

ALTRIA GROUP, INC.
Form 8-K
November 26, 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): November 25, 2013

ALTRIA GROUP, INC.

(Exact name of registrant as specified in its charter)

Virginia
(State or other jurisdiction

of incorporation)

6601 West Broad Street, Richmond, Virginia

1-08940
(Commission

File Number)

13-3260245
(I.R.S. Employer

Identification No.)

23230

(Address of principal executive offices)

(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 November 26, 2013, Altria Group, Inc. (Altria) issued a press release announcing the expiration of and final results for its previously announced cash tender offer (the Tender Offer) for up to \$2,100,000,000 aggregate principal amount of its senior unsecured notes identified in the press release. The Tender Offer expired at 12:00 midnight, New York City time, on Monday, November 25, 2013. A copy of the press release is attached as Exhibit 99.1 hereto and is incorporated herein by reference.

This Current Report on Form 8-K is neither an offer to sell nor a solicitation of offers to buy any securities. The Tender Offer was made only pursuant to the Offer to Purchase and the related Letter of Transmittal, as amended by Altria's press release on November 12, 2013.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

99.1 Altria Group, Inc. Press Release, dated November 26, 2013

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: November 26, 2013

EXHIBIT INDEX

Exhibit No.	Description
99.1	Altria Group, Inc. Press Release, dated November 26, 2013