

SOUTHERN COPPER CORP/  
Form FWP  
November 06, 2012

FILED PURSUANT TO RULE 433

FILE NO. 333-165904

**Issuer Free Writing Prospectus dated November 5, 2012 relating to the  
Preliminary Prospectus Supplement dated October 29, 2012  
and to the Prospectus dated April 5, 2010**

**SOUTHERN COPPER CORPORATION**

**US\$300,000,000 3.500% NOTES DUE 2022**

**US\$1,200,000,000 5.250% NOTES DUE 2042**

*This term sheet relates to the notes referenced above (the "notes") and should be read together with the preliminary prospectus supplement dated October 29, 2012 and the prospectus dated April 5, 2010 (including the documents incorporated by reference therein) relating to the notes offering before making a decision in connection with an investment in the notes.*

**Issuer:** Southern Copper Corporation (the "Issuer")

**Security Description:** 3.500% notes due 2022 (the "2022 notes")  
5.250% notes due 2042 (the "2042 notes")

**Transaction Type:** SEC Registered

**Currency:** US Dollars

**Total Principal Amount:** The 2022 notes: US\$300,000,000  
The 2042 notes: US\$1,200,000,000

**Offering Price:** The 2022 notes: 99.657%  
The 2042 notes: 98.207%

**Underwriting Discount:** The 2022 notes: 0.300%  
The 2042 notes: 0.400%

**Net Proceeds to Issuer**

**(before expenses):** The 2022 notes: US\$298,071,000

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The 2042 notes: US\$1,173,684,000

**Maturity:**

The 2022 notes: November 8, 2022

The 2042 notes: November 8, 2042

**Coupon:**

The 2022 notes: 3.500%

The 2042 notes: 5.250%

<b>Benchmark Treasury:</b>	The 2022 notes: 1.625% due August 15, 2022 The 2042 notes: 3.000% due May 15, 2042
<b>Benchmark Treasury Yield:</b>	The 2022 notes: 1.691% The 2042 notes: 2.871%
<b>Spread to Benchmark Treasury:</b>	The 2022 notes: + 185.0 bps The 2042 notes: + 250.0 bps
<b>Yield to Maturity:</b>	The 2022 notes: 3.541% The 2042 notes: 5.371%
<b>Expected Issue Ratings<sup>1</sup>:</b>	Baa2 (Moody's) / BBB (S&P) / BBB (Fitch)
<b>Use of Proceeds:</b>	Net proceeds of the offering are expected to be used for general corporate purposes, including the financing of the Issuer's capital expenditure program
<b>Interest Payment Dates:</b>	May 8 and November 8 of each year, commencing on May 8, 2013
<b>Day Count Convention:</b>	30/360
<b>Trade Date:</b>	November 5, 2012
<b>Settlement Date:</b>	November 8, 2012
<b>CUSIP/ISIN:</b>	The 2022 notes: CUSIP: 84265V AF2 ISIN: US84265VAF22  The 2042 notes: CUSIP: 84265V AG0 ISIN: US84265VAG05
<b>Denomination:</b>	\$2,000 and integral multiples of \$1,000 in excess thereof
<b>Optional Redemption:</b>	The 2022 notes: Make-whole call at UST + 27.5 basis points The 2042 notes: Make-whole call at UST + 37.5 basis points
<b>Listing:</b>	The Issuer has applied to list the notes on the Global Exchange Market of the Irish Stock Exchange Limited

<sup>1</sup> 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.

**Governing Law:**  
**Joint Bookrunners and Joint**

State of New York

**Lead Managers:**

HSBC Securities (USA) Inc.  
Morgan Stanley & Co. LLC  
Credit Suisse Securities (USA) LLC  
Merrill Lynch, Pierce, Fenner & Smith Incorporated

\* \* \*

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 the 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). The file number of the Issuer's registration statement is No. 333-165904. Alternatively, the Issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by contacting HSBC Securities (USA) Inc., toll-free at 1-866-811-8049; Morgan Stanley & Co. LLC, 1585 Broadway, New York, NY 10036, Attention: Investment Banking Division, telephone: 1-866-718-1649 or by facsimile: 212-507-8999; Credit Suisse Securities (USA) LLC, toll-free at 1-800-221-1037; or Merrill Lynch, Pierce, Fenner & Smith Incorporated, toll-free at 1-800-294-1322.

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