

WESTPAC BANKING CORP
Form FWP
November 19, 2013

Filed Pursuant to Rule 433

Registration Statement No. 333-185478

Free Writing Prospectus

(To Preliminary Prospectus Supplement dated November 18, 2013 and Prospectus dated December 14, 2012)

November 18, 2013

US\$500,000,000 1.050% Notes due November 25, 2016

US\$1,250,000,000 Floating Rate Notes due November 25, 2016

1.050% Notes due November 25, 2016

| | |
|-------------------|---------------------------------------|
| Issuer: | Westpac Banking Corporation |
| Principal Amount: | US\$500,000,000 |
| Ranking: | Senior Unsecured |
| Expected Ratings: | Aa2/AA-; Stable/Stable (Moody s/S&P)* |
| Legal Format: | SEC Registered Global Notes |
| Trade Date: | November 18, 2013 |
| Settlement Date: | November 25, 2013 (T+5) |
| Maturity Date: | November 25, 2016 |
| Coupon: | 1.050% |
| Price to Public: | 99.938% |

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| Benchmark Treasury: | 0.625% due November 15, 2016 |
| Benchmark Treasury Spot and Yield: | 100-07 / 0.551% |
| Re-offer Spread to Benchmark Treasury: | 52 basis points |
| Re-offer Yield: | 1.071% |
| Gross Spread: | 15 basis points |
| All-in Price: | 99.788% |

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|---------------------------|--|
| Interest Payment Dates: | Payable semi-annually in arrears on May 25 and November 25 of each year, commencing May 25, 2014, subject to Business Day Convention |
| Day Count Convention: | 30/360, unadjusted |
| Net Proceeds: | US\$498,940,000 |
| 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: | 961214 CD3 |
| ISIN: | US961214CD32 |
| Joint Active Bookrunners: | Citigroup Global Markets Inc. J.P. Morgan Securities LLC RBC Capital Markets, LLC |

US\$1,250,000,000 Floating Rate Notes due November 25, 2016

| | |
|-------------------|---------------------------------------|
| 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: | November 18, 2013 |
| Settlement Date: | November 25, 2013 (T+5) |
| Maturity Date: | November 25, 2016 |
| Price to Public: | 100% |

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|--------------------------|---|
| Interest: | Floating Rate |
| Reference Benchmark: | U.S. Dollar three-month LIBOR |
| Spread to Benchmark: | plus 43 basis points |
| Gross Spread: | 15 basis points |
| All-in Price: | 99.850% |
| Interest Payment Dates: | Payable quarterly in arrears on February 25, May 25, August 25 and November 25 of each year, commencing February 25, 2014, subject to Business Day Convention |
| Interest Reset Dates: | Quarterly on February 25, May 25, August 25 and November 25 of each year, commencing February 25, 2014 |
| Initial Interest Rate: | U.S. Dollar three-month LIBOR, determined as of two London business days prior to the Settlement Date, plus 43 basis points |
| Day Count Convention: | Actual/360 |
| Net Proceeds: | US\$1,248,125,000 |
| 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 November 25, 2013 and will end on and include February 24, 2014. |
| Denominations: | Minimum of US\$2,000 with increments of US\$1,000 thereafter |
| CUSIP: | 961214 CE1 |

ISIN: US961214CE15

Joint Active Bookrunners: Citigroup Global Markets Inc.
J.P. Morgan Securities LLC
RBC Capital Markets, LLC

Free Writing Prospectus

(To Preliminary Prospectus Supplement dated November 18, 2013 and Prospectus dated December 14, 2012)

***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. 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, J.P. Morgan Securities LLC toll-free at 212-834-4533 or RBC Capital Markets, LLC toll-free at 866-375-6829.
