

RAYMOND JAMES FINANCIAL INC  
Form FWP  
July 08, 2016

Filed Pursuant to Rule 433

Registration Statement No. 333-204400

## Raymond James Financial, Inc.

### FINAL TERMS AND CONDITIONS

|                                      |   |  |
|--------------------------------------|---|--|
| Issuer:                              | Raymond James Financial, Inc.   |  |
| Title:                               | 3.625% Senior Notes Due 2026  | 4.950% Senior Notes Due 2046   |
| Aggregate Principal Amount:          | \$500,000,000   | \$300,000,000  |
| Trade Date:                          | July 7, 2016  | July 7, 2016   |
| Settlement Date:                     | July 12, 2016 (T+3)   | July 12, 2016 (T+3)  |
| Final Maturity:                      | September 15, 2026  | July 15, 2046  |
| Benchmark Treasury:                  | 1.625% due May 15, 2026   | 2.500% due February 15, 2046   |
| Treasury Price & Yield:              | 102-4; 1.393%   | 107-17+; 2.154%  |
| Spread to Benchmark:                 | T + 225 basis points  | T + 280 basis points   |
| Re-offer Yield:                      | 3.643%  | 4.954%   |
| Coupon:                              | 3.625%  | 4.950%   |
| Issue Price to Investors:            | 99.841%   | 99.937%  |
| Proceeds to Issuer (before expenses) | \$495,955,000   | \$297,186,000  |
| Interest Payment Dates:              | Semi-annually in arrears on<br>March 15 and September 15, commencing on<br>March 15, 2017   | Semi-annually in arrears on<br>January 15 and July 15, commencing on<br>January 15, 2017 |
| Day Count Convention:                | 30/360, unadjusted  |  |
| Make-Whole Call Payment:             | UST + 35 basis points   | UST + 45 basis points  |
| Denominations:                       | \$2,000 denominations and integral multiples<br>of \$1,000  |  |
| CUSIP/ISIN:                          | 754730 AE9/US754730AE94   | 754730 AF6/US754730AF69  |
| Anticipated Ratings*:                | Baa2 by Moody's Investors<br>Service, Inc.<br><br>BBB by Standard & Poor's<br>Ratings Services                                      |  |
| Joint Book-Running Managers:         | Merrill Lynch, Pierce, Fenner & Smith<br><br>Incorporated<br><br>J.P. Morgan Securities LLC<br><br>Raymond James & Associates, Inc. |  |
| Co-Managers:                         | Citigroup Global Markets Inc.   |  |

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Regions Securities LLC

U.S. Bancorp Investments, Inc.

BB&T Capital Markets, a division of BB&T  
Securities, LLC

BNY Mellon Capital Markets, LLC

Fifth Third Securities, Inc.

PNC Capital Markets LLC

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

**The Issuer has filed a registration statement (including a prospectus) with the Securities and Exchange Commission (the SEC ) for the offering to which this communication relates. Before you invest, you should read the prospectus in the registration statement and the 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, you can request the prospectus by calling Merrill Lynch, Pierce, Fenner & Smith Incorporated at 1-800-294-1322, J.P. Morgan Securities LLC collect at 1-212-834-4533 or Raymond James & Associates, Inc. at 1-800-248-8863.**