

ALTRIA GROUP, INC.  
Form 8-K  
September 16, 2016

**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): September 13, 2016**

**ALTRIA GROUP, INC.**

**(Exact name of registrant as specified in its charter)**

**Virginia**  
**(State or other jurisdiction**  
  
**of incorporation)**

**1-08940**  
**(Commission**  
  
**File Number)**

**13-3260245**  
**(I.R.S. Employer**  
  
**Identification No.)**

**6601 West Broad Street, Richmond, Virginia**  
**(Address of principal executive offices)**

**23230**  
**(Zip Code)**

**Registrant's telephone number, including area code: (804) 274-2200**

**(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 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))

**Item 8.01. Other Events.**

On September 16, 2016, Altria Group, Inc. (the Company ) issued \$500,000,000 aggregate principal amount of its 2.625% Notes due 2026 (the 2026 Notes ) and \$1,500,000,000 aggregate principal amount of its 3.875% Notes due 2046 (the 2046 Notes and, together with the 2026 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 September 13, 2016, the Company and PM USA entered into a Terms Agreement (the Terms Agreement ) with Deutsche Bank Securities Inc., Goldman, Sachs & Co., Mizuho Securities USA Inc. and Morgan Stanley & Co. LLC, as representatives of 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 Notes is payable semiannually on March 16 and September 16 of each year, commencing March 16, 2017, to holders of record on the preceding March 2 or September 2, as the case may be.

The 2026 Notes will mature on September 16, 2026 and the 2046 Notes will mature on September 16, 2046.

The Company has filed with the Securities and Exchange Commission a Prospectus dated October 30, 2014 (Registration No. 333-199694) and a Prospectus Supplement dated September 13, 2016 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 attached to this report as Exhibits 1.1, 1.2, 4.1, 4.2, 4.3 and 4.4.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

- 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 September 13, 2016, among the Company, PM USA and Deutsche Bank Securities Inc., Goldman, Sachs & Co., Mizuho Securities USA Inc. and Morgan Stanley & Co. LLC, as representatives of the several underwriters named therein
- 4.1 Guarantee Agreement for 2.625% Notes due 2026
- 4.2 Guarantee Agreement for 3.875% Notes due 2046
- 4.3 Form of 2.625% Notes due 2026
- 4.4 Form of 3.875% Notes due 2046
- 5.1 Opinion of Hunton & Williams 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: Corporate Secretary and Senior

Assistant General Counsel

DATE: September 16, 2016

**EXHIBIT INDEX**

**Exhibit**

<b>Number</b>	<b>Description</b>
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 September 13, 2016, among the Company, PM USA and Deutsche Bank Securities Inc., Goldman, Sachs & Co., Mizuho Securities USA Inc. and Morgan Stanley & Co. LLC, as representatives of the several underwriters named therein
4.1	Guarantee Agreement for 2.625% Notes due 2026
4.2	Guarantee Agreement for 3.875% Notes due 2046
4.3	Form of 2.625% Notes due 2026
4.4	Form of 3.875% Notes due 2046
5.1	Opinion of Hunton & Williams LLP