

Edgar Filing: VERIZON COMMUNICATIONS INC - Form FWP

VERIZON COMMUNICATIONS INC
Form FWP
February 10, 2006

Filed Pursuant to Rule 433
Registration No. 333-109028

Final Term Sheet
February 9, 2006

VERIZON COMMUNICATIONS INC.
\$500,000,000 5.35% NOTES DUE 2011
\$1,250,000,000 5.55% NOTES DUE 2016
\$500,000,000 5.85% NOTES DUE 2035
\$1,750,000,000 FLOATING RATE NOTES DUE 2007

ISSUER: Verizon Communications Inc.

TITLE OF SECURITIES: 5.35% Notes due 2011 (the "Notes due 2011")
5.55% Notes due 2016 (the "Notes due 2016")
5.85% Notes due 2035 (the "Notes due 2035")
Floating Rate Notes due 2007 (the "Floating
Rate Notes due 2007")

REOPENING: The Notes due 2035 constitute a further
issuance of, and will be consolidated,
fungible and form a single series with,
Verizon Communications Inc.'s \$1,000,000,000
of 5.85% Notes due 2035. Verizon
Communication Inc.'s \$1,000,000,000 of 5.85%
Notes due 2035 were originally issued by
Verizon Global Funding Corp. on September
13, 2005 and became obligations of and by
Verizon Communications Inc. as a result of
the merger of Verizon Global Funding Corp.
into Verizon Communications Inc. on February
1, 2006. Following the offering, the total
amount of Notes due 2035 outstanding will be
\$1,500,000,000.

TRADE DATE: February 9, 2006

SETTLEMENT DATE (T+4): February 15, 2006

MATURITY DATE: Notes due 2011: February 15, 2011
Notes due 2016: February 15, 2016
Notes due 2035: September 15, 2035
Floating Rate Notes due 2007:
August 15, 2007

AGGREGATE PRINCIPAL AMOUNT
OFFERED: Notes due 2011: \$500,000,000
Notes due 2016: \$1,250,000,000

Notes due 2035: \$500,000,000
Floating Rate Notes due 2007: \$1,750,000,000

PRICE TO PUBLIC (ISSUE PRICE): Notes due 2011: 99.779% plus accrued interest, if any, from February 15, 2006
Notes due 2016: 99.199% plus accrued interest, if any, from February 15, 2006
Notes due 2035: 93.535% plus accrued interest from September 13, 2005
Floating Rate Notes due 2007: 100% plus accrued interest, if any, from February 15, 2006

GROSS SPREAD: Notes due 2011: .350%
Notes due 2016: .450%
Notes due 2035: .875%
Floating Rate Notes due 2007: .150%

PRICE TO VERIZON: Notes due 2011: 99.429%
Notes due 2016: 98.749%
Notes due 2035: 92.660%
Floating Rate Notes due 2007: 99.850%

ACCRUED INTEREST: Notes due 2011: N/A
Notes due 2016: N/A
Notes due 2035: \$12,350,000
Floating Rate Notes due 2007: N/A

NET PROCEEDS: Notes due 2011: \$497,145,000
Notes due 2016: \$1,234,362,500
Notes due 2035: \$475,650,000 (comprised of \$463,300,000 principal and \$12,350,000 accrued interest)
Floating Rate Notes due 2007: \$1,747,375,000

UNDERWRITER REIMBURSEMENT OF VERIZON EXPENSES: Underwriters to reimburse \$625,000 of Verizon expenses.

INTEREST RATE: Notes due 2011: 5.35% per annum
Notes due 2016: 5.55% per annum
Notes due 2035: 5.85% per annum
Floating Rate Notes due 2007: three-month LIBOR plus .130 %.

INTEREST PAYMENT DATES: Notes due 2011: Semi-annually on each February 15 and August 15, commencing August 15, 2006.

Notes due 2016: Semi-annually on each February 15 and August 15, commencing August 15, 2006.

Notes due 2035: Semi-annually on each March 15 and September 15, commencing March 15, 2006.

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Floating Rate Notes due 2007: Quarterly on each February 15, May 15, August 15 and November 15, commencing May 15, 2006; provided however, that if any such interest payment date would fall on a day that is not a business day, other than the interest payment date that is also the date of maturity, that interest payment date will be postponed to the following day that is a business day, except that if such next business day is in a different month, then that interest payment date will be the immediately preceding day that is a business day; and provided further, that if the date of maturity is not a business day, payment of principal and interest will be made on the following day that is a business day and no interest will accrue for the period from and after such date of maturity.

DENOMINATIONS:

Notes due 2011, Notes due 2016 and Floating Rate Notes due 2007: Minimum of \$5,000 and integral multiples of \$1,000 in excess of \$5,000; each owner of a beneficial interest in the Notes will be required to hold the beneficial interest in a minimum principal amount of \$5,000 and integral multiples of \$1,000 in excess of \$5,000.

Notes due 2035: Minimum of \$1,000 and integral multiples of \$1,000.

OPTIONAL REDEMPTION:

Notes due 2011: Make-whole call at any time at 100% or discounted present value at Treasury Rate plus 20 basis points.

Notes due 2016: Make-whole call at any time at 100% or discounted present value at Treasury Rate plus 25 basis points.

Notes due 2035: Make-whole call at 100% or discounted present value at any time at Treasury Rate plus 30 basis points.

Floating Rate Notes due 2007: At any time on or after August 15, 2006 at 100% plus accrued interest.

JOINT BOOKRUNNERS:

Notes due 2011, Notes due 2016 and Notes due 2035: Morgan Stanley & Co. Incorporated; Bank of America Securities LLC and Goldman, Sachs & Co.

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Floating Rate Notes due 2007: Morgan Stanley & Co. Incorporated; HSBC Securities (USA) Inc. and Merrill Lynch, Pierce, Fenner & Smith Incorporated

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ALLOCATION:

| | Notes Due 2011 ----- | Notes Due 2016 ----- | Notes Due 203 ----- |
|---|-------------------------|-------------------------|------------------------|
| Morgan Stanley & Co. Incorporated | \$ 110,000,000 | \$ 275,000,000 | \$ 110,000,000 |
| HSBC Securities (USA) Inc. | 20,625,000 | 51,562,500 | 21,250,000 |
| Merrill Lynch, Pierce, Fenner & Smith Incorporated | 20,625,000 | 51,562,500 | 21,250,000 |
| Bank of America Securities LLC | 110,000,000 | 275,000,000 | 110,000,000 |
| Goldman, Sachs & Co. | 110,000,000 | 275,000,000 | 110,000,000 |
| Lehman Brothers Inc. | 16,250,000 | 40,625,000 | 18,750,000 |
| Mitsubishi UFJ Securities International plc | 16,250,000 | 40,625,000 | 18,750,000 |
| Wachovia Capital Markets, LLC | 16,250,000 | 40,625,000 | 18,750,000 |
| Credit Suisse First Boston LLC | 16,250,000 | 40,625,000 | 18,750,000 |
| UBS Securities LLC | 16,250,000 | 40,625,000 | - |
| RBC Dain Rauscher Inc. | 16,250,000 | 40,625,000 | 18,750,000 |
| Greenwich Capital Markets, Inc. | 16,250,000 | 40,625,000 | 18,750,000 |
| The Williams Capital Group, L.P. | 5,000,000 | 12,500,000 | 5,000,000 |
| Blaylock & Company Inc. | 5,000,000 | 12,500,000 | 5,000,000 |
| Samuel A. Ramirez & Company, Inc. | 5,000,000 | 12,500,000 | 5,000,000 |
| | ----- | ----- | ----- |
| | \$ 500,000,000 | \$1,250,000,000 | \$ 500,000,000 |
| | ===== | ===== | ===== |

REFERENCE DOCUMENT:

Prospectus Supplement, subject to
completion, dated February 9, 2006;
Prospectus dated February 9, 2006.

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 TOLL-FREE 1-(866) 718-1649 (INSTITUTIONAL INVESTORS) OR 1-(800) 584-6837 (RETAIL INVESTORS).

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