

NEXTERA ENERGY CAPITAL HOLDINGS INC
Form FWP
September 06, 2012

Filed Pursuant to Rule 433
Registration Nos. 333-183052,
333-183052-01, and 333-183052-02

NextEra Energy, Inc.

Pricing Term Sheet

September 6, 2012

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| Issuer: | NextEra Energy, Inc. |
| Common Stock Ticker: | NYSE NEE |
| Securities: | |
| Designation: | Equity Units (initially consisting of Corporate Units). Each Corporate Unit will consist of (1) a stock purchase contract issued by NextEra Energy, Inc. (NEE) and (2) initially a 5% undivided beneficial ownership interest in a Series F Debenture due September 1, 2017 (NEE Capital Debenture) issued by NextEra Energy Capital Holdings, Inc. (NEE Capital). |
| Registration Format: | SEC Registered |
| Number of Equity Units Offered: | 13,000,000 |
| Aggregate Offering Amount: | \$650,000,000 |
| Stated Amount per Equity Unit: | \$50 |
| Price to Public: | \$48.50 per Equity Unit |
| Underwriting Discounts: | \$0.00 per Equity Unit |
| Proceeds to NEE Capital: | \$630,500,000, after deducting the underwriting discounts |
| NEE Capital Debenture Interest Rate: | 1.60% |
| Contract Adjustment Payment Rate: | 4.289% per year of the Stated Amount per Equity Unit, subject to NEE's right to defer contract adjustment payments (as described in the preliminary prospectus supplement dated September 5, 2012) |
| Deferred Contract Adjustment Payments: | Deferred contract adjustment payments would accrue additional contract adjustment payments at the rate of 5.889% per year until paid, compounded quarterly |
| Payment Dates on Corporate Units: | March 1, June 1, September 1, and December 1, beginning December 1, 2012, subject to NEE's right to defer contract adjustment payments (as described in the preliminary prospectus supplement dated September 5, 2012) |
| Total Corporate Unit Cash Distribution Rate: | 5.889% of the Stated Amount per Equity Unit |

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| Reference Price: | \$67.15 (the last reported sale price of NEE's common stock on the New York Stock Exchange on September 5, 2012) |
| Threshold Appreciation Price: | \$80.58 (represents appreciation of 20% over the reference price) |
| Minimum Settlement Rate: | 0.6205 shares of NEE's common stock (subject to adjustment), equal to \$50 divided by the threshold appreciation price |
| Maximum Settlement Rate: | 0.7446 shares of NEE's common stock (subject to adjustment), equal to \$50 divided by the reference price |
| Trade Date: | September 6, 2012 |
| Offering Settlement Date: | September 11, 2012 |
| Purchase Contract Settlement Date: | September 1, 2015 |
| NEE Capital Debenture Maturity Date: | September 1, 2017 |
| Creating Treasury Units: | If the applicable ownership interests in the Treasury portfolio (as described in the preliminary prospectus supplement dated September 5, 2012) have replaced the applicable ownership interests in the NEE Capital Debentures as a component of the Corporate Units as a result of a successful remarketing, a special event redemption or a mandatory redemption (each as described in the preliminary prospectus supplement dated September 5, 2012), holders of Corporate Units may substitute Treasury securities for the applicable ownership interests in the Treasury portfolio only in integral multiples of 80,000 Corporate Units (or such other number of Corporate Units as may be determined by the remarketing agents in connection with a successful remarketing of the NEE Capital Debentures if the reset effective date (as described in the preliminary prospectus supplement dated September 5, 2012) is not a regular quarterly interest payment date). |
| Recreating Corporate Units: | If the applicable ownership interests in the Treasury portfolio have replaced the applicable ownership interests in the NEE Capital Debentures as a component of the Corporate Units as a result of a successful remarketing, a special event redemption or a mandatory redemption, holders of Treasury Units may substitute applicable ownership interests in the Treasury portfolio for Treasury securities only in integral multiples of 80,000 Treasury Units (or such other number of Treasury Units as may be determined by the remarketing agents in connection with a successful remarketing of the NEE Capital Debentures if the reset effective date is not a regular quarterly interest payment date). |
| Early Settlement: | If the applicable ownership interests in the Treasury portfolio have replaced the applicable ownership interests in the NEE Capital Debentures as a component of the Corporate Units, holders of Corporate Units may |

settle early on or prior to the second business day immediately preceding the purchase contract settlement date only in integral multiples of 80,000 Corporate Units (or such other number of Corporate Units as may be determined by the remarketing agents in connection with a successful remarketing of the NEE Capital Debentures if the reset effective date is not a regular quarterly interest payment date).

Fundamental Change Early Settlement:

The following table sets forth the stock price, effective date and amount of make-whole shares issuable upon a fundamental change early settlement right (as described in the preliminary prospectus supplement dated September 5, 2012):

| <u>Stock Price</u> | <u>Effective Date</u> | | | |
|--------------------|---------------------------|--------------------------|--------------------------|--------------------------|
| | <u>September 11, 2012</u> | <u>September 1, 2013</u> | <u>September 1, 2014</u> | <u>September 1, 2015</u> |
| \$20.00 | 0.1602 | 0.0860 | 0.0327 | 0.0000 |
| \$30.00 | 0.1049 | 0.0561 | 0.0211 | 0.0000 |
| \$40.00 | 0.0765 | 0.0409 | 0.0154 | 0.0000 |
| \$50.00 | 0.0537 | 0.0280 | 0.0108 | 0.0000 |
| \$60.00 | 0.0255 | 0.0064 | 0.0000 | 0.0000 |
| \$67.15 | 0.0000 | 0.0000 | 0.0000 | 0.0000 |
| \$70.00 | 0.0228 | 0.0047 | 0.0000 | 0.0000 |
| \$80.00 | 0.0816 | 0.0619 | 0.0430 | 0.0000 |
| \$80.58 | 0.0846 | 0.0647 | 0.0456 | 0.0000 |
| \$90.00 | 0.0632 | 0.0430 | 0.0223 | 0.0000 |
| \$100.00 | 0.0479 | 0.0294 | 0.0121 | 0.0000 |
| \$125.00 | 0.0303 | 0.0171 | 0.0070 | 0.0000 |
| \$150.00 | 0.0235 | 0.0133 | 0.0055 | 0.0000 |
| \$175.00 | 0.0194 | 0.0110 | 0.0045 | 0.0000 |
| \$200.00 | 0.0164 | 0.0092 | 0.0038 | 0.0000 |

The exact stock price and effective date applicable to a fundamental change may not be set forth on the table, in which case:

- if the stock price is between two stock price amounts on the table or the effective date is between two dates on the table, the amount of make-whole shares will be determined by straight line interpolation between the make-whole share amounts set forth for the higher and lower stock price amounts and the two dates, as applicable, based on a 365-day year;
- if the stock price is in excess of \$200 per share (subject to adjustment), then the amount of the make-whole shares will be zero; and
- if the stock price is less than \$20 per share (subject to adjustment) (the minimum stock price), then the amount of make-whole shares will be determined as if the stock price equaled the minimum stock price, using straight line interpolation, as described above, if the effective date is between two dates on the table.

Allocation of the Purchase Price:

At the time of issuance, the fair market value of the applicable ownership interest in the NEE Capital Debentures will be reported as \$48.50 and the fair

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market value of each purchase contract will be reported as \$0.

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| CUSIP for the Corporate Units: | 65339F 887 |
| ISIN for the Corporate Units: | US65339F8876 |
| CUSIP for the Treasury Units: | 65339F 879 |
| ISIN for the Treasury Units: | US65339F8793 |
| CUSIP for the NEE Capital Debentures: | 65339K AE0 |
| ISIN for the NEE Capital Debentures: | US65339KAE01 |

Underwriters:

Goldman, Sachs & Co.

Barclays Capital Inc.

Citigroup Global Markets Inc.

The Issuer has filed a registration statement (including a prospectus) with 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 Web site 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 calling Goldman, Sachs & Co. toll free at 1-866-471-2526, Barclays Capital Inc. toll free at 1-888-603-5847, or Citigroup Global Markets Inc. toll free at 1-800-831-9146.
