DEUTSCHE BANK AKTIENGESELLSCHAFT
Form 424B2
November 13, 2017

Pricing Supplement No. 2965B
To product supplement B dated July 31, 2015,

prospectus supplement dated July 31, 2015 and

prospectus dated April 27, 2016

Registration Statement No. 333–206013

Rule 424(b)(2)

Deutsche Bank AG

$4,000,000 Callable Contingent Yield Securities Linked to the Least Performing of the Common Stock of Kimberly-Clark Corporation, the Common Stock of Kellogg Company and the Common Stock of Newell Brands Inc. due November 17, 2021

General

- The Callable Contingent Yield Securities (the "**securities**") are linked to the least performing of the common stock of Kimberly-Clark Corporation, the common stock of Kellogg Company and the common stock of Newell Brands Inc. (each, an "**Underlying**," and collectively, the "**Underlyings**") and may pay a Contingent Coupon of $63.25 per $1,000 Face Amount of securities on the relevant quarterly Coupon Payment Dates, calculated based on a coupon rate of 25.30% per annum). Investors will receive a Contingent Coupon on a Coupon Payment Date **only if** the Closing Prices of **all** the Underlyings on each scheduled trading day during the applicable quarterly Coupon Period are greater than or equal to their respective Coupon Barriers (equal to 70.00% of their respective Initial Prices). Otherwise, no Contingent Coupon will be payable with respect to that Observation Date. The securities may not pay Contingent Coupons on some or all of the Coupon Payment Dates and, therefore, should **not** be viewed as conventional debt securities with periodic coupon payments.

- The Issuer may, in its sole discretion, redeem the securities in whole, but not in part, on any Coupon Payment Date prior to the Maturity Date, which we refer to as the "**Call Settlement Date**." If the securities are redeemed by the Issuer, investors will receive a cash payment per $1,000 Face Amount of securities on the Call Settlement Date equal to the Face Amount *plus* any Contingent Coupon that may be due on such date. The securities will cease to be outstanding following an early redemption and no Contingent Coupon will accrue or be payable following such early redemption.

- If the securities are not redeemed by us prior to maturity and the Final Price of the least performing Underlying, which we refer to as the "**Laggard Underlying**," is greater than or equal to its Trigger Price (equal to 70.00% of its Initial Price), investors will receive a cash payment per $1,000 Face Amount of securities at maturity equal to the Face Amount *plus* any Contingent Coupon otherwise due on such date. However, if the securities are not redeemed by us and the Final Price of the Laggard Underlying is less than its Trigger Price, for each $1,000 Face Amount of securities, investors will lose 1.00% of the Face Amount for every 1.00% by which the Final Price of the Laggard Underlying is less than its Initial Price. The securities do not pay any dividends and investors should be willing to lose a significant portion or all of their investment if the securities are not redeemed by us and the Final Price of **any** of the Underlyings is less than its Trigger Price. **Any payment on the securities is subject to the credit of the Issuer**.

· Senior unsecured obligations of Deutsche Bank AG due November 17, 2021

· Minimum purchase of $1,000. Minimum denominations of $1,000 (the "**Face Amount**") and integral multiples thereof.

· The securities priced on November 9, 2017 (the "**Trade Date**") and are expected to settle on November 16, 2017 (the "**Settlement Date**").

Key Terms

Issuer:	Deutsche Bank AG, London Branch			
Issue Price:	100% of the Face Amount			
Underlyings:	Underlying	Ticker Symbol	Initial Price	Coupon Barrier / Trigger Price
	Common stock of Kimberly-Clark Corporation	KMB	$113.23	$79.26
	Common stock of Kellogg Company	K	$62.82	$43.97
	Common stock of Newell Brands Inc.	NWL	$31.41	$21.99

(*Key Terms continued on next page*)

Investing in the securities involves a number of risks. See "Risk Factors" beginning on page 7 of the accompanying product supplement, page PS–5 of the accompanying prospectus supplement and page 13 of the accompanying prospectus and "Selected Risk Considerations" beginning on page PS–12 of this pricing supplement.

The Issuer's estimated value of the securities on the Trade Date is $964.10 per $1,000 Face Amount of securities, which is less than the Issue Price. Please see "Issuer's Estimated Value of the Securities" on page PS–4 of this pricing supplement for additional information.

By acquiring the securities, you will be bound by and deemed irrevocably to consent to the imposition of any Resolution Measure (as defined below) by the competent resolution authority, which may include the write down of all, or a portion, of any payment on the securities or the conversion of the securities into ordinary shares or other instruments of ownership. If any Resolution Measure becomes applicable to us, you may lose some or all of your investment in the securities. Please see "Resolution Measures and Deemed Agreement" on page PS–5 of this pricing supplement for more information.

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

	Price to Public	Discounts and Commissions[1]	Proceeds to Us

Per Security	$1,000.00	$0.00	$1,000.00
Total	$4,000,000.00	$0.00	$4,000,000.00

(1) For more detailed information about discounts and commissions, please see "Saupplemental Plan of Distribution (Conflicts of Interest)" in this pricing supplement. Deutsche Bank Securities Inc. ("**DBSI**"), acting as agent for Deutsche Bank AG, will not receive a selling concession in connection with the sale of the securities. Investors that purchase and hold the securities in fee-based advisory accounts may be charged fees based on the amount of assets held in those accounts, including the securities.

The agent for this offering is our affiliate. For more information, please see "Supplemental Plan of Distribution (Conflicts of Interest)" in this pricing supplement.

The securities are not deposits or savings accounts and are not insured or guaranteed by the Federal Deposit Insurance Corporation or any other U.S. or foreign governmental agency or instrumentality.

Deutsche Bank Securities

November 9, 2017

(*Key Terms continued from previous page*)

	· **If the Closing Prices of *all* the Underlyings on each scheduled trading day during the applicable quarterly Coupon Period are *greater than* or *equal to* their respective Coupon Barriers**, Deutsche Bank AG will pay you the Contingent Coupon per $1,000 Face Amount of securities applicable to such Observation Date on the related Coupon Payment Date.
Contingent Coupon Feature:	· **If the Closing Price of *any* Underlying on any scheduled trading day during the applicable quarterly Coupon Period is *less than* its Coupon Barrier**, the Contingent Coupon per $1,000 Face Amount of securities applicable to such Observation Date will not be payable and Deutsche Bank AG will not make any payment to you on the related Coupon Payment Date.
	The Contingent Coupon will be a fixed amount as set forth in the table under "Contingent Coupon" below, calculated based on a coupon rate of 25.30% per annum. If the securities are redeemed by us prior to the Maturity Date, the applicable Contingent Coupon will be paid on the corresponding Call Settlement Date and no further amounts will be paid on the securities.
Coupon Barrier:	For each Underlying, 70.00% of the Initial Price of such Underlying, as set forth in the table under "Underlyings" above
Coupon Period:	Each period commencing on, but excluding, an Observation End Date (or, in the case of the initial Coupon Period, the Trade Date) to, but including, the next following Observation End Date (or, in the case of the final Coupon Period, the Final Valuation Date)
Observation End Dates[1]:	Quarterly on the dates set forth in the table under "Contingent Coupon" below
Coupon Payment Dates[1]:	As set forth in the table under "Contingent Coupon" below. For the final Observation Date, the related Coupon Payment Date will be the Maturity Date.
Contingent Coupon:	The table below sets forth each Observation Date, Coupon Payment Date and Contingent Coupon applicable to such Observation Date.

Observation End Date	**Coupon Payment Date**	**Contingent Coupon** (per $1,000 Face Amount of Securities)
February 9, 2018	February 16, 2018	$63.25
May 9, 2018	May 16, 2018	$63.25
August 9, 2018	August 16, 2018	$63.25
November 9, 2018	November 19, 2018	$63.25
February 11, 2019	February 19, 2019	$63.25
May 9, 2019	May 16, 2019	$63.25
August 9, 2019	August 16, 2019	$63.25
November 11, 2019	November 18, 2019	$63.25
February 10, 2020	February 18, 2020	$63.25
May 11, 2020	May 18, 2020	$63.25
August 10, 2020	August 17, 2020	$63.25
November 9, 2020	November 17, 2020	$63.25

February 9, 2021	February 17, 2021	$63.25
May 10, 2021	May 17, 2021	$63.25
August 9, 2021	August 16, 2021	$63.25
November 9, 2021 (*Final Valuation Date*)	November 17, 2021 (*Maturity Date*)	$63.25

Early Redemption at Issuer's Option:	The Issuer may, in its sole discretion, redeem the securities in whole, but not in part, on any Coupon Payment Date prior to the Maturity Date, which we refer to as the "**Call Settlement Date**," upon written notice to the trustee prior to the relevant Coupon Payment Date. Upon an Early Redemption, you will receive a cash payment per $1,000 Face Amount of securities on the Call Settlement Date equal to the Face Amount *plus* any Contingent Coupon that may be due on such date. The securities will cease to be outstanding following an early redemption and no Contingent Coupon will accrue or be payable following such early redemption.
Payment at Maturity:	If the securities are not redeemed by us prior to maturity, the payment you will receive at maturity will depend *solely* on the Final Price of the Laggard Underlying on the Final Valuation Date. · **If the Final Price of the Laggard Underlying is *greater than* or *equal to* its Trigger Price**, you will receive a cash payment per $1,000 Face Amount of securities at maturity equal to the Face Amount *plus* any Contingent Coupon otherwise due on such date. · **If the Final Price of the Laggard Underlying is *less than* its Trigger Price**, you will receive a cash payment per $1,000 Face Amount of securities at maturity calculated as follows:

$1,000 + ($1,000 x Underlying Return of the Laggard Underlying)

If the securities are not redeemed by us prior to maturity and the Final Price of the Laggard Underlying is less than its Trigger Price, you will be fully exposed to the negative Underlying Return of the Laggard Underlying and, for each $1,000 Face Amount of securities, you will lose 1.00% of the Face Amount for every 1.00% by which the Final Price of the Laggard Underlying is less than its Initial Price. In this circumstance, you will lose a significant portion or all of your investment at maturity. ***Any payment at maturity is subject to the credit of the Issuer****.*

Trigger Price:	For each Underlying, 70.00% of the Initial Price of such Underlying, as set forth in the table under "Underlyings" above
Laggard Underlying:	The Underlying with the lowest Underlying Return on the Final Valuation Date. If the calculation agent determines that any two or all three of the Underlyings have equal lowest Underlying Returns, then the calculation agent will, in its sole discretion, designate one of such Underlyings as the Laggard Underlying.
Underlying Return:	For each Underlying, the performance of such Underlying from its Initial Price to its Final Price, calculated as follows:

$$\frac{\text{Final Price} - \text{Initial Price}}{\text{Initial Price}}$$

The Underlying Return for each Underlying may be positive, zero or negative.

(*Key Terms continued on next page*)

(*Key Terms continued from previous page*)

Initial Price:	For each Underlying, the Closing Price of such Underlying on November 8, 2017, as set forth in the table under “Underlyings” above. **The Initial Price for each Underlying is *not* the Closing Price of such Underlying on the Trade Date**.
Final Price:	For each Underlying, the Closing Price of such Underlying on the Final Valuation Date
Closing Price:	For each Underlying, on any trading day, the last reported sale price of one share of such Underlying on the relevant exchange *multiplied by* the then-current Stock Adjustment Factor, as determined by the calculation agent
Stock Adjustment Factor:	For each Underlying, initially 1.0, subject to adjustment upon the occurrence of certain corporate events affecting such Underlying. See “Description of Securities — Anti-Dilution Adjustments for Reference Stock” in the accompanying product supplement.
Trade Date:	November 9, 2017
Settlement Date:	November 16, 2017
Final Valuation Date[1]:	November 9, 2021
Maturity Date[1]:	November 17, 2021
Listing:	The securities will not be listed on any securities exchange.
CUSIP / ISIN:	25155MFS5 / US25155MFS52

1 Subject to adjustment as described under “Description of Securities — Adjustments to Valuation Dates and Payment Dates” in the accompanying product supplement. If an Observation Date is postponed, the related Coupon Payment Date will be postponed as described under “Description of Securities — Adjustments to Valuation Dates and Payment Dates” in the accompanying product supplement. If a Coupon Payment Date is postponed, the related Call Settlement Date will be the Coupon Payment Date as postponed.

Issuer's Estimated Value of the Securities

The Issuer's estimated value of the securities is equal to the sum of our valuations of the following two components of the securities: (i) a bond and (ii) an embedded derivative(s). The value of the bond component of the securities is calculated based on the present value of the stream of cash payments associated with a conventional bond with a principal amount equal to the Face Amount of securities, discounted at an internal funding rate, which is determined primarily based on our market-based yield curve, adjusted to account for our funding needs and objectives for the period matching the term of the securities. The internal funding rate is typically lower than the rate we would pay when we issue conventional debt securities on equivalent terms. This difference in funding rate, as well as the agent's commissions, if any, and the estimated cost of hedging our obligations under the securities, reduces the economic terms of the securities to you and is expected to adversely affect the price at which you may be able to sell the securities in any secondary market. The value of the embedded derivative(s) is calculated based on our internal pricing models using relevant parameter inputs such as expected interest and dividend rates and mid-market levels of price and volatility of the assets underlying the securities or any futures, options or swaps related to such underlying assets. Our internal pricing models are proprietary and rely in part on certain assumptions about future events, which may prove to be incorrect.

The Issuer's estimated value of the securities on the Trade Date (as disclosed on the cover of this pricing supplement) is less than the Issue Price of the securities. The difference between the Issue Price and the Issuer's estimated value of the securities on the Trade Date is due to the inclusion in the Issue Price of the agent's commissions, if any, and the cost of hedging our obligations under the securities through one or more of our affiliates. Such hedging cost includes our or our affiliates' expected cost of providing such hedge, as well as the profit we or our affiliates expect to realize in consideration for assuming the risks inherent in providing such hedge.

The Issuer's estimated value of the securities on the Trade Date does not represent the price at which we or any of our affiliates would be willing to purchase your securities in the secondary market at any time. Assuming no changes in market conditions or our creditworthiness and other relevant factors, the price, if any, at which we or our affiliates would be willing to purchase the securities from you in secondary market transactions, if at all, would generally be lower than both the Issue Price and the Issuer's estimated value of the securities on the Trade Date. Our purchase price, if any, in secondary market transactions will be based on the estimated value of the securities determined by reference to (i) the then-prevailing internal funding rate (adjusted by a spread) or another appropriate measure of our cost of funds and (ii) our pricing models at that time, less a bid spread determined after taking into account the size of the repurchase, the nature of the assets underlying the securities and then-prevailing market conditions. The price we report to financial reporting services and to distributors of our securities for use on customer account statements would generally be determined on the same basis. However, during the period of approximately six months beginning from the Trade Date, we or our affiliates may, in our sole discretion, increase the purchase price determined as described above by an amount equal to the declining differential between the Issue Price and the Issuer's estimated value of the securities on the Trade Date, prorated over such period on a straight-line basis, for transactions that are individually and in the aggregate of the expected size for ordinary secondary market repurchases.

Resolution Measures and Deemed Agreement

On May 15, 2014, the European Parliament and the Council of the European Union adopted a directive establishing a framework for the recovery and resolution of credit institutions and investment firms (commonly referred to as the "**Bank Recovery and Resolution Directive**"). The Bank Recovery and Resolution Directive required each member state of the European Union to adopt and publish by December 31, 2014 the laws, regulations and administrative provisions necessary to comply with the Bank Recovery and Resolution Directive. Germany adopted the Recovery and Resolution Act (*Sanierungs- und Abwicklungsgesetz*, or the "**Resolution Act**"), which became effective on January 1, 2015. The Bank Recovery and Resolution Directive and the Resolution Act provided national resolution authorities with a set of resolution powers to intervene in the event that a bank is failing or likely to fail and certain other conditions are met. From January 1, 2016, the power to initiate resolution measures applicable to significant banking groups (such as Deutsche Bank Group) in the European Banking Union has been transferred to the European Single Resolution Board which, based on the European Union regulation establishing uniform rules and a uniform procedure for the resolution of credit institutions and certain investment firms in the framework of a Single Resolution Mechanism and a Single Resolution Fund (the "**SRM Regulation**"), works in close cooperation with the European Central Bank, the European Commission and the national resolution authorities. Pursuant to the SRM Regulation, the Resolution Act and other applicable rules and regulations, the securities may be subject to any Resolution Measure by the competent resolution authority if we become, or are deemed by the competent supervisory authority to have become, "non-viable" (as defined under the then applicable law) and are unable to continue our regulated banking activities without a Resolution Measure becoming applicable to us. By acquiring the securities, you will be bound by and deemed irrevocably to consent to the provisions set forth in the accompanying prospectus, which we have summarized below.

By acquiring the securities, you will be bound by and deemed irrevocably to consent to the imposition of any Resolution Measure by the competent resolution authority. Under the relevant resolution laws and regulations as applicable to us from time to time, the securities may be subject to the powers exercised by the competent resolution authority to: (i) write down, including to zero, any payment (or delivery obligations) on the securities; (ii) convert the securities into ordinary shares of (a) the Issuer, (b) any group entity or (c) any bridge bank or other instruments of ownership of such entities qualifying as common equity tier 1 capital; and/or (iii) apply any other resolution measure including, but not limited to, any transfer of the securities to another entity, the amendment, modification or variation of the terms and conditions of the securities or the cancellation of the securities. We refer to each of these measures as a "**Resolution Measure**." A "group entity" refers to an entity that is included in the corporate group subject to a Resolution Measure. A "bridge bank" refers to a newly chartered German bank that would receive some or all of our assets, liabilities and material contracts, including those attributable to our branches and subsidiaries, in a resolution proceeding.

Furthermore, by acquiring the securities, you:

- are deemed irrevocably to have agreed, and you will agree: (i) to be bound by, to acknowledge and to accept any Resolution Measure and any amendment, modification or variation of the terms and conditions of the securities to give effect to any Resolution Measure; (ii) that you will have no claim or other right against us arising out of any

Resolution Measure; and (iii) that the imposition of any Resolution Measure will not constitute a default or an event of default under the securities, under the senior indenture dated November 22, 2006 among us, Law Debenture Trust Company of New York, as trustee, and Deutsche Bank Trust Company Americas, as issuing agent, paying agent, authenticating agent and registrar, as amended and supplemented from time to time (the "**Indenture**"), or for the purposes of, but only to the fullest extent permitted by, the Trust Indenture Act of 1939, as amended (the "**Trust Indenture Act**");

- waive, to the fullest extent permitted by the Trust Indenture Act and applicable law, any and all claims against the trustee and the paying agent, the issuing agent and the registrar (each, an "**indenture agent**") for, agree not to initiate a suit against the trustee or the indenture agents in respect of, and agree that the trustee and the indenture agents will not be liable for, any action that the trustee or the indenture agents take, or abstain from taking, in either case in accordance with the imposition of a Resolution Measure by the competent resolution authority with respect to the securities; and

- will be deemed irrevocably to have: (i) consented to the imposition of any Resolution Measure as it may be imposed without any prior notice by the competent resolution authority of its decision to exercise such power with respect to the securities; (ii) authorized, directed and requested The Depository Trust Company ("**DTC**") and any direct participant in DTC or other intermediary through which you hold such securities to take any and all necessary action, if required, to implement the imposition of any Resolution Measure with respect to the securities as it may be imposed, without any further action or direction on your part or on the part of the trustee or the indenture agents; and (iii) acknowledged and accepted that the Resolution Measure provisions described herein and in the "Resolution Measures" section of the accompanying prospectus are exhaustive on the matters described herein and therein to the exclusion of any other agreements, arrangements or understandings between you and the Issuer relating to the terms and conditions of the securities.

This is only a summary, for more information please see the accompanying prospectus dated April 27, 2016, including the risk factors beginning on page 13 of such prospectus.

Additional Terms Specific to the Securities

You should read this pricing supplement together with product supplement B dated July 31, 2015, the prospectus supplement dated July 31, 2015 relating to our Series A global notes of which these securities are a part and the prospectus dated April 27, 2016. Delaware Trust Company, which acquired the corporate trust business of Law Debenture Trust Company of New York, is the successor trustee of the securities. When you read the accompanying product supplement and prospectus supplement, please note that all references in such supplements to the prospectus dated July 31, 2015, or to any sections therein, should refer instead to the accompanying prospectus dated April 27, 2016 or to the corresponding sections of such prospectus, as applicable, unless otherwise specified or the context otherwise requires. You may access these documents on the website of the Securities and Exchange Commission (the "**SEC**") at.www.sec.gov as follows (or if such address has changed, by reviewing our filings for the relevant date on the SEC website):

· Product supplement B dated July 31, 2015:

https://www.sec.gov/Archives/edgar/data/1159508/000095010315006059/crt_dp58181-424b2.pdf

· Prospectus supplement dated July 31, 2015:

https://www.sec.gov/Archives/edgar/data/1159508/000095010315006048/crt-dp58161_424b2.pdf

· Prospectus dated April 27, 2016:

https://www.sec.gov/Archives/edgar/data/1159508/000119312516559607/d181910d424b21.pdf

Our Central Index Key, or CIK, on the SEC website is 0001159508. As used in this pricing supplement, "**we**," "**us**" or "**our**" refers to Deutsche Bank AG, including, as the context requires, acting through one of its branches.

This pricing supplement, together with the documents listed above, contains the terms of the securities and supersedes all other prior or contemporaneous oral statements as well as any other written materials including preliminary or indicative pricing terms, correspondence, trade ideas, structures for implementation, sample structures, brochures or other educational materials of ours. You should carefully consider, among other things, the matters set forth in this pricing supplement and in "Risk Factors" in the accompanying product supplement, prospectus supplement and prospectus, as the securities involve risks not associated with conventional debt securities. We urge you to consult your investment, legal, tax, accounting and other advisers before deciding to invest in the securities.

You may revoke your offer to purchase the securities at any time prior to the time at which we accept such offer by notifying the applicable agent. We reserve the right to change the terms of, or reject any offer to purchase, the securities prior to their issuance. We will notify you in the event of any changes to the terms of the securities and you will be asked to accept such changes in connection with your purchase of any securities. You may choose to reject such changes, in which case we may reject your offer to purchase the securities.

Hypothetical Examples

The tables and hypothetical examples set forth below are for illustrative purposes only. The actual return applicable to a purchaser of the securities will depend on the Closing Prices of the Underlyings on each scheduled trading day during each quarterly Coupon Period (including on the Final Valuation Date) and whether the securities are redeemed by us prior to the Maturity Date. The following results are based *solely* on the hypothetical examples cited below. You should consider carefully whether the securities are suitable to your investment goals. The numbers appearing in the tables and hypothetical examples below may have been rounded for ease of analysis and it has been assumed that no event affecting any Underlying has occurred during the term of the securities that would cause the calculation agent to adjust its Stock Adjustment Factor.

<u>If the securities are redeemed by us prior to maturity</u>:

The Issuer may, in its sole discretion, redeem the securities in whole, but not in part, on any Coupon Payment Date prior to the Maturity Date. Therefore, the term of the securities may be as short as approximately three months. The following table illustrates the hypothetical payments due upon an early redemption (excluding any Contingent Coupon payment) per $1,000 Face Amount of securities on each of the Observation Dates.

***Potential* Call Settlement Date**	***Hypothetical* Payment upon an Early Redemption at Issuer's Option** ($) (per $1,000 Face Amount of securities)
February 16, 2018	$1,000.00
May 16, 2018	$1,000.00
August 16, 2018	$1,000.00
November 19, 2018	$1,000.00
February 19, 2019	$1,000.00
May 16, 2019	$1,000.00
August 16, 2019	$1,000.00
November 18, 2019	$1,000.00
February 18, 2020	$1,000.00
May 18, 2020	$1,000.00
August 17, 2020	$1,000.00
November 17, 2020	$1,000.00
February 17, 2021	$1,000.00
May 17, 2021	$1,000.00
August 16, 2021	$1,000.00

If the securities are redeemed by us prior to maturity, you will receive a cash payment per $1,000 Face Amount of securities on the Call Settlement Date equal to the Face Amount *plus* any Contingent Coupon that may be due on such date. The securities will cease to be outstanding following an early redemption and no Contingent Coupon will accrue or be payable following such early redemption.

The following hypothetical example illustrates how the payment on the securities upon an early redemption is calculated as well as how the payment of any Contingent Coupons will be determined. The example below reflects the Contingent Coupon of $63.25 that may be payable on one or more of the Coupon Payment Dates.

Example 1: **The Closing Prices of all the Underlyings are greater than or equal to their respective Coupon Barriers on each scheduled trading day during the second and fourth Coupon Periods**. **The Issuer elects to redeem the securities on the fourth Coupon Payment Date**. Because the Closing Prices of ***all*** the Underlyings on each scheduled trading day during the second and fourth Coupon Periods are greater than or equal to their respective Coupon Barriers, but the Closing Price of at least one Underlying is less than its Coupon Barrier on at least one scheduled trading day during the first and third Coupon Periods, the investor will receive the Contingent Coupon of $63.25 for the second and fourth Coupon Periods, but not the first or third Coupon Periods. Because the Issuer has elected to redeem the securities, the investor will receive a cash payment of $1,000.00 per $1,000 Face Amount of securities (excluding any Contingent Coupon) on the Call Settlement Date. As a result, the investor will receive a total of $1,126.50 per $1,000 Face Amount of securities over the approximately one year the securities were outstanding before they were redeemed by the Issuer, which is equal to the Face Amount *plus* the Contingent Coupons due on the second and fourth Coupon Payment Dates. The securities will cease to be outstanding following the early redemption and no Contingent Coupon will accrue or be payable following such early redemption.

If the securities are **not** redeemed by us prior to maturity:

The following table illustrates the hypothetical Payments at Maturity (excluding any Contingent Coupon) per $1,000 Face Amount of securities for a hypothetical range of performances of the Laggard Underlying if the securities are *not* redeemed by us prior to maturity. The hypothetical Payments at Maturity set forth in the table below reflect the Coupon Barrier and Trigger Price for each Underlying equal to 70.00% of its Initial Price. The actual Initial Price, Coupon Barrier and Trigger Price for each Underlying are set forth on the cover of this pricing supplement. **We make no representation or warranty as to which of the Underlyings will be the Laggard Underlying for purposes of calculating the Payment at Maturity**.

***Hypothetical* Underlying Return of the Laggard Underlying** (%)	***Hypothetical* Payment at Maturity** ($) (*excluding* any Contingent Coupon)	***Hypothetical* Return on the Securities** (%) (*excluding* any Contingent Coupon)
100.00%	$1,000.00	0.00%
90.00%	$1,000.00	0.00%
80.00%	$1,000.00	0.00%
70.00%	$1,000.00	0.00%
60.00%	$1,000.00	0.00%
50.00%	$1,000.00	0.00%
40.00%	$1,000.00	0.00%
30.00%	$1,000.00	0.00%
20.00%	$1,000.00	0.00%
10.00%	$1,000.00	0.00%
0.00%	**$1,000.00**	**0.00%**
-10.00%	$1,000.00	0.00%
-20.00%	$1,000.00	0.00%
-30.00%	**$1,000.00**	**0.00%**
-31.00%	$690.00	-31.00%
-40.00%	$600.00	-40.00%
-50.00%	$500.00	-50.00%
-60.00%	$400.00	-60.00%
-70.00%	$300.00	-70.00%
-80.00%	$200.00	-80.00%
-90.00%	$100.00	-90.00%
-100.00%	$0.00	-100.00%

The following hypothetical examples illustrate how the payments on the securities set forth in the tables above are calculated as well as how the payment of any Contingent Coupons will be determined. The examples below reflect the Contingent Coupon of $63.25 that may be payable on one or more of the Coupon Payment Dates.

Example 1: **The Closing Prices of all the Underlyings are greater than or equal to their respective Coupon Barriers on each scheduled trading day during the first, third and final Coupon Periods**. **The Final Price of the Laggard Underlying is greater than its Trigger Price**. Because the Final Price of the Laggard Underlying is greater than its Trigger Price, the investor will receive on the Maturity Date a cash payment of $1,000.00 per $1,000 Face Amount of securities (excluding any Contingent Coupon).

Because the Closing Prices of ***all*** the Underlyings on each scheduled trading day during the first, third and final Coupon Periods are greater than or equal to their respective Coupon Barriers, but the Closing Price of ***at least one*** Underlying is less than its Coupon Barrier on at least one scheduled trading day during the other Coupon Periods, the investor will receive the Contingent Coupon of $63.25 on the first and third Coupon Payment Dates and on the Maturity Date, but not on the other Coupon Payment Dates. As a result, the investor will receive a total of $1,189.75 per $1,000 Face Amount of securities over the approximately four year term of the securities.

Example 2: **The Closing Prices of all the Underlyings are greater than or equal to their respective Coupon Barriers on each scheduled trading day during the tenth Coupon Period**. **While the Final Prices of two Underlyings are greater than their respective Initial Prices**, **the Final Price of the Laggard Underlying is less than its Trigger Price**, **resulting in an Underlying Return of the Laggard Underlying of -50.00%**. Even though the Final Prices of two Underlyings are greater than the respective Initial Prices, because the Payment at Maturity is determined by reference to the Final Price of the Laggard Underlying and the Final Price of the Laggard Underlying is less than its Trigger Price, the investor will receive on the Maturity Date a cash payment of $500.00 per $1,000 Face Amount of securities (excluding any Contingent Coupon), calculated as follows:

$1,000 + ($1,000 x Underlying Return of the Laggard Underlying)

$1,000 + ($1,000 x -50.00%) = $500.00

Because the Closing Prices of ***all*** the Underlyings on each scheduled trading day during the tenth Coupon Period are greater than or equal to their respective Coupon Barriers, but the Closing Price of ***at least one*** Underlying is less than its Coupon Barrier on at least one scheduled trading day during each of the other Coupon Periods, the investor will receive the Contingent Coupon on the tenth Coupon Payment Date, but not on the other Coupon Payment Dates (including the Maturity Date). As a result, the investor will receive a total of $563.25 per $1,000 Face Amount of securities over the approximately four year term of the securities.

Example 3: **The Closing Price of at least one Underlying is less than its Coupon Barrier on at least one scheduled trading day during each Coupon Period**. **The Final Prices of all the Underlyings are less than their respective Trigger Prices and the Underlying Return of the Laggard Underlying is equal to -70.00%**. Because the Payment at Maturity is determined by reference to the Final Price of the Laggard Underlying, the Underlying Return of the Laggard Underlying will be used in determining the Payment at Maturity. In this circumstance, the investor will receive on the Maturity Date a cash payment of $300.00 per $1,000 Face Amount of securities (excluding any Contingent Coupon), calculated as follows:

$1,000 + ($1,000 x Underlying Return of the Laggard Underlying)

$1,000 + ($1,000 x -70.00%) = $300.00

Because the Closing Price of ***at least one*** Underlying is less than its Coupon Barrier on at least one scheduled trading day during each Coupon Period, the investor will not receive any Contingent Coupon over the entire term of the securities. As a result, the investor will receive only $300.00 per $1,000 Face Amount of securities over the approximately four year term of the securities.

Selected Purchase Considerations

- **THE SECURITIES MAY OFFER A HIGHER, THOUGH CONTINGENT, COUPON THAN THE YIELD ON DEBT SECURITIES OF COMPARABLE MATURITY ISSUED BY US OR AN ISSUER WITH A COMPARABLE CREDIT RATING** — The securities will pay a Contingent Coupon **only if** the Closing Prices of **all** the Underlyings are greater than or equal to their respective Coupon Barriers on each scheduled trading day during the applicable quarterly Coupon Period. Payment of a Contingent Coupon may result in a higher yield than that received on debt securities of comparable maturity issued by us or an issuer with a comparable credit rating, **but** is subject to the risk that the Closing Price of **any** Underlying will be less than its Coupon Barrier on at least one scheduled trading day during any Coupon Period and the resulting forfeiture of the Contingent Coupon for that entire period, as well as the risk of losing a significant portion or all of your investment if the securities are not redeemed by us and the Final Price of the Laggard Underlying is less than its Trigger Price. **Any payment on the securities is subject to our ability to satisfy our obligations as they become due**.

- **LIMITED PROTECTION AGAINST LOSS** — If the securities are not redeemed by us prior to maturity and the Final Price of the Laggard Underlying is greater than or equal to its Trigger Price, you will receive a cash payment per $1,000 Face Amount of securities at maturity equal to the Face Amount *plus* any Contingent Coupon otherwise due on such date. However, if the securities are not redeemed by us prior to maturity and the Final Price of the Laggard Underlying is less than its Trigger Price, for each $1,000 Face Amount of securities, you will lose 1.00% of the Face Amount for every 1.00% by which the Final Price of the Laggard Underlying is less than its Initial Price. **In this circumstance**, **you will lose a significant portion or all of your investment in the securities at maturity**.

- **POTENTIAL EARLY EXIT AS A RESULT OF EARLY REDEMPTION AT ISSUER'S OPTION** — While the original term of the securities is approximately four years, the securities may be redeemed by us, in our sole discretion, in whole, but not in part, on any Coupon Payment Date prior to maturity, and you will receive a cash payment per $1,000 Face Amount of securities on the Call Settlement Date equal to the Face Amount *plus* any Contingent Coupon that may be due on such date. Therefore, the term of the securities could be as short as approximately three months. No Contingent Coupon will accrue or be payable following an early redemption. For the avoidance of doubt, the discounts and commissions described on the cover of this pricing supplement will not be rebated or subject to amortization if the securities are redeemed by us.

- **CONTINGENT COUPONS** — Unless the securities are previously redeemed by us, the Contingent Coupon, if any, will be paid in arrears on the relevant Coupon Payment Date **only if** the Closing Prices of **all** the Underlyings on each scheduled trading day during the applicable quarterly Coupon Period are greater than or equal to their respective Coupon Barriers. **If the Closing Price of at least one Underlying on at least one scheduled**

trading day during each Coupon Period is less than its Coupon Barrier, **you will not receive any Contingent Coupons for the entire term of the securities**.

- **RETURN LINKED TO THE LEAST PERFORMING OF THE THREE UNDERLYINGS** — The return on the securities, which may be positive, zero or negative, is linked to the least performing of the common stock of Kimberly-Clark Corporation, the common stock of Kellogg Company and the common stock of Newell Brands Inc. as described herein. If the securities are not redeemed by us prior to maturity, the Payment at Maturity you receive, if any, will be determined *solely* by reference to the performance of the Laggard Underlying. For more information on the Underlyings, please see "The Underlyings" in this pricing supplement.

- **TAX CONSEQUENCES** — Due to the lack of direct legal authority, there is substantial uncertainty regarding the U.S. federal income tax consequences of an investment in the securities. In determining our responsibilities for information reporting and withholding, if any, we intend to treat the securities as prepaid financial contracts that are not debt, with associated contingent coupons that constitute ordinary income and that, when paid to a non-U.S. holder, are generally subject to 30% (or lower treaty rate) withholding. Our special tax counsel, Davis Polk & Wardwell LLP, has advised that while it believes this treatment to be reasonable, it is unable to conclude that it is more likely than not that this treatment will be upheld, and that other reasonable treatments are possible that could materially affect the timing and character of income or loss on your securities. If this treatment is respected, you generally should recognize short-term capital gain or loss on the taxable disposition of your securities (including retirement), unless you have held the securities for more than one year, in which case your gain or loss should be long-term capital gain or loss. However, it is likely that any sales proceeds that are attributable to the next succeeding contingent coupon after it has been fixed will be treated as ordinary income and also possible that any sales proceeds attributable to the next succeeding contingent coupon prior to the time it has been fixed will be treated as ordinary income.

In 2007, the U.S. Treasury Department and the Internal Revenue Service (the "**IRS**") released a notice requesting comments on various issues regarding the U.S. federal income tax treatment of "prepaid forward contracts" and similar instruments. The notice focuses in particular on whether beneficial owners of these instruments should be required to accrue income over the term of their investment. It also asks for comments on a number of related topics, including the character of income or loss with respect to these instruments; the relevance of factors such as the nature of the underlying property to which the instruments are linked; and the degree, if any, to which income (including any mandated accruals) realized by non-U.S. persons should be subject to withholding tax. While the notice requests comments on appropriate transition rules and effective dates, any Treasury regulations or other guidance promulgated after consideration of these issues could materially affect the tax consequences of an investment in the securities, possibly with retroactive effect.

As discussed in the section of the accompanying product supplement entitled "U.S. Federal Income Tax Consequences — 'FATCA' Legislation," it would be prudent to assume that an applicable withholding agent will treat payments in respect of the securities and gross proceeds from any taxable disposition of a security (including retirement) as subject to withholding under FATCA. However, under a recent IRS notice, withholding under FATCA will not apply to payments of gross proceeds (other than any amount treated as interest) from the taxable disposition of a security occurring before January 1, 2019. You should consult your tax adviser regarding the potential application of FATCA to the securities.

Section 871(m) of the Code and Treasury regulations promulgated thereunder (“**Section 871(m)**”) generally impose a 30% withholding tax (unless an income tax treaty applies) on dividend equivalents paid or deemed paid to non-U.S. holders with respect to certain financial instruments linked to U.S. equities or indices that include U.S. equities. Section 871(m) provides certain exceptions to this withholding regime, including for instruments linked to certain broad-based indices that meet requirements set forth in the applicable Treasury regulations (such an index, a “**Qualified Index**”). Additionally, the applicable regulations exclude from the scope of Section 871(m) instruments issued in 2017 that do not have a delta of one with respect to underlying securities that could pay U.S.-source dividends for U.S. federal income tax purposes (each an “**Underlying Security**”). Based on certain determinations made by us, our special tax counsel is of the opinion that Section 871(m) should not apply to the securities with regard to non-U.S. holders. Our determination is not binding on the IRS, and the IRS may disagree with this determination. Section 871(m) is complex and its application may depend on your particular circumstances, including whether you enter into other transactions with respect to an Underlying Security. You should consult your tax adviser regarding the potential application of Section 871(m) to the securities.

You should review carefully the section of the accompanying product supplement entitled “U.S. Federal Income Tax Consequences.” The preceding discussion, when read in combination with that section, constitutes the full opinion of our special tax counsel regarding the material U.S. federal income tax consequences of owning and disposing of the securities.

Under current law, the United Kingdom will not impose withholding tax on payments made with respect to the securities.

For a discussion of certain German tax considerations relating to the securities, you should refer to the section in the accompanying prospectus supplement entitled "Taxation by Germany of Non-Resident Holders."

You should consult your tax adviser regarding the U.S. federal tax consequences of an investment in the securities (including possible alternative treatments and the issues presented by the 2007 notice), as well as tax consequences arising under the laws of any state, local or non-U.S. taxing jurisdiction.

Selected Risk Considerations

An investment in the securities involves significant risks. Investing in the securities is not equivalent to investing directly in any or all of the Underlyings. In addition to these selected risk considerations, you should review the "Risk Factors" sections of the accompanying product supplement, prospectus supplement and prospectus.

- **YOUR INVESTMENT IN THE SECURITIES MAY RESULT IN A LOSS** — The securities do not guarantee any return of your investment. The return on the securities at maturity is linked to the performance of the Laggard Underlying. If the securities are not redeemed by us prior to maturity, you will receive a cash payment per $1,000 Face Amount of securities on the Maturity Date equal to the Face Amount *plus* any Contingent Coupon otherwise due on such date **only if** the Final Price of the Laggard Underlying is greater than or equal to its Trigger Price. However, if the securities are not redeemed by us prior to maturity and the Final Price of the Laggard Underlying is less than its Trigger Price, for each $1,000 Face Amount of securities, you will lose 1.00% of the Face Amount for every 1.00% by which the Final Price of the Laggard Underlying is less than its Initial Price. **In this circumstance, you will lose a significant**