

SCHWAB CHARLES CORP  
Form FWP  
December 03, 2012

Filed Pursuant to Rule 433

Dated December 3, 2012

Registration Statement: No. 333-178525

**The Charles Schwab Corporation**

**\$350,000,000**

**0.850% SENIOR NOTES DUE 2015**

**SUMMARY OF TERMS**

|   |  |
|---|--|
| Issuer:   | The Charles Schwab Corporation ( CSC ), a Delaware Corporation     |
| Expected Ratings *:   | A2 / Stable, A / Stable, A / Stable<br><br>(Moody s / S&P / Fitch) |
| Title of Securities:  | 0.850% Senior Notes due 2015                                       |
| Aggregate Principal Amount:   | \$350,000,000  |
| Trade Date:   | December 3, 2012   |
| Settlement Date:  | December 6, 2012 (T+3)   |
| Maturity Date:  | December 4, 2015   |
| Coupon:   | 0.850% per annum   |
| Interest Payment Dates:   | June 4 and December 4, commencing on June 4, 2013                  |
| Benchmark US Treasury:  | 0.375% due November 15, 2015                                       |
| Benchmark US Treasury Price/Yield:                                  | 100-04 1/4 / 0.330%  |
| Re-offer Spread to Benchmark Treasury:                              | T+52 basis points  |
| Re-offer Yield:   | 0.850%   |
| Make-whole Call:  | Treasury Rate plus 10 basis points                                 |
| Price to Public:  | 100.000%   |
| Gross Proceeds to CSC:  | \$350,000,000  |
| Underwriting Discounts and Commissions per note paid by CSC:        | 0.350%   |
| Aggregate Underwriting Discounts and Commissions paid by CSC:       | \$1,225,000  |
| Net Proceeds to CSC (after underwriting discounts and commissions): | \$348,775,000  |
| CUSIP / ISIN:   | 808513AH8 / US808513AH80   |
| Joint Book Runners:   | Citigroup Global Markets Inc.<br><br>Goldman, Sachs & Co.          |

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Co-Managers:

Credit Suisse Securities (USA) LLC

J.P. Morgan Securities LLC

UBS Securities LLC

Wells Fargo Securities, LLC

\* Note: A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision, suspension or withdrawal at any time.

**CAPITALIZATION AS ADJUSTED**

The following table sets forth the consolidated cash and cash equivalents and capitalization of the Issuer at September 30, 2012, as adjusted for the offering of \$350 million of the notes.

| (In millions)             | As Adjusted for<br>this Offering |
|---------------------------|----------------------------------|
| Cash and cash equivalents | \$ 8,871                         |
| Notes offered hereby      | \$ 350                           |
| Total debt                | \$ 2,126                         |
| Total capitalization      | \$ 11,591                        |

**The Issuer has filed a registration statement (including a preliminary prospectus supplement and accompanying prospectus) with the U.S. Securities and Exchange Commission (the SEC) for the offering to which this communication relates. Before you invest, you should read the preliminary prospectus supplement and accompanying prospectus 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). Alternatively, the Issuer, any underwriter or any dealer participating in the offering will arrange to send you the preliminary prospectus supplement and accompanying prospectus if you request it by calling Citigroup Global Markets Inc. toll-free at 1-800-831-9146 or Goldman, Sachs & Co. toll free at 1-866-471-2526.**

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