

SUNTRUST BANKS INC
Form FWP
March 01, 2016

Issuer Free Writing Prospectus

Filed Pursuant to Rule 433

Registration No. 333-206953

SUNTRUST BANKS, INC.

TERM SHEET

\$1,000,000,000 2.90% Senior Notes due 2021

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| Issuer: | SunTrust Banks, Inc. (SunTrust) |
| Title of Securities: | 2.90% Senior Notes due 2021 |
| Issue Size: | \$1,000,000,000 |
| Trade Date: | February 29, 2016 |
| Settlement Date: | March 3, 2016 (T+3) |
| Maturity Date: | March 3, 2021 |
| Treasury Benchmark: | 1.125% US Treasury due February 28, 2021 |
| Treasury Yield: | 1.217% |
| Spread to Treasury: | +173 bps |
| Re-offer Yield: | 2.947% |
| Coupon: | 2.90% per annum |
| Interest Payment Dates: | Semiannually in arrears on March 3 and September 3 of each year beginning on September 3, 2016. |
| Optional Redemption Provisions: | The Notes will not be subject to redemption at SunTrust's option at any time prior to February 3, 2021 (one month prior to the maturity date). At any time on or after February 3, 2021, the Notes may be redeemed at SunTrust's option at a redemption price equal to 100% of the principal amount of the Notes, plus accrued but unpaid interest thereon to the date of redemption. |
| Ranking: | The Notes will be senior unsecured indebtedness of SunTrust and rank equally with SunTrust's other senior unsecured indebtedness and will be effectively subordinated to SunTrust's secured indebtedness and indebtedness of SunTrust's subsidiaries. |

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| Use of Proceeds: | SunTrust intends to use the net proceeds from the offering, together with cash on hand, to redeem \$1.0 billion in aggregate principal amount of its outstanding 3.6% Senior Notes due 2016 in accordance with their terms and to use any additional amounts for general corporate purposes. |
| Denominations: | Minimum denominations of \$5,000 and integral multiples of \$1,000 in excess thereof |
| Price to Public: | 99.783% |
| Underwriting Discount: | 0.300% |
| Net Proceeds to the Issuer (after underwriting discounts but before offering expenses): | \$994,830,000 |
| Listing: | None |
| Expected Ratings: | Baa1 / BBB+ / A- (Moody's / S&P / Fitch)* |
| CUSIP/ISIN: | 867914 BK8 / US867914BK85 |
| Joint Book-Runners: | SunTrust Robinson Humphrey, Inc. Citigroup Global Markets Inc. Deutsche Bank Securities Inc. Morgan Stanley & Co. LLC |
| Co-Managers: | J.P. Morgan Securities LLC RBC Capital Markets, LLC UBS Securities LLC Lebenthal & Co., LLC Mischler Financial Group, Inc. |

* **Note:** An explanation of the significance of securities ratings may be obtained from the assigning rating agencies. Generally, rating agencies base their ratings on such material and information, and such of their own investigations, studies and assumptions, as they deem appropriate. The rating of the notes should be evaluated independently from similar ratings of other securities. A securities rating is not a recommendation to buy, sell or hold securities and may be subject to review, revision, suspension, reduction or withdrawal at any time by the assigning rating agency.

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 or any underwriter will arrange to send you the prospectus if you request it by contacting SunTrust Robinson Humphrey, Inc. at 800-685-4786, Citigroup Global Markets Inc., c/o Broadridge Financial Solutions, 1155 Long Island Avenue, Edgewood, NY 11717, telephone: 1-800-831-9146, Deutsche Bank Securities Inc. at (800) 503-4611, or Morgan Stanley & Co. LLC at 1-866-718-1649.