inc. 2012 Performance Incentive Plan, and to cause the same to be filed with the Securities and Exchange Commission, together with any exhibits, financial statements, prospectuses and other documents included or incorporated by reference therein, hereby granting to said attorneys full power and authority to do and perform all and every act and thing whatsoever requisite or desirable to be done in and about the premises as fully to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all acts and things which said attorneys may do or cause to be done by virtue of these presents.

IN WITNESS WHEREOF, the undersigned has hereunto set his or her hand and seal as of the 9th day of May 2012.

/s/ MATHIS CABIALLAVETTA

Mathis Cabiallavetta

POWER OF ATTORNEY

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/s/ J. DUDLEY FISHBURN

J. Dudley Fishburn

POWER OF ATTORNEY

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IN WITNESS WHEREOF, the undersigned has hereunto set his or her hand and seal as of the 9th day of May 2012.

/s/ JENNIFER LI

Jennifer Li

POWER OF ATTORNEY

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IN WITNESS WHEREOF, the undersigned has hereunto set his or her hand and seal as of the 9th day of May 2012.

/s/ GRAHAM MACKAY

Graham Mackay

POWER OF ATTORNEY

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IN WITNESS WHEREOF, the undersigned has hereunto set his or her hand and seal as of the 9th day of May 2012.

/s/ SERGIO MARCHIONNE

Sergio Marchionne

POWER OF ATTORNEY

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IN WITNESS WHEREOF, the undersigned has hereunto set his or her hand and seal as of the 9th day of May 2012.

/s/ KALPANA MORPARIA

Kalpana Morparia

POWER OF ATTORNEY

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IN WITNESS WHEREOF, the undersigned has hereunto set his or her hand and seal as of the 9th day of May 2012.

/s/ LUCIO A. NOTO

Lucio A. Noto

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS THAT the undersigned, a Director of Philip Morris International Inc., a Virginia corporation (the "Company"), does hereby constitute and appoint Louis C. Camilleri, Hermann Waldemer and Jerry E. Whitson, or any one or more of them, his or her true and lawful attorney, for him or her and in his or her name, place and stead, to execute, by manual or facsimile signature, electronic transmission or otherwise, one or more Registration Statements on Form S-8 and any amendments (including post-effective amendments) to said Registration Statement or Statements on Form S-8 for the registration of shares of common stock without par value, to be issued by the Company in connection with the Philip Morris International Inc. 2012 Performance Incentive Plan, and to cause the same to be filed with the Securities and Exchange Commission, together with any exhibits, financial statements, prospectuses and other documents included or incorporated by reference therein, hereby granting to said attorneys full power and authority to do and perform all and every act and thing whatsoever requisite or desirable to be done in and about the premises as fully to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all acts and things which said attorneys may do or cause to be done by virtue of these presents.

IN WITNESS WHEREOF, the undersigned has hereunto set his or her hand and seal as of the 9th day of May 2012.

/s/ ROBERT B. POLET

Robert B. Polet

POWER OF ATTORNEY

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IN WITNESS WHEREOF, the undersigned has hereunto set his or her hand and seal as of the 9th day of May 2012.

/s/ CARLOS SLIM HELÚ
Carlos Slim Helú

POWER OF ATTORNEY

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IN WITNESS WHEREOF, the undersigned has hereunto set his or her hand and seal as of the 9th day of May 2012.

/s/ STEPHEN M. WOLF

Stephen M. Wolf