

ALTRIA GROUP, INC.  
Form 8-K  
October 31, 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): October 28, 2013**

**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 October 31, 2013, Altria Group, Inc. (the "Company") issued \$1,400,000,000 aggregate principal amount of its 4.000% Notes due 2024 (the "2024 Notes") and \$1,800,000,000 aggregate principal amount of its 5.375% Notes due 2044 (the "2044 Notes" and, together with the 2024 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 will be the Company's senior unsecured obligations and will rank equally in right of payment with all of the Company's existing and future senior unsecured indebtedness. The Guarantee Agreements will be PM USA's senior unsecured obligations and will rank equally in right of payment with all of PM USA's existing and future senior unsecured indebtedness.

On October 28, 2013, the Company and PM USA entered into a Terms Agreement (the "Terms Agreement") with Goldman, Sachs & Co., Morgan Stanley & Co. LLC, RBS Securities Inc. and Scotia Capital (USA) Inc., 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 January 31 and July 31 of each year, commencing July 31, 2014, to holders of record on the preceding January 16 or July 16, as the case may be.

The 2024 Notes will mature on January 31, 2024 and the 2044 Notes will mature on January 31, 2044.

The Company has filed with the Securities and Exchange Commission a Prospectus dated October 28, 2011 (Registration No. 333-177580) and a Prospectus Supplement dated October 28, 2013 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 October 28, 2013, among the Company, PM USA and Goldman, Sachs & Co., Morgan Stanley & Co. LLC, RBS Securities Inc. and Scotia Capital (USA) Inc., as representatives of the several underwriters named therein
- 4.1 Guarantee Agreement for 4.000% Notes due 2024
- 4.2 Guarantee Agreement for 5.375% Notes due 2044
- 4.3 Form of 4.000% Notes due 2024
- 4.4 Form of 5.375% Notes due 2044
- 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: October 31, 2013

**EXHIBIT INDEX**

**Exhibit**

**Number Description**

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