

WESTPAC BANKING CORP  
Form FWP  
May 15, 2014

Filed Pursuant to Rule 433

Registration Statement No. 333-185478

**Free Writing Prospectus**

(To Preliminary Prospectus Supplement dated May 14, 2014 and Prospectus dated December 14, 2012)

May 14, 2014

**US\$1,250,000,000 1.20% Notes due May 19, 2017**

**US\$1,250,000,000 Floating Rate Notes due May 19, 2017**

**1.20% Notes due May 19, 2017**

Issuer:	Westpac Banking Corporation
Principal Amount:	US\$1,250,000,000
Ranking:	Senior Unsecured
Expected Ratings:	Aa2/AA-; Stable/Stable (Moody s/S&P)*
Legal Format:	SEC Registered Global Notes
Trade Date:	May 14, 2014
Settlement Date:	May 21, 2014 (T+5)
Maturity Date:	May 19, 2017
Coupon:	1.20%
Price to Public:	99.895%
Benchmark Treasury:	0.875% due May 15, 2017

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Benchmark Treasury Price and Yield:	100-06+/0.806%
Re-offer Spread to Benchmark Treasury:	43 basis points
Re-offer Yield:	1.236%
Gross Spread:	15 basis points
All-in Price:	99.745%

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Interest Payment Dates:	Payable semi-annually in arrears on May 19 and November 19 of each year, commencing November 19, 2014 (short first coupon), subject to Business Day Convention
Day Count Convention:	30/360, unadjusted
Net Proceeds:	US\$1,246,812,500.00
Business Days:	Each Monday, Tuesday, Wednesday, Thursday and Friday that is not a day on which banking institutions in Sydney, Australia, New York, New York, or London, United Kingdom are authorized or obligated by law or executive order to close
Business Day Convention:	Any payment of principal, premium and interest required to be made on an Interest Payment Date that is not a Business Day will be made on the next succeeding Business Day, and no interest will accrue on that payment for the period from and after the Interest Payment Date to the date of payment on the next succeeding Business Day
Denominations:	Minimum of US\$2,000 with increments of US\$1,000 thereafter
CUSIP:	961214CH4
ISIN:	US961214CH46
Joint Active Bookrunners:	Citigroup Global Markets Inc. HSBC Securities (USA) Inc. J.P. Morgan Securities LLC Merrill Lynch, Pierce, Fenner & Smith Incorporated

**US\$1,250,000,000 Floating Rate Notes due May 19, 2017**

Issuer:	Westpac Banking Corporation
Principal Amount:	US\$1,250,000,000
Ranking:	Senior Unsecured
Expected Ratings:	Aa2/AA-; Stable/Stable (Moody s/S&P)*
Legal Format:	SEC Registered Global Notes
Trade Date:	May 14, 2014
Settlement Date:	May 21, 2014 (T+5)
Maturity Date:	May 19, 2017

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Price to Public:	100%
Interest:	Floating Rate
Reference Benchmark:	U.S. Dollar three-month LIBOR
Spread to Benchmark:	plus 33 basis points
Gross Spread:	15 basis points
All-in Price:	99.850%
Interest Payment Dates:	Payable quarterly in arrears on February 19, May 19, August 19 and November 19 of each year, commencing August 19, 2014 (short first coupon), subject to Business Day Convention
Interest Reset Dates:	Quarterly on February 19, May 19, August 19 and November 19 of each year, commencing August 19, 2014
Initial Interest Rate:	U.S. Dollar three-month LIBOR, determined as of two London business days prior to the Settlement Date, plus 33 basis points
Day Count Convention:	Actual/360
Net Proceeds:	US\$1,248,125,000.00
Business Days:	Each Monday, Tuesday, Wednesday, Thursday and Friday that is not a day on which banking institutions in Sydney, Australia, New York, New York, or London, United Kingdom are authorized or obligated by law or executive order to close.
Business Day Convention:	If any interest payment date would fall on a day that is not a Business Day, other than the interest payment date that is also the date of maturity for the notes, that interest payment date will be postponed to the following day that is a Business Day, except that if such next Business Day is in a different month, then that interest payment date will be the immediately preceding day that is a Business Day.
Interest Periods:	Except as described below for the first interest period, on each interest payment date, interest will be paid or duly provided for the period commencing on and including the immediately preceding interest payment date and ending on and including the day preceding the next interest payment date. We refer to this period as an interest period. The first interest period will begin on and include May 21, 2014 and will end on and include August 18, 2014.
Denominations:	Minimum of US\$2,000 with increments of US\$1,000 thereafter

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CUSIP: 961214CJ0  
ISIN: US961214CJ02  
Joint Active Bookrunners: Citigroup Global Markets Inc.  
HSBC Securities (USA) Inc.  
J.P. Morgan Securities LLC  
Merrill Lynch, Pierce, Fenner & Smith Incorporated

**Free Writing Prospectus**

**(To Preliminary Prospectus Supplement dated May 14, 2014 and Prospectus dated December 14, 2012)**

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**\*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 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](http://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 Citigroup Global Markets Inc. toll-free at 1-800-831-9146, HSBC Securities (USA) Inc. toll-free at 1-866-811-8049, J.P. Morgan Securities LLC at 212-834-4533 or Merrill Lynch, Pierce, Fenner & Smith Incorporated toll-free at 1-800-294-1322.**

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