

Edgar Filing: Discover Financial Services - Form FWP

Discover Financial Services  
Form FWP  
July 08, 2009  
Issuer Free Writing Prospectus

Filed Pursuant to  
Rule 433  
Registration No. 333-160447

**DISCOVER FINANCIAL SERVICES**

**TERM SHEET**

**Dated July 7, 2009**

54,054,055 Shares of Common Stock

*This term sheet relates only to the securities described below and supplements and should be read together with the preliminary prospectus supplement, dated July 6, 2009 and the accompanying prospectus (including the documents incorporated by reference in the accompanying prospectus) relating to these securities.*

Issuer:	Discover Financial Services
Title of Securities:	Common Stock, par value \$0.01 per share
Stock Symbol / Exchange:	DFS / New York Stock Exchange
Trade Date:	July 7, 2009
Closing Date:	July 13, 2009
Number of Shares Offered:	54,054,055 shares
Option to Purchase	8,108,108 shares
Additional Shares:	
Price to the Public (Issue Price):	\$9.25 per share
Underwriting Discounts and Commissions:	\$0.358 per share; \$19,351,352 total (or \$22,254,054 if the underwriters' option to purchase additional shares is exercised in full)
Net Proceeds to Issuer:	Approximately \$480,298,657, or approximately \$552,395,953 if the underwriters' option to purchase additional shares is exercised in full, in each case after deducting the underwriting discounts and commissions and estimated expenses payable by the Issuer
Officer Purchase of Stock:	David Nelms, the Issuer's Chairman and Chief Executive Officer, is expected to purchase 60,000 shares (approximately \$555,000 of shares) in the offering at the issue price thereof.

**Discover Financial Services has filed a registration statement (including a prospectus dated as of July 6, 2009) and a preliminary prospectus supplement dated as of July 6, 2009 with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement, the preliminary prospectus supplement and other documents Discover Financial Services 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, copies of the prospectus and the preliminary prospectus supplement may be obtained from J.P. Morgan Securities Inc. by calling toll-free 1-866-430-0686.**