

ALTRIA GROUP, INC.  
Form 10-K/A  
August 04, 2014

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 10-K/A

Amendment No. 1

x ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
For the fiscal year ended December 31, 2013

OR  
.. TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF  
1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number 1-08940

ALTRIA GROUP, INC.

(Exact name of registrant as specified in its charter)

Virginia

13-3260245

(State or other jurisdiction of

(I.R.S. Employer

incorporation or organization)

Identification No.)

6601 West Broad Street, Richmond, Virginia

23230

(Address of principal executive offices)

(Zip Code)

804-274-2200

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class

Name of each exchange on which registered

Common Stock, \$0.33 1/3 par value

New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.  Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days  Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files)  Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K  Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

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Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if smaller reporting company) Smaller operating company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act).  Yes  No  
As of June 30, 2013, the aggregate market value of the registrant's common stock held by non-affiliates of the registrant was approximately \$70 billion based on the closing sale price of the common stock as reported on the New York Stock Exchange.

Class

Outstanding at February 14, 2014

Common Stock, \$0.33 <sup>1</sup>/<sub>3</sub> par value

1,992,853,529 shares

DOCUMENTS INCORPORATED BY REFERENCE

None

## EXPLANATORY NOTE

This Amendment No. 1 to the Annual Report on Form 10-K of Altria Group, Inc. (the “Amendment”) amends the Annual Report on Form 10-K filed by Altria Group, Inc. for the year ended December 31, 2013, which was filed with the Securities and Exchange Commission (“SEC”) on February 26, 2014 (the “Original Form 10-K”). Altria Group, Inc. is filing the Amendment to amend Item 15 to include the consolidated financial statements of its foreign equity investee, SABMiller plc (“SABMiller”), as of and for the years ended March 31, 2014, 2013 and 2012 (the “SABMiller Financial Statements”), as required by Rule 3-09 of SEC Regulation S-X (“Rule 3-09”). In accordance with Rule 3-09, the SABMiller Financial Statements as of and for the year ended March 31, 2013 were audited in accordance with auditing standards generally accepted in the United States of America. The SABMiller Financial Statements included in the Amendment were prepared and provided to Altria Group, Inc. by SABMiller.

Except as otherwise expressly noted herein, the Amendment does not modify or update in any way (i) the consolidated financial position, the results of operations or cash flows of Altria Group, Inc., or (ii) the disclosures in or exhibits to the Original Form 10-K; nor does it reflect events occurring after the filing of the Original Form 10-K. Accordingly, the Amendment should be read in conjunction with the Original Form 10-K and Altria Group, Inc.’s other filings made with the SEC subsequent to the filing of the Original Form 10-K.

### Part IV

#### Item 15. Exhibits and Financial Statement Schedules.

(a) The SABMiller Financial Statements included in Exhibit 99.4 hereto are incorporated by reference herein in response to the requirements of this Item 15(a).

(b) The following exhibits are filed as part of the Amendment:

- |      |   |
|------|---|
| 23.1 | Consent of Independent Accountants  |
| 31.3 | Certification of Chief Executive Officer pursuant to Rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 31.4 | Certification of Chief Financial Officer pursuant to Rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 32.3 | Certification of Chief Executive Officer pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.  |
| 32.4 | Certification of Chief Financial Officer pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.  |
| 99.4 | SABMiller plc consolidated financial statements as of and for the years ended March 31, 2014, 2013 and 2012; and Independent Accountant’s Report as of and for the year ended March 31, 2013.           |

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

ALTRIA GROUP, INC.

By: /s/ HOWARD A. WILLARD III  
(Howard A. Willard III  
Executive Vice President and  
Chief Financial Officer)

Date: August 4, 2014