

Zoetis Inc.  
Form 8-K  
December 06, 2016

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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): December 6, 2016

Zoetis Inc.  
(Exact name of registrant as specified in its charter)

|   |                             |   |
|---|-----------------------------|---|
| Delaware  | 001-35797                   | 46-0696167                              |
| (State or other jurisdiction<br>of incorporation) | (Commission File<br>Number) | (I.R.S. Employer<br>Identification No.) |

|  |            |
|--|------------|
| 10 Sylvan Way, Parsippany, NJ            | 07054      |
| (Address of principal executive offices) | (Zip Code) |

(973) 822-7000  
(Registrant's telephone number, including area code)

(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 communication 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))
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Item 7.01. Regulation FD Disclosure.

On December 6, 2016, Zoetis Inc. (the Company) announced that its Board of Directors has approved a multi-year share repurchase program (the Share Repurchase Program), pursuant to which the Company may, from time to time, purchase shares of its common stock for an aggregate repurchase price not to exceed \$1.5 billion. Share repurchases may be executed through various means, including, without limitation, open market or privately negotiated transactions. The Share Repurchase Program does not have an expiration date and does not obligate the Company to purchase any shares. The authorization for the Share Repurchase Program may be terminated, increased or decreased by the Company's Board of Directors at any time. The Company's previous \$500 million share repurchase program, which was approved in November 2014, is expected to be completed at the end of 2016. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated by reference into this Item 7.01.

On December 6, 2016, the Company also declared a dividend of \$0.105 per share for the first quarter of 2017. The dividend will be paid on March 1, 2017 to all holders of record of the Company's common stock as of the close of business on January 20, 2017.

The information set forth under this Item 7.01, including Exhibit 99.1, shall not be deemed "filed" for purposes of the Securities Exchange Act of 1934, as amended, or incorporated by reference in any filing under the Securities Act of 1933, as amended, regardless of any general incorporation language in such filing, unless expressly incorporated by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits:

99.1 Press Release issued on December 6, 2016.

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SIGNATURE

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.

ZOETIS INC.

By: /s/ Heidi C. Chen

Name: Heidi C. Chen

Title: Executive Vice President,  
General Counsel and Corporate Secretary

Dated: December 6, 2016

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INDEX OF EXHIBITS

Exhibit

Number Description

99.1 Press Release issued on December 6, 2016.