

VERIZON COMMUNICATIONS INC
Form FWP
May 04, 2018

Filed Pursuant to Rule 433

Registration No. 333-213439

Final Term Sheet

May 4, 2018

VERIZON COMMUNICATIONS INC.

\$730,000,000 5.32% Notes due 2053

Issuer:	Verizon Communications Inc.
Title of Securities:	5.32% Notes due 2053 (the <u>Notes</u>)
Issue Currency:	USD
Pricing Date:	May 4, 2018
Settlement Date (T+10):	May 18, 2018
Maturity Date:	May 2, 2053
Interest Payment Dates:	Semiannually on each May 18 and November 18, commencing on November 18, 2018
Aggregate Principal Amount Offered:	\$730,000,000
Public Offering Price:	100% plus accrued interest, if any, from May 18, 2018
Underwriting Commission:	0.10%
Proceeds to Verizon (before expenses):	99.90%
Interest Rate:	5.32% per annum
Denominations:	Minimum of \$100,000 and integral multiples of \$1,000 in excess thereof
Optional Redemption:	Not redeemable prior to May 18, 2023. On each May 18 on or after May 18, 2023, the Notes will be redeemable on not less than 30 nor more than 60 days notice, in whole but not in part, at the option of the Company, at 100% of the principal amount of the Notes being redeemed plus accrued and unpaid interest to the date of redemption.

Listing:

Application will be made to list the Notes on the Taipei Exchange (the TPEX). No assurance can be given that such application will be approved or that the TPEX listing will be maintained.

Selling Restrictions: The Notes have not been, and shall not be, offered, sold or re-sold, directly or indirectly, to investors other than professional institutional investors as defined under Paragraph 2, Article 4 of the Financial Consumer Protection Act of the Republic of China (ROC), which currently include: (i) overseas or domestic banks, securities firms, futures firms and insurance companies (excluding insurance agencies, insurance brokers and insurance surveyors), the foregoing as further defined in more detail in Paragraph 3 of Article 2 of the Organization Act of the Financial Supervisory Commission of the ROC, (ii) overseas or domestic fund management companies, government investment institutions, government funds, pension funds, mutual funds, unit trusts, and funds managed by financial service enterprises pursuant to the ROC Securities Investment Trust and Consulting Act, the ROC Future Trading Act or the ROC Trust Enterprise Act or investment assets mandated and delivered by or transferred for trust by financial consumers, and (iii) other institutions recognized by the Financial Supervisory Commission of the ROC. Purchasers of the Notes are not permitted to sell or otherwise dispose of the Notes except by transfer to a professional institutional investor.

No PRIIPs key information document has been prepared as EEA retail investors are not targeted.

ISIN: XS1819827640

Common Code: 181982764

Allocation: Principal Amount of Notes

BNP Paribas, Taipei Branch \$365,000,000

Deutsche Bank AG, Taipei Branch \$365,000,000

Total \$730,000,000

Global Structuring Agents and BNP Paribas, Taipei Branch

Coordinators:

Deutsche Bank AG, Taipei Branch

Junior Structuring Agents: Academy Securities, Inc.
Barclays Bank PLC
Drexel Hamilton, LLC
Loop Capital Markets LLC
TD Securities (USA) LLC

Structuring Agents Fee: \$4,380,000

Reference Document: Preliminary Prospectus Supplement, subject to completion, dated May 3, 2018;
Prospectus dated September 1, 2016.

The issuer has filed a registration statement (including a 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 prospectus in that registration statement 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 website at www.sec.gov. Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by contacting the issuer at:

Investor Relations

Verizon Communications Inc.

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Basking Ridge, New Jersey 07920

Telephone: (212) 395-1525

Internet Site: www.verizon.com/about/investors

The TPEX is not responsible for the content of this Final Term Sheet and no representation is made by the TPEX as to the accuracy or completeness of this Final Term Sheet. The TPEX expressly disclaims any and all liability for any losses arising from, or as a result of the reliance on, all or part of the contents of this Final Term Sheet. Admission to the listing and trading of the Notes on the TPEX shall not be taken as an indication of the merits of Verizon or the Notes.

Under Rule 15c6-1 of the Securities Exchange Act of 1934, as amended, trades in the secondary market generally are required to settle in two business days, unless the parties to a trade expressly agree otherwise. Accordingly, purchasers who wish to trade notes prior to the second business day before the settlement date will be required, by virtue of the fact that the notes initially will settle in T+10, to specify alternative settlement arrangements to prevent a failed settlement.

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