

SCHWAB CHARLES CORP  
Form FWP  
November 10, 2015

Filed Pursuant to Rule 433

Dated November 9, 2015

Registration Statement: No. 333-200939

**The Charles Schwab Corporation**

**\$350,000,000 3.450% SENIOR NOTES DUE 2026**

**(the Notes )**

**SUMMARY OF TERMS**

Issuer:	The Charles Schwab Corporation ( CSC ), a Delaware Corporation
Expected Ratings: (Moody's / S&P / Fitch)*	A2 / Stable, A / Stable, A / Stable
Security Type:	Senior Unsecured Notes
Pricing Date:	November 9, 2015
Settlement Date (T+3):	November 13, 2015
Interest Payment Dates:	February 13 and August 13, commencing on February 13, 2016 (short first coupon)
Interest Record Dates:	January 29 and July 29
Principal Amount:	\$350,000,000
Maturity Date:	February 13, 2026
Benchmark Treasury:	2.000% due August 15, 2025
Benchmark Treasury Price / Yield:	97-00/ 2.345%
Spread to Benchmark Treasury:	+ 115 bps
Yield to Maturity:	3.495%
Coupon:	3.450%
Public Offering Price:	99.619%
Gross Proceeds to CSC:	\$348,666,500
Underwriting Discounts or Commissions per note paid by CSC:	0.650%
Aggregate Underwriting Discounts or Commissions paid by CSC:	\$2,275,000
Net Proceeds to CSC (after underwriting discounts and commissions, but before	\$346,391,500

deducting offering expenses):

Optional Redemption:

Make-Whole Call: Prior to November 13, 2025, CSC may redeem some or all of the Notes at any time at a redemption price equal to the greater of (i) 100% of the principal amount of the Notes to be redeemed or (ii) the sum of the present values of the remaining scheduled payments of interest and principal thereon (exclusive of interest accrued and unpaid to, but not including, the redemption date) discounted to the redemption date on a semiannual basis at the Treasury Rate plus 20 basis points, plus, in either case, accrued and unpaid interest to, but not including, the redemption date.

Par-Call: On or after November 13, 2025, CSC may redeem some or all of the Notes at any time at a redemption price equal to 100% of the principal amount of the Notes to be redeemed plus accrued and unpaid interest to, but not including, the redemption date.

CUSIP / ISIN: 808513AM7 / US808513AM75

Joint Book-Running Managers: Citigroup Global Markets Inc.  
 Credit Suisse Securities (USA) LLC  
 Goldman, Sachs & Co.

Co-Managers: J.P. Morgan Securities LLC  
 BNY Mellon Capital Markets, LLC  
 Lloyds Securities Inc.  
 Merrill Lynch, Pierce, Fenner & Smith

Incorporated

PNC Capital Markets LLC

U.S. Bancorp Investments, Inc.

Wells Fargo Securities, LLC

\* Note: A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision, suspension or withdrawal at any time.

**CAPITALIZATION AS ADJUSTED**

The following table sets forth the consolidated cash and cash equivalents and capitalization of the Issuer at September 30, 2015, as adjusted for the offering of \$350 million of the Notes.

<b>(In Millions)</b>	<b>(as Adjusted for the Offering)</b>	
Cash and cash equivalents	\$	10,712
Notes offered hereby	\$	350
Total debt	\$	3,243
Total capitalization	\$	16,439

**The Issuer has filed a registration statement (including a preliminary prospectus supplement and accompanying prospectus) with the U.S. Securities and Exchange Commission (the SEC) for the offering to which this communication relates. Before you invest, you should read the preliminary prospectus supplement and accompanying prospectus and other documents the Issuer has filed with the SEC for more complete information about the Issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the Issuer, any underwriter or any dealer participating in**

**the offering will arrange to send you the preliminary prospectus supplement and accompanying prospectus if you request it by calling Citigroup Global Markets Inc. toll-free at (800) 831-9146, Credit Suisse Securities (USA) LLC toll-free at (800) 221-1037, Goldman, Sachs & Co. toll free at (866) 471-2526 or J.P. Morgan Securities LLC by calling collect at (212) 834-4533.**

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