

BAXTER INTERNATIONAL INC  
Form FWP  
June 04, 2013

Filed pursuant to Rule 433  
Registration No. 333-183099

Dated June 4, 2013

**FINAL TERM SHEET**

**Fixed Rate Notes**

|                                  |  |
|----------------------------------|--|
| Issuer:                          | Baxter International Inc.  |
| Security:                        | 0.950% Notes due 2016 (the 2016 Notes )<br>1.850% Notes due 2018 (the 2018 Notes )<br>3.200% Notes due 2023 (the 2023 Notes )<br>4.500% Notes due 2043 (the 2043 Notes )   |
| Ratings (Moody s / S&P / Fitch): | A3 (stable) / A (stable) / A (negative watch)  |
| Format:                          | SEC Registered   |
| Ranking:                         | Senior Notes   |
| Offering Size:                   | 2016 Notes: \$500,000,000<br>2018 Notes: \$750,000,000<br>2023 Notes: \$1,250,000,000<br>2043 Notes: \$500,000,000   |
| Trade Date:                      | June 4, 2013   |
| Settlement Date:                 | June 11, 2013 (T+5)  |
| Maturity:                        | 2016 Notes: June 1, 2016<br>2018 Notes: June 15, 2018<br>2023 Notes: June 15, 2023<br>2043 Notes: June 15, 2043  |
| Interest Payment Dates:          | 2016 Notes: Semi-annually on each June 1 and December 1<br>2018 Notes: Semi-annually on each June 15 and December 15<br>2023 Notes: Semi-annually on each June 15 and December 15<br>2043 Notes: Semi-annually on each June 15 and December 15 |
| First Pay Date:                  | 2016 Notes: December 1, 2013<br>2018 Notes: December 15, 2013<br>2023 Notes: December 15, 2013<br>2043 Notes: December 15, 2013  |
| Treasury Benchmark:              | 2016 Notes: 0.250% due 05/15/16<br>2018 Notes: 1.000% due 05/31/18   |

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2023 Notes: 1.750% due 05/15/23

|                             |  |
|-----------------------------|--|
|                             | 2043 Notes: 3.125% due 02/15/43  |
| UST Spot (Price / Yield):   | 2016 Notes: 99-10 $\frac{1}{4}$ / 0.483%<br>2018 Notes: 99-24 / 1.052%<br>2023 Notes: 96-17+ / 2.137%<br>2043 Notes: 97-00 / 3.284%  |
| Spread to UST:              | 2016 Notes: T+50 bps<br>2018 Notes: T+80 bps<br>2023 Notes: T+110 bps<br>2043 Notes: T+122 bps                                       |
| Re-offer Yield to Maturity: | 2016 Notes: 0.983%<br>2018 Notes: 1.852%<br>2023 Notes: 3.237%<br>2043 Notes: 4.504%   |
| Coupon:                     | 2016 Notes: 0.950%<br>2018 Notes: 1.850%<br>2023 Notes: 3.200%<br>2043 Notes: 4.500%   |
| Issue Price:                | 2016 Notes: 99.904%<br>2018 Notes: 99.990%<br>2023 Notes: 99.685%<br>2043 Notes: 99.934%   |
| Day Count Basis:            | 30 / 360   |
| Optional Redemption:        | The 2016 Notes, 2018 Notes, 2023 Notes and 2043 Notes will be redeemable, at the Company's option, at any time, in whole or in part. |

If the 2016 Notes or the 2018 Notes are redeemed prior to their maturity date, if the 2023 Notes are redeemed before the date that is three months prior to their maturity date or if the 2043 Notes are redeemed before the date that is six months prior to their maturity date, the notes of the applicable series may be redeemed at a redemption price equal to the greater of:

- (i) 100% of the principal amount; or
- (ii) the sum of the present values of the remaining scheduled payments of principal and interest thereon discounted to the date of redemption, on a semiannual basis, at the treasury rate plus 10 basis points in the case of the 2016 Notes, 15 basis points in the case of the 2018 Notes, 20 basis points in the case of the 2023 Notes and 20 basis points in the case of the 2043 Notes;

plus, in each case, accrued and unpaid interest to the date of

redemption.

If the 2023 Notes are redeemed on or after the date that is three months prior to their maturity date or if the 2043 Notes are redeemed on or after the date that is six months prior to their maturity date, the notes of the applicable series may be redeemed at a redemption price equal to 100% of the principal amount of the notes to be redeemed plus accrued and unpaid interest on the principal amount of the notes being redeemed to the redemption date.

**Special Mandatory Redemption:**

In the event the Company does not complete the acquisition of Gambro AB on or prior to March 17, 2014 or the related share purchase agreement is terminated at any time prior thereto, the Company will redeem the 2016 Notes, 2023 Notes and 2043 Notes on the special mandatory redemption date at a redemption price equal to 101% of the aggregate principal amount of the notes, plus accrued and unpaid interest from the date of initial issuance to but excluding the special mandatory redemption date (subject to the rights of holders of record on the relevant record date to receive interest due on the relevant interest payment date).

**Minimum Denomination:**

\$2,000 x \$1,000

**CUSIP / ISIN:**

2016 Notes: 071813 BH1 / US071813BH16  
2018 Notes: 071813 BJ7 / US071813BJ71  
2023 Notes: 071813 BL2 / US071813BL28  
2043 Notes: 071813 BG3 / US071813BG33

**Joint Bookrunners:**

J.P. Morgan Securities LLC  
Citigroup Global Markets Inc.  
Merrill Lynch, Pierce, Fenner & Smith  
Incorporated  
Credit Suisse Securities (USA) LLC  
Deutsche Bank Securities Inc.  
RBS Securities Inc  
UBS Securities LLC

**Senior Co-Managers:**

Barclays Capital Inc.  
HSBC Securities (USA) Inc.  
Mitsubishi UFJ Securities (USA), Inc.  
Mizuho Securities USA Inc.

**Co-Managers:**

TD Securities (USA) LLC  
BNY Mellon Capital Markets, LLC  
Danske Markets Inc.

**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 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. In the case of J.P. Morgan Securities LLC, you may request the prospectus by contacting J.P. Morgan Securities LLC, 383 Madison Avenue, New York, New York 10179, Attention: Investment Grade Syndicate Desk, telephone: (212) 834-4533 or by facsimile: (212) 834-6081; in the case of Citigroup Global Markets Inc., you may request the prospectus by contacting Citigroup Global Markets Inc. c/o Broadridge Financial Solutions, 1155 Long Island Avenue, Edgewood, NY 11717, telephone: 1-800-831-9146, or email: [batprospectusdept@citi.com](mailto:batprospectusdept@citi.com); in the case of Merrill Lynch, Pierce, Fenner & Smith Incorporated, you may request the prospectus by contacting Merrill Lynch, Pierce, Fenner & Smith Incorporated, 222 Broadway, 11th Floor, New York, NY 10038, Attention: Prospectus Department, telephone: 1-800-294-1322, or email: [dg.prospectus\\_requests@haml.com](mailto:dg.prospectus_requests@haml.com).