

THOMSON REUTERS CORP /CAN/
Form SUPPL
June 19, 2008

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PROSPECTUS SUPPLEMENT
(To amended and restated short form base shelf
prospectus dated May 29, 2008)

US\$1,750,000,000

US\$750,000,000 5.95% Notes due 2013

US\$1,000,000,000 6.50% Notes due 2018

Issued by Thomson Reuters Corporation

and fully and unconditionally guaranteed by Thomson Reuters PLC

Thomson Reuters Corporation will pay interest on both series of notes on January 15 and July 15 of each year, beginning on January 15, 2009. The five-year notes will mature on July 15, 2013 and the ten-year notes will mature on July 15, 2018. The notes will be direct, unsecured obligations of Thomson Reuters Corporation and will rank equally and ratably with all of its other unsecured and unsubordinated indebtedness. The notes will be fully and unconditionally guaranteed by Thomson Reuters PLC on an unsecured and unsubordinated basis. The notes will be issued only in denominations of US\$2,000 and multiples of US\$1,000 in excess thereof.

We may redeem all or a portion of the notes at any time at 100% of their principal amount plus a make-whole premium. We will also have the option to redeem both series of notes in whole and not in part at any time at 100% of the aggregate principal amount of the particular series of notes plus accrued interest to the date of redemption in the event of certain changes to Canadian withholding taxes. We will be required to make an offer to purchase the notes at a price equal to 101% of their principal amount, plus accrued and unpaid interest to the date of repurchase, upon the occurrence of a Change of Control Triggering Event (as defined herein). See the section of this prospectus supplement entitled "Description of the Notes" for more information.

Investing in the notes involves risks that are described in some of the documents incorporated by reference herein and in the "Risk Factors" section beginning on page 7 of the accompanying amended and restated short form base shelf prospectus.

	Per Five-Year Note	Total	Per Ten-Year Note	Total
Public offering price (1)	99.498%	US\$ 746,235,000	99.084%	US\$ 990,840,000
Underwriting commission	0.40%	US\$ 3,000,000	0.50%	US\$ 5,000,000

Proceeds to Thomson Reuters (before expenses)	99.098%	US\$ 743,235,000	98.584%	US\$ 985,840,000
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(1) Plus accrued interest on each series of notes from June 20, 2008, if settlement occurs after that date.

The notes will not be listed on any securities exchange or quotation system and, consequently, there is no market through which the notes may be sold and purchasers may not be able to resell notes purchased under this prospectus supplement.

Neither the Securities and Exchange Commission nor any other regulatory body has approved or disapproved these securities or passed upon the adequacy or accuracy of this prospectus supplement or the accompanying amended and restated short form base shelf prospectus. Any representation to the contrary is a criminal offense.

We are permitted to prepare this prospectus supplement and the accompanying amended and restated short form base shelf prospectus in accordance with Canadian disclosure requirements, which are different from those of the United States. Thomson Reuters Corporation currently prepares its financial statements in accordance with Canadian generally accepted accounting principles, and its financial statements are subject to Canadian generally accepted auditing standards and the standards of the Public Company Accounting Oversight Board, as well as Canadian and U.S. securities regulatory auditor independence standards. Thomson Reuters Corporation's consolidated financial statements may not be comparable to the financial statements of U.S. companies.

Owning the notes may subject you to tax consequences in both the United States and Canada. This prospectus supplement and the accompanying amended and restated short form base shelf prospectus may not describe these tax consequences fully. You should read the tax discussion contained in this prospectus supplement and the accompanying amended and restated short form base shelf prospectus.

Your ability to enforce civil liabilities under U.S. federal securities laws may be affected adversely because Thomson Reuters Corporation is incorporated under the laws of the Province of Ontario, Canada and Thomson Reuters PLC is incorporated in England and Wales, some of our officers and directors and some of the experts named in this prospectus supplement and the accompanying amended and restated short form base shelf prospectus are residents of Canada or the United Kingdom, and some of our assets and some of the assets of those officers, directors and experts may be located outside of the United States.

The notes will be ready for delivery in book-entry form only through the facilities of The Depository Trust Company and its direct and indirect participants, including Euroclear and Clearstream, on or about June 20, 2008.

Joint Book-Running Managers

Barclays Capital	JPMorgan	Morgan Stanley	RBS Greenwich Capital
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Senior Co-Managers

Banc of America Securities LLC	Lehman Brothers	Merrill Lynch & Co. (Ten-year Notes)	RBC Capital Markets
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Co-Managers

**BMO Capital
Markets**

Citi

**Deutsche Bank
Securities**

Goldman, Sachs & Co.

HSBC

Standard Chartered Bank

TD Securities

UBS Investment Bank

Wachovia Securities

June 17, 2008

TABLE OF CONTENTS

Prospectus Supplement

	Page
Important Notice About Information in this Prospectus Supplement and the Accompanying Amended and Restated Short Form Base Shelf Prospectus	S-1
Documents Incorporated by Reference	S-1
Special Note Regarding Forward-Looking Information	S-2
Risk Factors	S-4
Business	S-4
The Dual Listed Company Structure	S-4
Use of Proceeds	S-5
Selected Pro Forma Consolidated Financial Information	S-6
Capitalization and Indebtedness	S-8
Interest Coverage	S-9
Description of the Notes	S-10
Certain United States Federal Income Tax Considerations	S-19
Certain Canadian Federal Income Tax Considerations	S-20
Underwriting	S-21
Credit Ratings	S-25
Legal Matters	S-25
Independent Auditors Consent	S-26
Independent Auditors Consent	S-27
Amended and Restated Short Form Base Shelf Prospectus	
About This Prospectus	2
Where You Can Find More Information	2
Documents Incorporated by Reference	3
Special Note Regarding Forward-Looking Statements	4
Risk Factors	7
Business	9
The Dual Listed Company Structure	10
Use of Proceeds	10
Capitalization and Indebtedness	11
Interest Coverage	12
Share Capital	13
Description of Debt Securities	13
Description of Thomson Reuters PLC Guarantee	23
Plan of Distribution	25
Certain Income Tax Considerations	26
Legal Matters	26
Experts	26
Documents Filed as Part of the Registration Statement	26
Expenses	27

IMPORTANT NOTICE ABOUT INFORMATION IN THIS PROSPECTUS SUPPLEMENT AND THE ACCOMPANYING AMENDED AND RESTATED SHORT FORM BASE SHELF PROSPECTUS

This document is in two parts. The first part is this prospectus supplement, which describes the specific terms of the notes. The second part, the accompanying amended and restated short form base shelf prospectus, gives more general information, some of which may not apply to the notes. If the description of the notes varies between this prospectus supplement and the accompanying amended and restated short form base shelf prospectus, you should rely on the information in this prospectus supplement. When we refer to notes, we are referring to both series of notes offered by this prospectus supplement.

You should rely only on the information contained in or incorporated by reference in this prospectus supplement, the accompanying amended and restated short form base shelf prospectus and the other information included in the registration statement of which the accompanying amended and restated short form base shelf prospectus forms a part. We have not authorized anyone to provide you with different or additional information. We are not making an offer of notes in any jurisdiction where the offer is not permitted by law. You should not assume that the information contained in or incorporated by reference in this prospectus supplement or the accompanying amended and restated short form base shelf prospectus is accurate as of any date other than the date on the front of this prospectus supplement.

In this prospectus supplement, unless otherwise indicated, capitalized terms which are defined in the accompanying amended and restated short form base shelf prospectus are used herein with the meanings defined in the short form base shelf prospectus. The words we, us, our and Thomson Reuters refer to Thomson Reuters Corporation and Thomson Reuters PLC and their respective consolidated subsidiaries which operate as a unified group under the DLC structure, unless the context requires otherwise. The term DLC structure refers to the dual listed company structure under which Thomson Reuters Corporation, Thomson Reuters PLC and their respective consolidated subsidiaries operate as a unified group and the term Thomson Reuters board refers to the board of directors of each of Thomson Reuters Corporation and Thomson Reuters PLC. References in this prospectus supplement to \$, US\$ or dollars are to U.S. dollars.

DOCUMENTS INCORPORATED BY REFERENCE

The following documents, which have been filed with the securities regulatory authorities in Canada and filed with, or furnished to, the Securities and Exchange Commission, or SEC, are specifically incorporated by reference in this prospectus supplement:

audited comparative consolidated financial statements of Thomson Reuters Corporation for the year ended December 31, 2007 and the accompanying auditors' report thereon;

management's discussion and analysis of Thomson Reuters Corporation for the year ended December 31, 2007;

annual report on Form 20-F of Thomson Reuters PLC dated April 17, 2008 for the year ended December 31, 2007;

management information circular of Thomson Reuters Corporation dated March 28, 2008 relating to its annual meeting of shareholders held on May 7, 2008;

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management information circular of Thomson Reuters Corporation dated February 29, 2008 relating to its special meeting of shareholders held on March 26, 2008;

annual information form of Thomson Reuters Corporation dated March 10, 2008 for the year ended December 31, 2007;

unaudited comparative consolidated financial statements of Thomson Reuters Corporation for the three months ended March 31, 2008;

S-1

management's discussion and analysis of Thomson Reuters Corporation for the three months ended March 31, 2008; and

business acquisition report of Thomson Reuters Corporation dated May 15, 2008 relating to its acquisition of Reuters Group PLC, or Reuters.

Any statement contained in this prospectus supplement, the accompanying amended and restated short form base shelf prospectus or in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for the purposes of this prospectus supplement to the extent that a statement contained in this prospectus supplement, the accompanying amended and restated short form base shelf prospectus or in any other subsequently filed or furnished document which also is or is deemed to be incorporated by reference herein, modifies or supersedes that statement. The modifying or superseding statement need not state that it has modified or superseded a prior statement or include any information set forth in the document that it modifies or supersedes. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this prospectus supplement.

SPECIAL NOTE REGARDING FORWARD-LOOKING INFORMATION

Certain statements included and incorporated by reference in this prospectus supplement constitute forward-looking statements. When used in this prospectus supplement or in the documents incorporated by reference herein, the words anticipate, believe, plan, estimate, expect, intend, will, may and should and similar expressions are intended to identify forward-looking statements. These forward-looking statements are not historical facts but reflect expectations, estimates and projections based on certain assumptions and reflect our current expectations concerning future results and events. These forward-looking statements are subject to a number of risks and uncertainties that could cause actual results or events to differ materially from current expectations. These risks include, but are not limited to,

in relation to the Reuters acquisition and the DLC structure:

failure to achieve benefits from the Reuters acquisition to the extent, or within the time period, currently expected, which could eliminate, reduce or delay the achievement of cost savings;

failure to maximize the growth potential of, or deliver greater value for, Thomson Reuters beyond the level that either The Thomson Corporation or Reuters could have achieved on its own;

the relationship of the value of Thomson Reuters Corporation common shares and Thomson Reuters PLC ordinary shares to the economic performance of Thomson Reuters;

differences in the trading prices of Thomson Reuters Corporation common shares and Thomson Reuters PLC ordinary shares;

adverse effects of changes to legislation and regulations on the DLC structure;

risks and costs not associated with more common acquisition structures;

exposure of each of Thomson Reuters Corporation and Thomson Reuters PLC to the credit risk of the other;

changes in the tax residence of Thomson Reuters Corporation or Thomson Reuters PLC;

classification of Thomson Reuters PLC as a passive foreign investment company under U.S. federal income tax laws;

failure of U.S. shareholders to qualify for special reduced withholding rates on payments of future dividends from Thomson Reuters PLC;

ability of Reuters Founders Share Company Limited to affect Thomson Reuters governance and management;

prevention or discouragement of take-over bids because of provisions in the DLC structure;

S-2

different laws and regulations governing the rights and privileges of Thomson Reuters Corporation shareholders and Thomson Reuters PLC shareholders;

changes in the general economy;

actions of competitors;

changes to legislation and regulations;

increased accessibility to free or relatively inexpensive information sources;

failure to fully derive anticipated benefits from future or existing acquisitions, joint ventures, investments or dispositions;

failure to develop new products, services, applications and functionalities to meet customers' needs, attract new customers or expand into new geographic markets;

failure of electronic delivery systems, network systems or the Internet;

detrimental reliance on third parties for information;

failure to meet the challenges involved in the expansion of international operations;

failure to realize the anticipated cost savings and operating efficiencies from the THOMSON*plus* initiative, the Reuters Core Plus program and other cost-saving initiatives, including those designed to make Thomson Reuters a more integrated group;

failure to protect the reputation of Thomson Reuters;

impairment of goodwill and identifiable intangible assets;

failure of significant investments in technology to increase revenues or decrease operating costs;

increased self-sufficiency of customers;

inadequate protection of intellectual property rights;

downgrading of credit ratings and adverse conditions in the credit markets;

threat of legal actions and claims;

changes in foreign currency exchange and interest rates;

failure to recruit and retain high quality management and key employees;

effect of factors outside the control of Thomson Reuters on funding obligations in respect of pension and post-retirement benefit arrangements; and

actions or potential actions that could be taken by our principal shareholder, The Woodbridge Company Limited, or Woodbridge.

These factors and other risk factors described under the section of the accompanying amended and restated short form base shelf prospectus entitled "Risk Factors" and in some of the documents incorporated by reference herein represent risks that our management believes are material. Other factors not presently known to us or that we presently believe are not material could also cause actual results to differ materially from those expressed in our forward-looking statements. We caution you not to place undue reliance on these forward-looking statements that reflect our view only as of the date of this prospectus supplement. We disclaim any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, other than as required by law, rule or regulation. Additional factors are discussed in our materials filed with the securities regulatory authorities in Canada and filed with, or furnished to, the SEC from time to time, including the annual information form of Thomson Reuters Corporation for the year ended December 31, 2007, which is contained in an annual report on Form 40-F for the year ended December 31, 2007, the annual report on Form 20-F of Thomson Reuters PLC for the year ended December 31, 2007 and the other documents incorporated by reference herein.

S-3

RISK FACTORS

Investing in the notes is subject to certain risks. Before purchasing notes, you should consider carefully the risk factors set forth under the heading "Risk Factors" in the accompanying amended and restated short form base shelf prospectus and those under the heading "Risk Factors" in the annual information form of Thomson Reuters Corporation, which is contained in an annual report on Form 40-F for the year ended December 31, 2007, and the annual report on Form 20-F of Thomson Reuters PLC for the year ended December 31, 2007, as well as the other information contained in and incorporated by reference in this prospectus supplement. If any of the events or developments discussed in these risks actually occur, our business, financial condition or results of operations or the value of the notes could be adversely affected.

BUSINESS

We are the world's leading source of intelligent information for businesses and professionals. We define intelligent information as information that organizes itself, suggests connections and fits professionals' workflows. We combine industry expertise with innovative technology to deliver critical information to decision makers in the financial, legal, tax and accounting, scientific, healthcare and media markets, powered by the world's most trusted news organization, Reuters. We believe that our intelligent information provides our customers with a competitive advantage by enabling them to make better decisions faster.

Thomson Reuters is organized in two divisions:

Markets, which consists of our financial businesses, a combination of those previously operated by Reuters and Thomson Financial; and

Professional, which consists of our Legal, Tax & Accounting, Scientific and Healthcare segments.

Our principal executive office is located at 3 Times Square, New York, New York 10036, with key staff also located in Stamford, Connecticut and London, United Kingdom.

THE DUAL LISTED COMPANY STRUCTURE

Under the DLC structure, Thomson Reuters has two parent companies, both of which are publicly listed—Thomson Reuters Corporation, an Ontario corporation, and Thomson Reuters PLC, an English public limited company. Thomson Reuters Corporation and Thomson Reuters PLC operate as a unified group pursuant to contractual arrangements as well as provisions in their organizational documents. Under the DLC structure, shareholders of Thomson Reuters Corporation and Thomson Reuters PLC both have a stake in Thomson Reuters, with cash dividend, capital distribution and voting rights that are comparable to the rights they would have if they were holding shares in one company carrying on Thomson Reuters business.

Key features of the DLC structure include the following:

Thomson Reuters Corporation and Thomson Reuters PLC are separate publicly listed companies;

the boards of directors of the two companies comprise the same individuals, as do the companies' executive management;

shareholders of the two companies ordinarily vote together as a single decision-making body, including in the election of directors;

shareholders of the two companies receive equivalent cash dividends and capital distributions;

each company has guaranteed all contractual obligations of the other company, and those of other parties to the extent they are guaranteed by the other company, and will guarantee other obligations as agreed; and

a take-over bid or similar transaction is required to be made for shares of both companies on an equivalent basis.

S-4

Thomson Reuters Corporation was incorporated under the Business Corporations Act (Ontario), or the OBCA, by articles of incorporation dated December 28, 1977. Thomson Reuters Corporation amended and restated its articles effective April 17, 2008. Its registered office is located at Suite 2706, Toronto Dominion Bank Tower, P.O. Box 24, Toronto-Dominion Centre, Toronto, Ontario M5K 1A1, Canada. Prior to April 17, 2008, Thomson Reuters Corporation was known as The Thomson Corporation.

Thomson Reuters PLC is a public company limited by shares incorporated on March 6, 2007 under the UK Companies Act of 1985. Its registered office is located at The Thomson Reuters Building, South Colonnade, Canary Wharf, London E14 5EP, United Kingdom.

USE OF PROCEEDS

We estimate that the net proceeds from the offering, after deducting the underwriting commission of \$8 million and expenses of the offering of approximately \$900,000, will be approximately \$1.728 billion. We intend to use the net proceeds to repay \$1.728 billion of the \$3.4 billion of borrowings as of the date of this prospectus supplement under a bridge credit facility provided by a syndicate of banks that has been drawn down to finance a portion of the estimated cash consideration for the Reuters acquisition.

We may conduct one or more other offerings of unsecured notes in the United States, Canada or Europe to repay the balance of our borrowings under the bridge credit facility. Certain affiliates of the Underwriters are lenders under our bridge credit facility. See Underwriting .

SELECTED PRO FORMA CONSOLIDATED FINANCIAL INFORMATION

Set forth below is selected unaudited pro forma consolidated financial information for Thomson Reuters Corporation which has been compiled from underlying financial statements prepared in accordance with Canadian GAAP as applied by The Thomson Corporation to illustrate the effect of the acquisition of Reuters. Unaudited pro forma consolidated financial statements for Thomson Reuters Corporation are presented because the primary financial statements for shareholders of both Thomson Reuters Corporation and Thomson Reuters PLC beginning with the six months ending June 30, 2008 will be the consolidated financial statements for Thomson Reuters Corporation, accounting for Thomson Reuters PLC as a subsidiary.

This information has been prepared as if the acquisition had occurred on January 1, 2007, with respect to the unaudited pro forma consolidated earnings data, and as at December 31, 2007, with respect to the unaudited pro forma consolidated balance sheet data. This information has been derived from, and should be read in conjunction with, the financial statements and other information included in the documents incorporated by reference in this prospectus supplement.

The unaudited pro forma consolidated financial statements:

have been prepared for illustrative purposes only, and because of their nature, address a hypothetical situation and, therefore do not represent Thomson Reuters Corporation's actual financial position or results;

do not purport to represent what the consolidated results of operations actually would have been if the Reuters acquisition had occurred on January 1, 2007 or what those results will be for any future periods or what the consolidated balance sheet would have been if the Reuters acquisition had occurred on December 31, 2007; and

have not been adjusted to reflect any matters not directly attributable to implementing the Reuters acquisition. No adjustment, therefore, has been made for actions which may be taken after the completion of the acquisition, such as any integration plans of Thomson Reuters.

The full pro forma consolidated financial statements, together with the notes to those financial statements, can be found in the business acquisition report of Thomson Reuters Corporation dated May 15, 2008 relating to its acquisition of Reuters. The business acquisition report is incorporated by reference into this prospectus supplement.

Unaudited Pro Forma Consolidated Earnings Information For the year ended December 31, 2007

	Thomson	Pro Forma Adjustments Reuters	Other	Pro Forma Thomson Reuters
	(In millions of US dollars, except common share amounts)			
Revenues	7,296	5,232	(86)	12,442
Cost of sales, selling, marketing, general and administrative expenses	(5,275)	(4,678)	431	(9,522)

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Depreciation	(468)	(280)	(57)	(805)
Amortization	(256)	(88)	(297)	(641)
Operating profit	1,297	186	(9)	1,474
Net other income (expense)	(34)	162		128
Net interest expense and other financing costs	(12)	(172)	(243)	(427)
Income tax expense	(155)	(28)	73	(110)
Earnings from continuing operations	1,096	148	(179)	1,065
Basic earnings per common share from continuing operations	\$ 1.70			\$ 1.26
Diluted earnings per common share from continuing operations	\$ 1.69			\$ 1.26

S-6

Unaudited Pro Forma Consolidated Balance Sheet Information
As at December 31, 2007

	Thomson	Pro Forma Adjustments		Pro Forma Thomson Reuters
		Reuters	Other	
	(In millions of US dollars)			
Assets				
Cash and cash equivalents	7,497	510	(4,041)	3,966
Accounts receivable, net of allowances	1,565	234		1,799
Prepaid expenses and other current assets	508	384	(18)	874
Deferred income taxes	104	236		340
Current assets of discontinued operations	4			4
Current assets	9,678	1,364	(4,059)	6,983
Computer hardware and other property, net	731	933	221	1,885
Computer software, net	721	77	1,023	1,821
Identifiable intangible assets, net	3,438	534	4,866	8,838
Goodwill	6,935	810	(810)	6,935
Unallocated purchase price			12,530	12,530
Other non-current assets	1,322	762	406	2,490
Deferred income taxes		331		331
Non-current assets of discontinued operations	6			6
Total assets	22,831	4,811	14,177	41,819

	Thomson	Pro Forma Adjustments		Pro Forma Thomson Reuters
		Reuters	Other	
	(In millions of US dollars)			
Liabilities and shareholders equity				
Liabilities				
Short-term indebtedness	183	155	4,939	5,277
Accounts payable and accruals	1,532	1,579	87	3,198
Deferred revenue	1,108	73	(7)	1,174
Current portion of long-term debt	412	365		777
Current liabilities of discontinued operations	4			4
Current liabilities	3,239	2,172	5,019	10,430
Long-term debt	4,264	864		5,128
Other non-current liabilities	783	260	52	1,095
Deferred income taxes	974	389	1,802	3,165
Total liabilities	9,260	3,685		