

ALTRIA GROUP, INC.  
Form 8-K  
May 05, 2011

**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): May 2, 2011

**ALTRIA GROUP, INC.**

(Exact name of registrant as specified in its charter)

Virginia  
(State or other jurisdiction  
of incorporation)

1-8940  
(Commission  
File Number)

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

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**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 May 5, 2011, Altria Group, Inc. (the Company ) issued \$1,500,000,000 aggregate principal amount of its 4.750% Notes due 2021 (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 ). The Notes are guaranteed by PM USA. PM USA 's guarantee was issued pursuant to the Indenture and was evidenced by a guarantee agreement made by PM USA in favor of the Trustee for the Notes (the Guarantee Agreement ).

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 Agreement will be PM USA 's senior unsecured obligation and will rank equally in right of payment with all of PM USA 's existing and future senior unsecured indebtedness.

On May 2, 2011, the Company and PM USA entered into a Terms Agreement (the Terms Agreement ) with Goldman, Sachs & Co., RBS Securities Inc. and Citigroup Global Markets 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 May 5 and November 5 of each year, commencing November 5, 2011, to holders of record on the preceding April 20 or October 21, as the case may be. The Notes will mature on May 5, 2021.

The Company has filed with the Securities and Exchange Commission a Prospectus dated November 4, 2008 (Registration No. 333-155009) and a Prospectus Supplement dated May 2, 2011 in connection with the public offering of the Notes.

The descriptions of the Underwriting Agreement, the Terms Agreement and the Guarantee Agreement 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 and 4.2, respectively.

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

(d) Exhibits.

**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 May 2, 2011, among the Company, PM USA and Goldman, Sachs & Co., RBS Securities Inc. and Citigroup Global Markets Inc., as representatives of the several underwriters named therein |
| 4.1           | Guarantee Agreement for 4.750% Notes due 2021   |
| 4.2           | Form of 4.750% Notes due 2021   |
| 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: May 5, 2011

**EXHIBIT INDEX**

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