

DEVON ENERGY CORP/DE
Form FWP
December 10, 2015

TERM SHEET

Filed Pursuant to Rule 433

Registration No. 333-200922

December 10, 2015

\$850,000,000

5.850% Senior Notes due 2025

TERM SHEET

The following information, filed pursuant to Rule 433, supplements the Preliminary Prospectus Supplement dated December 10, 2015, filed as part of Registration Statement No. 333-200922.

\$850,000,000

5.850% Senior Notes due 2025

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| Issuer: | Devon Energy Corporation (Bloomberg Ticker: DVN) |
| Ratings*: | Baa1 (Negative Watch) Moody's / BBB+ (Negative Outlook) S&P / BBB+ (Stable) Fitch |
| Securities: | \$850,000,000 5.850% Senior Notes due 2025 |
| Legal Format: | SEC-registered (global) (No. 333-200922) |
| CUSIP / ISIN No.: | 25179M AV5 / US25179MAV54 |
| Trade Date: | December 10, 2015 |
| Expected Settlement Date: | December 15, 2015 (T+3) |
| Maturity Date: | December 15, 2025 |
| Coupon: | 5.850% per annum (payable semi-annually) |
| Interest Payment Dates: | June 15 and December 15, beginning June 15, 2016 |
| Benchmark Treasury: | 2.250% due November 15, 2025 |
| Benchmark Treasury Yield: | 2.231% |
| Spread to Benchmark Treasury: | +362.5 basis points |
| Yield to Maturity: | 5.856% |
| Price To Public: | 99.955% of principal amount |
| Make Whole Call: | The greater of 100% of principal amount or discounted present value, calculated as if the Maturity Date was September 15, 2025, at the Adjusted Treasury Rate plus 55 bps (0.55%) |
| Par Call: | On and after September 15, 2025 |

Gross Proceeds (before underwriting

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|--------------------------|--|
| discounts and expenses): | \$849,617,500 |
| Joint Bookrunners: | Merrill Lynch, Pierce, Fenner & Smith Incorporated Morgan Stanley & Co. LLC Goldman, Sachs & Co. J.P. Morgan Securities LLC |
| Senior Co-Managers: | Barclays Capital Inc. BMO Capital Markets Corp. CIBC World Markets Corp. Citigroup Global Markets Inc. Credit Suisse Securities (USA) LLC Mitsubishi UFJ Securities (USA), Inc. Mizuho Securities USA Inc. RBC Capital Markets, LLC Scotia Capital (USA) Inc. U.S. Bancorp Investments, Inc. UBS Securities LLC Wells Fargo Securities, LLC |

*An explanation of the significance of ratings may be obtained from the rating agencies. Generally, rating agencies base their ratings on such materials 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 credit rating of a security 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, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Merrill Lynch, Pierce, Fenner & Smith Incorporated toll-free at 1-800-294-1322 or Morgan Stanley & Co. LLC toll-free at (866) 718-1649.

United Arab Emirates

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