

BEAR STEARNS COMPANIES INC  
Form 424B5  
March 22, 2004

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Filed Pursuant to Rule 424(b)(5)  
Registration No. 333-109793

**PROSPECTUS SUPPLEMENT**

(To Prospectus Dated November 17, 2003)

**US\$750,000,000**  
**The Bear Stearns Companies Inc.**  
**3.25% Global Notes due 2009**

*Set forth below is a summary of the terms of the Notes offered by this prospectus supplement and the accompanying prospectus. For more detail, see "Description of the Notes."*

- **Global Offering**

We are offering the Notes in the United States and in parts of Europe and Asia where it is legal to offer the Notes.

- **Interest**

The Notes have a fixed annual rate of 3.25%, which will be paid every six months on September 25 and March 25.

- **Maturity**

The Notes will mature on March 25, 2009.

- **Ranking**

The Notes will be our unsecured senior debt and will rank equally with all of our other unsecured and unsubordinated debt.

- **Redemption**

The Notes are only redeemable prior to maturity if certain events involving US taxation occur.

- **No Sinking Fund**

The Notes will not be subject to any sinking fund.

- **Book-Entry Notes**

The Notes will be represented by one or more global securities registered in the name of Cede & Co., as nominee of The Depository Trust Company.

- **Listing**

We will make application to the Financial Services Authority in its capacity as competent authority under the Financial Services and Markets Act 2000 for the Notes to be admitted to the official list of the UK Listing Authority and to the London Stock Exchange plc for such Notes to be admitted to trading on the London Stock Exchange's market for listed securities, although we are not required to maintain the listing.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus supplement or the accompanying prospectus. Any representation to the contrary is a criminal offense.

	Per Note	Total
	<u>          </u>	<u>          </u>
Initial public offering price	99.639% \$	747,292,500
Underwriting discount	0.350% \$	2,625,000
Proceeds, before expenses, to us	99.289% \$	744,667,500

Bear, Stearns & Co. Inc. is the Global Coordinator for the offering of the Notes. Bear, Stearns International Limited is the International Coordinator for all Notes to be sold to purchasers in Europe. The Underwriters expect to deliver the Notes in book-entry form only through the facilities of The Depository Trust Company, Clearstream Banking, société anonyme and Euroclear Bank S.A./N.V., as operator of the Euroclear System against payment on or about March 25, 2004.

After this offering is complete, the Underwriters may use this prospectus supplement and the accompanying prospectus in connection with market-making transactions at negotiated prices related to the prevailing market prices at the time of sale. The Underwriters may act as principal or agent in these transactions.

## Bear, Stearns & Co. Inc.

## Bear, Stearns International Limited

### Citigroup

Banc of America Securities LLC  
 BMO Nesbitt Burns  
 Credit Lyonnais Securities  
 JPMorgan  
 Morgan Stanley  
 Wells Fargo Brokerage Services, LLC

Bank of Nova Scotia  
 BNP Paribas Securities Corp.  
 Danske Markets Inc.  
 Merrill Lynch & Co.  
 Wachovia Securities

BB&T Capital Markets  
 Stifel, Nicolaus & Company Incorporated

Mellon Financial Markets, LLC

The date of this prospectus supplement is March 18, 2004

Offers and sales of the Notes are subject to restrictions in certain jurisdictions. In particular, there are restrictions on the distribution of this prospectus supplement and the accompanying prospectus and the offer or sale of the Notes in the United Kingdom, and details of these restrictions are set out in "Underwriting" in this prospectus supplement. The distribution of this prospectus supplement and the accompanying prospectus and the offer or sale of the Notes in certain other jurisdictions may be restricted by law. Persons who come into possession of this prospectus supplement and the accompanying prospectus or any Notes must inform themselves about and observe any applicable restrictions on the distribution of this prospectus supplement and the accompanying prospectus and the offer and sale of the Notes.

We accept responsibility for the information contained in this prospectus supplement and the accompanying prospectus. To the best of our knowledge and belief (having taken all reasonable care to ensure that such is the case) the information contained in this prospectus supplement and the accompanying prospectus is in accordance with the facts and does not omit anything likely to affect the import of the information.

You must read this prospectus supplement and the accompanying prospectus as one along with all the documents which are deemed to be incorporated in this prospectus supplement and the accompanying prospectus by reference (see "Where You Can Find More Information"). This prospectus supplement and the accompanying prospectus must be read and construed on the basis that the incorporated documents are so incorporated and form part of this document, except as specified in this document.

We have not authorized any person to give any information or represent anything not contained in this prospectus supplement and the accompanying prospectus. You must not rely on any unauthorized information.

In order to facilitate the offering of the Notes, Bear Stearns, in its capacity as Global Coordinator of the offering of the Notes, may over-allot or effect transactions which stabilize or maintain the market price of the Notes at a level higher than that which might otherwise prevail in the open market. Specifically, Bear Stearns, on behalf of the Underwriters, may over-allot or otherwise create a short position in the Notes for the account of the Underwriters by selling more Notes than have been sold to them by us. Bear Stearns, on behalf of the Underwriters, may elect to cover any such short position by purchasing Notes in the open market. In addition, Bear Stearns, on behalf of the Underwriters, may stabilize or maintain the price of the Notes by bidding for or purchasing Notes in the open market and may impose penalty bids, under which selling concessions allowed to syndicate members or other broker-dealers participating in the offering are reclaimed if Notes previously distributed in the offering are repurchased in connection with stabilization transactions or otherwise. The effect of these transactions may be to stabilize or maintain the market price of the Notes at a level above that which might otherwise prevail in the open market. The imposition of a penalty bid may also affect the price of the Notes to the extent that it discourages resales of Notes. No representation is made as to the magnitude or effect of any such stabilization or other transactions. Such stabilizing, if commenced, may be discontinued at any time and in any event shall be discontinued within a limited period. No other party may engage in stabilization.

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### FORWARD-LOOKING STATEMENTS

*This prospectus supplement and the accompanying prospectus include and incorporate by reference "forward-looking statements" within the meaning of the securities laws. All statements regarding our expected financial position, business and financing plans are forward-looking statements. Forward-looking statements also include representations of our expectations or beliefs concerning future events that involve risks and uncertainties, including those associated with the effect of international, national and regional economic conditions and the performance of our products within the prevailing economic environment. Although we believe that the expectations reflected in those forward-looking statements are reasonable, those expectations may prove to be incorrect. Cautionary statements describing important factors that could cause actual results to differ materially from our expectations are disclosed in this prospectus supplement along with the forward-looking statements included or incorporated by reference in this prospectus supplement and the accompanying prospectus. All subsequent written and oral forward-looking statements attributable to us or persons acting on our behalf are expressly qualified in their entirety by such cautionary statements. These forward-looking statements speak only as of the date of the document in which they are made. We disclaim any obligation or undertaking to provide any updates or revisions to any forward-looking statement to reflect any change in our expectations or any change in events, conditions or circumstances on which the forward-looking statement is based.*

### WHERE YOU CAN FIND MORE INFORMATION

We file current, annual and quarterly reports, proxy statements and other information required by the Securities Exchange Act of 1934, as amended (the "Exchange Act"), with the SEC. You may read and copy any document we file at the SEC's public reference room located at 450 Fifth Street, N.W., Washington, D.C. 20549, U.S.A. Please call the SEC at 1-800-SEC-0330 for further information on the public reference room. Our SEC filings are also available to the public from the SEC's internet site at <http://www.sec.gov>. Copies of these reports, proxy statements and other information can also be inspected at the offices of the New York Stock Exchange, Inc. ("NYSE"), 20 Broad Street, New York, New York 10005, U.S.A.

Our website is <http://www.bearstearns.com>. We make available free of charge on our website, via a link to the SEC's internet site at <http://www.sec.gov>, our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, proxy statements and Forms 3, 4 and 5 filed on behalf of directors and executive officers and any amendments to such reports filed or furnished pursuant to the Exchange Act as soon as reasonably practicable after such material is electronically filed with, or furnished to, the SEC.

In addition, we currently make available on <http://www.bearstearns.com> our most recent annual report on Form 10-K, our quarterly reports on Form 10-Q for the current fiscal year and our most recent proxy statement, although in some cases these documents are not available on our website as soon as they are available on the SEC's internet site. You will need to have on your computer the Adobe Acrobat Reader software to view these documents, which are in the .PDF format.

The SEC allows us to "incorporate by reference" the information that we file with them, which means that we can disclose important information to you by referring you to the other information we have filed with the SEC. The information that we incorporate by reference is considered to be part of this prospectus supplement, and information that we file later with the SEC will automatically update and supersede this information.

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The following documents filed by us with the SEC pursuant to Section 13 of the Exchange Act (File No. 1-8989) and any future filings under Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act made before the termination of the offering of the Notes are incorporated by reference:

- (i) the Annual Report on Form 10-K (including the portions of the Company's Annual Report to Stockholders and Proxy Statement incorporated by reference therein) for the fiscal year ended November 30, 2003; and
- (ii) the Current Reports on Form 8-K dated December 15, 2003, December 17, 2003, December 17, 2003, January 7, 2004, January 21, 2004, March 3, 2004 and March 17, 2004.

We will provide to you without charge, a copy of any or all documents incorporated by reference into this prospectus supplement except the exhibits to such documents (unless such exhibits are specifically incorporated by reference in such documents). You may request copies by writing or telephoning us at our Investor Relations Department, The Bear Stearns Companies Inc., 383 Madison Avenue, New York, New York 10179, U.S.A.; telephone number (212) 272-2000. In addition, once the Notes are admitted to the Official List of the UK Listing Authority (as defined below), these documents will be available from BSIL in its capacity as listing agent for the Notes at its principal office at One Canada Square, London E14 5AD, England.

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#### SUMMARY OF THE OFFERING

<b>Issuer</b>	The Bear Stearns Companies Inc.
<b>Securities Offered</b>	US \$750,000,000 aggregate principal amount of 3.25% Global Notes due 2009.
<b>Specified Currency</b>	The Notes will be denominated in US dollars and all payments on the Notes will be made in US dollars.
<b>Offering Price</b>	The Notes are being offered at a price of 99.639% of par.
<b>Date of Original Issuance (Settlement Date)</b>	March 25, 2004.
<b>Maturity Date</b>	March 25, 2009.
<b>Interest Payment Dates</b>	September 25 and March 25 in each year, beginning September 25, 2004.
<b>Ranking</b>	The Notes will be unsecured and will rank equally with all our other unsecured and unsubordinated debt. Because we are a holding company, the Notes will be effectively subordinated to the claims of creditors of our subsidiaries with respect to their assets. At November 30, 2003:

we had outstanding (on an unconsolidated basis) approximately \$38.2 billion of debt and other obligations, including approximately \$34.5 billion of unsecured senior debt and \$3.3 billion of unsecured inter-company debt; and

our subsidiaries had outstanding (after elimination of inter-company items) approximately \$169.8 billion of debt and other obligations (including \$47.5 billion related to securities sold

under repurchase agreements, \$68.7 billion related to payables to customers, \$26.4 billion related to financial instruments sold, but not yet purchased, and \$27.2 billion of other liabilities, including \$16.5 billion of debt).

**Mandatory Redemption or Sinking Fund**

None.

**Optional Redemption**

The Notes may only be redeemed prior to maturity if certain events involving US taxation occur. See "Redemption Upon Certain Tax Events" below.

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**Payment of Additional Amounts**

Subject to the various exceptions and limitations set forth in this prospectus supplement, we will pay as additional interest or, as the case may be, principal on the Notes all such additional amounts that are necessary in order that the net payment by us or a paying agent of the principal of and interest on the Notes to a person that is not a US Holder (as defined under "Certain US Federal Income Tax Considerations"), after deduction for any present or future tax, assessment or governmental charge of the United States or a political subdivision or taxing authority of the United States or in the United States, imposed by withholding with respect to the payment, will not be less than the amount provided in the Notes to be then due and payable. See "Description of the Notes Payment of Additional Amounts" below.

**Redemption Upon Certain Tax Events**

If (a) as a result of any change in, or amendment to, the laws (or any regulations or rulings promulgated under those laws) of the United States (or any political subdivision or taxing authority of the United States or in the United States), or any change in, or amendments to, the official position regarding the application or interpretation of these laws, regulations or rulings, which is announced or becomes effective on or after the date of this prospectus supplement, we become or will become obligated to pay additional amounts as described in this prospectus supplement under the heading "Description of the Notes Payment of Additional Amounts" below or (b) any act is taken by a taxing authority of the United States on or after the date of this prospectus supplement, whether that act is taken with respect to us or any affiliate, that results in a substantial probability that we will or may be required to pay such additional amounts, then we may, at our option, redeem, in whole but not in part, the Notes on any interest payment date on not less than 30 nor more than 60 days' prior notice, at a redemption price equal to 100% of their principal amount, together with interest accrued on the Notes to the date fixed for redemption; provided that we determine, in our business judgment, that the obligation to pay such additional amounts cannot be avoided by the use of reasonable measures available to us, not including substitution of the obligor under the Notes. See "Description of the Notes Redemption Upon Certain Tax Events" below.

**Use of Proceeds**

We will use the net proceeds before expenses from the sale of the Notes of approximately \$744.7 million for general corporate purposes. These purposes may include additions to working capital, the repayment of short-term and long-term debt and making investments in or extending credit to our subsidiaries.

<b>Book-Entry Form</b>	The Notes will be issued only in book-entry form. This means that we will not issue certificates to you. Instead, the Notes will be issued in the form of one or more fully registered global securities, which will be deposited with a custodian. The Notes will be registered in the name of Cede & Co., as the nominee for The Depository Trust Company. You will not receive a definitive note representing your interest. This form will be referred to as "book-entry only." You may elect to hold your interests in the global securities through either The Depository Trust Company ("DTC") (in the United States) or Clearstream Banking, société anonyme ("Clearstream") or Euroclear Bank S.A./N.V., as operator of the Euroclear System ("Euroclear") (in Europe). Interests will be held on behalf of the participants of Clearstream and Euroclear on the books of their respective depositories. See "Description of Debt Securities Global Securities" in the accompanying prospectus and "Description of the Notes Book-Entry, Delivery and Form Global Clearance and Settlement Procedures" below.
<b>Events of Default</b>	See "Description of Debt Securities Events of Default" in the accompanying prospectus.
<b>Limitation on Liens</b>	See "Description of Debt Securities Limitation on Liens" in the accompanying prospectus.
<b>Listing</b>	We will make application to the Financial Services Authority in its capacity as competent authority under the Financial Services and Markets Act 2000 (the "UK Listing Authority") for the Notes to be admitted to the official list of the UK Listing Authority (the "Official List") and to the London Stock Exchange plc (the "London Stock Exchange") for such Notes to be admitted to trading on the London Stock Exchange's market for listed securities. We cannot guarantee that our application will be approved, settlement of the Notes is not conditional on obtaining the listing and we are not required to maintain the listing. See "Underwriting."
<b>Governing Law</b>	New York.
<b>Selling Restrictions</b>	There are selling restrictions for certain jurisdictions, including the United Kingdom. See "Underwriting" below.

#### RATIO OF EARNINGS TO FIXED CHARGES

Our ratio of earnings to fixed charges was 2.2 for the fiscal year ended November 30, 2003 and 1.7 for the fiscal year ended November 30, 2002. The ratio was calculated by dividing the sum of the fixed charges into the sum of the earnings before taxes and fixed charges. Fixed charges for purposes of the ratio consist of interest expense and certain other immaterial expenses.

#### THE BEAR STEARNS COMPANIES INC.

We are a holding company that, through our broker-dealer and international bank subsidiaries, principally Bear, Stearns & Co. Inc. ("Bear Stearns"), Bear, Stearns Securities Corp. ("BSSC"), Bear, Stearns International Limited ("BSIL") and Bear Stearns Bank plc ("BSB"), is a leading investment banking, securities and derivatives trading, clearance and brokerage firm serving corporations, governments, institutional and individual investors worldwide. BSSC, a subsidiary of Bear Stearns, provides professional and correspondent clearing services, in addition to

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clearing and settling customer transactions and certain of our proprietary transactions. In addition to conducting a substantial portion of our operating activities through certain of our regulated subsidiaries (Bear Stearns, BSSC, BSIL and BSB), we also conduct significant activities through other wholly-owned subsidiaries including: Bear Stearns Global Lending Limited, Custodial Trust Company, Bear Stearns Financial Products Inc., Bear Stearns Capital Markets Inc., EMC Mortgage Corporation, Bear Stearns Mortgage Capital Corporation, Bear Stearns Credit Products Inc. and Bear Stearns Forex Inc.

Our business includes:

market-making and trading in US government, government agency, corporate debt and equity, mortgage-related, asset-backed, municipal securities and high yield products;

trading in options, futures, foreign currencies, interest rate swaps and other derivative products;

securities, options and futures brokerage;

providing securities clearance services;

managing equity and fixed income assets for institutional and individual clients;

financing customer activities;

securities lending;

securities and futures arbitrage;

involvement in specialist activities on the NYSE, American Stock Exchange LLC ("AMEX") and International Securities Exchange ("ISE");

underwriting and distributing securities;

arranging for the private placement of securities;

assisting in mergers, acquisitions, restructurings and leveraged transactions;

making principal investments in leveraged acquisitions;

engaging in commercial real estate activities;

investment management and advisory services; and

fiduciary, custody, agency and securities research services.

Our business is conducted:

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from our principal offices in New York City;

from domestic regional offices in Atlanta, Boston, Chicago, Dallas, Denver, Los Angeles, San Francisco and San Juan;

from representative offices in Beijing, Herzliya, Hong Kong, Sao Paulo and Shanghai;

through international offices in Dublin, Hong Kong, London, Lugano, Milan, Singapore and Tokyo; and

through joint ventures with other firms in Belgium, Greece, Spain and Sweden.

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We are incorporated in the State of Delaware. Our principal executive office is located at 383 Madison, New York, New York 10179, USA, and our telephone number is (212) 272-2000. Our internet address is <http://www.bearstearns.com>. Unless otherwise stated in this prospectus supplement, the terms "Company," "we," "us" and "our" refer to The Bear Stearns Companies Inc. and its subsidiaries.

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### Directors of the Company

The following table sets forth certain information concerning the directors of the Company.

<b>Name</b>	<b>Age (as of January 31, 2004)</b>	<b>Principal Occupation and Directorships Held</b>	<b>Year First Elected to Serve as Director of the Company</b>
James E. Cayne	69	Chairman of the Board and Chief Executive Officer of the Company and Bear Stearns, member of the Executive Committee of the Company (the "Executive Committee"); member of the Board of Executives, New York Stock Exchange, Inc.	1985
Carl D. Glickman	77	Private Investor; Presiding Trustee and Chairman of the Executive Committee, Lexington Corporate Properties Trust	1985
Alan C. Greenberg	76	Chairman of the Executive Committee; Director, Viacom Inc.	1985
Donald J. Harrington	58	President, St. John's University; Director, The Reserve Fund, Reserve Institutional Trust, Reserve Tax-Exempt Trust, Reserve New York Tax-Exempt Trust and Reserve Special Portfolios Trust	1993
William L. Mack	63	Founder and Managing Partner, The Apollo Real Estate Investment Funds; President and Senior Managing Partner, The Mack Organization; Chairman of the Board of Mack-Cali Realty Corporation; Director, Vail Resorts, Inc. and Wyndham International, Inc.	1997



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Name	Age (as of January 31, 2004)	Principal Occupation and Directorships Held	Year First Elected to Serve as Director of the Company
Frank T. Nickell	56	President and Chief Executive Officer of Kelso & Company; Director, BlackRock Inc. and Earle M. Jorgensen Company	1993
Paul A. Novelly	60	Chairman of the Board and Chief Executive Officer of Apex Oil Company, Inc.; Director, Intrawest Corporation, and Boss Holdings, Inc.	2002
Frederic V. Salerno	60	Former Vice Chairman and Chief Financial Officer of Verizon Communications Inc.; Director, Popular, Inc., Viacom Inc., Consolidated Edison, Inc., The D & B Corporation and Gabelli Asset Management Inc.	1992

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Alan D. Schwartz	53	President and Co-Chief Operating Officer of the Company and Bear Stearns, member of the Executive Committee; Director, Champps Entertainment, Inc.	1987(1)
Warren J. Spector	46	President and Co-Chief Operating Officer of the Company and Bear Stearns, member of the Executive Committee	1990(1)
Vincent Tese	60	Chairman and Director of Wireless Cable International Inc.; Director, Bowne & Co., Inc., Cablevision Systems Corporation, Mack-Cali Realty Corporation, NWH, Inc. and Gabelli Asset Management Inc.	1994

(1)  
Did not serve as director during 1997 and 1998.

Mr. Cayne became Chairman of the Board on June 25, 2001. Mr. Cayne has been Chief Executive Officer of the Company and Bear Stearns for more than the past five years. Prior to June 25, 2001, Mr. Cayne was President of the Company and Bear Stearns for more than the preceding five years.

Mr. Glickman has been a private investor for more than the past five years. Mr. Glickman is also currently Chairman of the Compensation Committee of the Board of Directors of the Company.

Mr. Greenberg has been Chairman of the Executive Committee for more than the past five years. Prior to June 25, 2001, Mr. Greenberg was Chairman of the Board of the Company for more than the preceding five years.

Father Harrington has been the President of St. John's University for more than the past five years.

Mr. Mack has been Managing Partner of the Apollo Real Estate Investment Funds for more than the past five years. He has been President and Senior Managing Partner of The Mack Organization (a national owner, developer and investor in office and industrial buildings and other real estate) for more than the past five years. Mr. Mack is Chairman of the Board of Mack-Cali Realty Corporation (a publicly traded real estate investment trust). Mr. Mack is also currently Chairman of the Nominating Committee of the Board of Directors of the Company.

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Mr. Nickell has been President of Kelso & Company, a privately held merchant banking firm, for more than the past five years. Mr. Nickell was appointed Chief Executive Officer of Kelso & Company in 1998.

Mr. Novelly has been Chairman of the Board and Chief Executive Officer of Apex Oil Company, Inc., a privately held company engaged in wholesale marketing, storage and distribution of petroleum products, for more than the past five years.

Mr. Salerno was the Vice Chairman and Chief Financial Officer of Verizon Communications Inc. (formerly Bell Atlantic Corporation) until his retirement on September 30, 2002. Prior to June 2000, Mr. Salerno was the Senior Executive Vice President and Chief Financial Officer/Strategy and Business Development of Bell Atlantic Corporation. Prior to the merger of NYNEX Corp. ("NYNEX") and

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Bell Atlantic Corporation, Mr. Salerno was the Vice Chairman of the Board of NYNEX for more than five years.

Mr. Schwartz became President and Co-Chief Operating Officer of the Company and Bear Stearns on June 25, 2001. From June 30, 1999 to June 24, 2001, Mr. Schwartz was an Executive Vice President of Bear Stearns. Prior to June 30, 1999, Mr. Schwartz was an Executive Vice President of the Company and of Bear Stearns for more than the preceding five years.

Mr. Spector became President and Co-Chief Operating Officer of the Company and Bear Stearns on June 25, 2001. From June 30, 1999 to June 24, 2001, Mr. Spector was an Executive Vice President of Bear Stearns. Prior to June 30, 1999, Mr. Spector was an Executive Vice President of the Company and of Bear Stearns for more than the preceding five years.

Mr. Tese has been Chairman of Wireless Cable International Inc. since April 1995. Mr. Tese was Chairman of Cross Country Wireless Inc. from October 1994 to July 1995 and was a corporate officer and a general partner of Cross Country Wireless Inc.'s predecessors, Cross Country Wireless Cable I, L.P. and Cross Country Wireless Cable West, L.P., from 1990 until October 1994. Mr. Tese was the Director of Economic Development for the State of New York from June 1987 to December 1994. Mr. Tese is currently Chairman of the Audit Committee, the Corporate Governance Committee and the Qualified Legal Compliance Committee of the Board of Directors of the Company.

There is no family relationship among any of the directors or executive officers.

All directors hold office until our next Annual Meeting of Stockholders or until their successors have been duly elected and qualified. Officers serve at the discretion of the Board of Directors.

The business address for each director is 383 Madison Avenue, New York, New York 10179, USA.

### USE OF PROCEEDS

We will use the net proceeds before expenses from the sale of the Notes of approximately \$744.7 million for general corporate purposes. These purposes may include additions to working capital, the repayment of short-term and long-term debt and making investments in or extending credit to our subsidiaries.

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### CAPITALIZATION

The following table sets forth our consolidated capitalization as of November 30, 2003, and as adjusted to give effect to the offering of the Notes. It is important that you read the following information along with the consolidated financial statements and notes thereto incorporated by reference in this prospectus supplement and the accompanying prospectus. See "Where You Can Find More Information" and "General Information".

November 30, 2003\*

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Actual	As Adjusted
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	November 30, 2003*	
	(in thousands)	
<b>Short-Term Borrowings:</b>		
Bank and Other Borrowings	\$ 7,740,816	\$ 7,740,816
Commercial Paper	3,696,758	3,696,758
Medium-Term Notes	1,950,088	1,950,088
<b>Total Short-Term Borrowings</b>	<b>\$ 13,387,662</b>	<b>\$ 13,387,662</b>
<b>Long-Term Borrowings:</b>		
Floating Rate Notes due 2004 to 2007	\$ 1,643,902	\$ 1,643,902
Fixed Rate Senior Notes due 2004 to 2018; interest rates ranging from 2.875% to 8.75%	13,356,389	14,103,682
Medium-Term Notes	14,430,174	14,430,174
<b>Total Long-Term Borrowings</b>	<b>29,430,465</b>	<b>30,177,758</b>
<b>Guaranteed Preferred Beneficial Interests in Company Subordinated Debt Securities(1)</b>	<b>562,500</b>	<b>562,500</b>
<b>Stockholders' Equity:</b>		
Preferred Stock, \$1.00 par value; Series A, E, F, and G, 10,000,000 shares authorized; 6,250,000 shares issued(2)	538,415	538,415
Common Stock, \$1.00 par value; 500,000,000 shares authorized; 184,805,848 shares issued	184,806	184,806
Paid-in Capital	3,245,380	3,245,380
Retained Earnings	4,954,508	4,954,508
Employee Stock Compensation Plans	2,299,170	2,299,170
Unearned Compensation	(188,952)	(188,952)
Treasury Stock: Common Stock, 82,233,811 shares	(3,563,239)	(3,563,239)
<b>Total Stockholders' Equity</b>	<b>7,470,088</b>	<b>7,470,088</b>
<b>Total Long-Term Borrowings, Guaranteed Preferred Beneficial Interests in Company Subordinated Debt Securities and Stockholders' Equity</b>	<b>\$ 37,463,053</b>	<b>\$ 38,210,346</b>

\*

Certain information regarding the Company's results of operations and certain other information at February 29, 2004 and for the three months ended February 29, 2004 is contained in the Company's Current Report on Form 8-K dated March 17, 2004, which is incorporated herein by reference.

- (1) Guaranteed Preferred Beneficial Interests in Company Subordinated Debt Securities reflects the preferred securities of Bear Stearns Capital Trust II and Bear Stearns Capital Trust III. Each of the trusts is a wholly-owned subsidiary of the Company and holds certain of our subordinated debentures as its sole asset. The preferred securities of Bear Stearns Capital Trust II and Bear Stearns Capital Trust III are guaranteed by the Company and are unsecured. On December 15, 2003, \$300.0 million of outstanding principal amount of the preferred securities of Bear Stearns Capital Trust II was redeemed.
- (2) On January 15, 2004, the Company redeemed and retired all of its outstanding Adjustable Rate Cumulative Preferred Stock, Series A for a redemption value of approximately \$24.0 million.

## SELECTED CONSOLIDATED FINANCIAL DATA

The financial data in the following table for the fiscal years ended November 30, 2003, November 30, 2002, November 30, 2001, November 30, 2000, the five months ended November 26, 1999, and the fiscal year ended June 30, 1999 has been derived from information contained in or incorporated by reference into our Annual Reports on Form 10-K. See "Where You Can Find More Information" and "General Information".

	Fiscal Year Ended November 30,				Five Months Ended November 26, 1999	Fiscal Year Ended June 30, 1999
	2003*	2002	2001	2000		
(In thousands, except common share data and other data)						
<b>Results:</b>						
Revenues	\$ 7,395,444	\$ 6,890,816	\$ 8,701,033	\$ 10,247,964	\$ 3,462,549	\$ 7,846,314
Interest expense	1,400,953	1,762,580	3,793,998	4,772,286	1,524,046	3,344,190
Revenues, net of interest expense	5,994,491	5,128,236	4,907,035	5,475,678	1,938,503	4,502,124
<b>Non-interest expenses:</b>						
Employee compensation and benefits	2,880,695	2,508,197	2,528,852	2,788,638	964,529	2,265,830
Non-compensation expenses	1,341,527	1,309,076	1,443,739	1,515,517	520,382	1,172,186
Total non-interest expenses	4,222,222	3,817,273	3,972,591	4,304,155	1,484,911	3,438,016
Income before provision for income taxes and cumulative effect of change in accounting principle	1,772,269	1,310,963	934,444	1,171,523	453,592	1,064,108
Provision for income taxes	615,863	432,618	309,479	398,340	167,778	391,060
Income before cumulative effect of change in accounting principle	1,156,406	878,345	624,965	773,183	285,814	673,048
Cumulative effect of change in accounting principle, net of tax(1)			(6,273)			
Net income	\$ 1,156,406	\$ 878,345	\$ 618,692	\$ 773,183	\$ 285,814	\$ 673,048
Net income applicable to common shares	\$ 1,125,031	\$ 842,739	\$ 579,579	\$ 734,070	\$ 269,517	\$ 633,618
<b>Financial Position:</b>						
Total assets	\$ 212,168,110	\$ 184,854,423	\$ 185,530,228	\$ 168,631,602	\$ 162,037,962	\$ 153,894,340
Long-term borrowings	\$ 29,430,465	\$ 23,681,399	\$ 23,429,054	\$ 20,095,888	\$ 15,911,392	\$ 14,647,092

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Fiscal Year Ended November 30,

Guaranteed Preferred Beneficial Interests in Company Subordinated Debt Securities (2)	562,500 \$	562,500 \$	762,500 \$	500,000 \$	500,000 \$	500,000
Stockholders' equity	\$ 7,470,088	\$ 6,382,083	\$ 5,628,527	\$ 5,654,288	\$ 4,941,947	\$ 4,955,509

**Common Share Data: (3)**

Basic earnings per share	\$ 9.44	\$ 7.00	\$ 4.49	\$ 5.37	\$ 1.78	\$ 4.26
Diluted earnings per share	\$ 8.52	\$ 6.47	\$ 4.27	\$ 5.35	\$ 1.78	\$ 4.26
Cash dividends declared per common share	\$ 0.74	\$ 0.62	\$ 0.60	\$ 0.55	\$ 0.29	\$ 0.56
Book value per common share	\$ 48.69	\$ 39.94	\$ 33.84	\$ 31.51	\$ 26.93	\$ 25.60
Common shares outstanding (4)	142,369,836	145,591,496	146,465,210	158,039,960	165,956,810	167,265,996

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**Other Data:**

Return on average common equity	20.2%	18.1%	13.7%	19.1%	16.6%	18.8%
Profit margin (5)	29.6%	25.6%	19.0%	21.4%	23.4%	23.6%
Employees	10,532	10,574	10,452	11,201	10,081	9,808

\*

Certain information regarding the Company's results of operations and certain other information at February 29, 2004 and for the three months ended February 29, 2004 is contained in the Company's Current Report on Form 8-K dated March 17, 2004, which is incorporated herein by reference.

- (1) At December 1, 2000, the Company recognized a cumulative after-tax loss of \$6.3 million as a result of adopting Statement of Financial Accounting Standards No. 133, "Accounting for Derivative Instruments and Hedging Activities."
- (2) As of November 30, 2003 and November 30, 2002, Guaranteed Preferred Beneficial Interests in Company Subordinated Debt Securities reflects the preferred securities of Bear Stearns Capital Trust II and Bear Stearns Capital Trust III. As of November 30, 2001, Guaranteed Preferred Beneficial Interests in Company Subordinated Debt Securities reflects preferred securities of Bear Stearns Capital Trust I, Bear Stearns Capital Trust II and Bear Stearns Capital Trust III. As of November 30, 2000, November 26, 1999 and June 30, 1999 Guaranteed Preferred Beneficial Interests in Company Subordinated Debt Securities reflects preferred securities of Bear Stearns Capital Trust I and Bear Stearns Capital Trust II. Each of the trusts is a wholly-owned subsidiary of the Company and holds certain of our subordinated debentures as its sole asset. The preferred securities of Bear Stearns Capital Trust II and Bear Stearns Capital Trust III are guaranteed by the Company and are unsecured.
- (3) Reflects all stock dividends prior to November 30, 2003.
- (4) Common shares outstanding include units issued under certain stock compensation plans which will be distributed as shares of common stock.
- (5) Represents the ratio of income before provision for income taxes to revenues, net of interest expense.

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**DESCRIPTION OF THE NOTES**

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The following discussion of the terms of the Notes and the Indenture supplements the general terms and provisions of the debt securities contained in the accompanying prospectus under the heading "Description of Debt Securities" and identifies any general terms and provisions described in the accompanying prospectus that will not apply to the Notes.

You can find the definitions of certain capitalized terms used in this section under "Description of Debt Securities" in the accompanying prospectus. For purposes of this section only, references to "we," "us" and "our" include only The Bear Stearns Companies Inc. and not its subsidiaries. We will issue the Notes under the Indenture, dated as of May 31, 1991, as supplemented by the First Supplemental Indenture, dated January 29, 1998 (as supplemented, the "Indenture"), between us and JPMorgan Chase Bank (formerly, The Chase Manhattan Bank), as trustee (the "Trustee").

The terms of the Notes include those stated in the Indenture and those made part of the Indenture by reference to the Trust Indenture Act of 1939, as amended. A copy of the Indenture has been filed as an exhibit to the Registration Statement and is available as set forth under "Where You Can Find More Information" and "General Information."

The following description along with the description in the accompanying prospectus is a summary of the material provisions of the Indenture. It does not restate the Indenture in its entirety. We urge you to read the Indenture because it, and not these descriptions, defines your rights as a holder of the Notes (a "Holder").

### **Brief Description of the Notes**

The Notes will:

be a single series of our debt securities under the Indenture;

be our unsecured senior debt;

rank equally with all of our other unsecured and unsubordinated debt;

only be redeemable before their maturity if certain events involving US taxation occur as discussed under "Redemption by the Company Upon Certain Tax Events";

be subject to defeasance in compliance with the Indenture, see "Description of Debt Securities Defeasance" in the accompanying prospectus; and

be issued in denominations of \$1,000 increased in multiples of \$1,000.

Because we are a holding company, the Notes will be effectively subordinated to the claims of creditors of our subsidiaries with respect to their assets. At November 30, 2003:

we had outstanding (on an unconsolidated basis) approximately \$38.2 billion of debt and other obligations, including approximately \$34.5 billion of unsecured senior debt and \$3.3 billion of unsecured inter-company debt; and

our subsidiaries had outstanding (after elimination of inter-company items) approximately \$169.8 billion of debt and other obligations (including \$47.5 billion related to securities sold under repurchase agreements, \$68.7 billion related to payables to customers, \$26.4 billion related to financial instruments sold, but not yet purchased, and \$27.2 billion of other liabilities, including \$16.5 billion of debt).

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### **Principal, Maturity and Interest**

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The Notes will be issued in the offering and will mature on March 25, 2009. We may, without your consent, issue additional notes having the same ranking and the same interest rate, maturity and other terms as the Notes. Any of these additional notes, together with the Notes described in this Prospectus Supplement will constitute a single series of debt securities under the Indenture. However, no additional notes may be issued if an Event of Default has occurred and is continuing with respect to the Notes.

Interest on the Notes will accrue at the rate of 3.25% per annum and will be paid every six months on each September 25 and March 25, beginning on September 25, 2004 (which first payment includes interest from the date of issuance), to the persons who are registered Holders at the close of business on the September 15 and March 15 immediately before the applicable interest payment date. If an interest payment date is not a business day, the interest payment will be made on the next business day, and the Holder is not entitled to any additional interest for the delay.

Interest on the Notes will accrue from the most recent date to which interest has been paid, or if no interest has been paid, from and including March 25, 2004. Interest will be computed on the basis of a 360-day year of twelve 30-day months. The Notes will not be entitled to the benefit of any mandatory sinking fund.

### **Principal Paying Agent, Paying Agents, Registrar and Transfer Agent**

JPMorgan Chase Bank (formerly, The Chase Manhattan Bank), the Trustee under the Indenture, will initially act as the principal office or agency where Notes may be presented for payment (the "Principal Paying Agent"). We have also agreed that as long as the Notes are listed on the London Stock Exchange and its rules require, we will appoint and maintain a transfer agent and paying agent in London. We have appointed JPMorgan Chase Bank (formerly, The Chase Manhattan Bank) to serve as registrar (the "Registrar") under the Indenture. The terms "paying agent" and "transfer agent" include the Principal Paying Agent and the Registrar and any additional or successor agents appointed by us. The names of the initial Paying Agents and Transfer Agents and their initial specified offices are set out below.

### **Methods of Receiving Payments on the Notes**

The Principal Paying Agent will pay interest to DTC, or its nominee, by wire transfer of same day funds for credit to the accounts of DTC's participants and subsequent distribution to the beneficial owners of the Notes, or, if the Notes are issued in certificated form under the circumstances described below in " Book-Entry, Delivery and Form Definitive Notes," the Principal Paying Agent will pay the registered Holder of the Notes against presentation and surrender by such Holder of its Note to any paying agent, by US dollar check drawn on a bank in New York City and mailed on the business day immediately before the interest due date.

### **Payment of Additional Amounts**

Subject to the various exceptions and limitations set forth below, we will pay as additional interest or principal, as the case may be, on the Notes, all such additional amounts that are necessary in order that the net payment by us or a paying agent of the principal of and interest on the Notes to a person that is not a US Holder (as defined under "Certain US Federal Income Tax Considerations," below), after deduction for any present or future tax, assessment or governmental charge of the United States or a political subdivision or taxing authority thereof or therein, imposed by withholding with respect to

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the payment, will not be less than the amount provided in the Notes to be then due and payable. However, the obligation to pay additional amounts shall not apply:

(1) to a tax, assessment or governmental charge that is imposed or withheld solely by reason of the Holder, or a fiduciary, settlor, beneficiary, member or shareholder of the Holder, if the Holder is an estate, trust, partnership or corporation for federal income tax purposes, or a person holding a power over such an estate, trust, partnership or corporation, or a person holding a power over such an estate or trust administered by a fiduciary holder, being considered as:

(a) being or having been present or engaged in a trade or business in the United States or having or having had a permanent establishment in the United States;

(b) having a current or former connection with the United States, including a connection as a citizen or resident thereof;

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(c) being or having been a foreign or domestic personal holding company, a passive foreign investment company or a controlled foreign corporation with respect to the United States or a corporation that has accumulated earnings to avoid United States federal income tax;

(d) being or having been a private foundation or other tax-exempt organization;

(e) being or having been a "10-percent shareholder" of the Company as defined in Section 871(h)(3) of the United States Internal Revenue Code or any successor provision; or

(f) being a bank receiving payments on an extension of credit made pursuant to a loan agreement entered into in the ordinary course of its trade or business;

(2) to any Holder that is not the sole beneficial owner of the Notes, or a portion thereof, or that is a fiduciary or partnership, but only to the extent that a beneficiary or settlor with respect to the fiduciary, a beneficial owner or member of the partnership would not have been entitled to the payment of an additional amount had the beneficiary, settlor, beneficial owner or member received directly its beneficial or distributive share of the payment;

(3) to a tax, assessment or governmental charge that is imposed or withheld solely by reason of the failure of the Holder or any other person to comply with certification, identification or information reporting requirements concerning the nationality, residence, identity or connection with the United States of the Holder or beneficial owner of such Note, if compliance is required by statute or regulation of the United States or of any political subdivision or taxing authority thereof or therein, or by an applicable income tax treaty to which the United States is a party as a precondition to exemption from such tax, assessment or other governmental charge;

(4) to a tax, assessment or g