

NISOURCE INC/DE  
Form FWP  
November 15, 2011

Filed Pursuant to Rule 433

Registration Nos. 333-170385 and 333-170385-01

November 14, 2011

**PRICING TERM SHEET**

**(To Preliminary Prospectus Supplement dated November 14, 2011)**

|                                 |  |
|---------------------------------|--|
| Issuer:                         | NiSource Finance Corp.   |
| Guarantor:                      | NiSource Inc.  |
| Security:                       | 4.45% Notes due 2021   |
| Ratings:                        | Baa3 (stable)/BBB- (stable)/BBB- (stable) (Moody s/Standard & Poor s/Fitch)*   |
| Size:                           | \$250,000,000  |
| Public Offering Price:          | 99.623%  |
| Maturity:                       | December 1, 2021   |
| Benchmark Treasury:             | 2.000% due November 15, 2021   |
| Benchmark Treasury Price/Yield: | 99-18/2.047%   |
| Spread to Treasury:             | T+245 basis points   |
| Re-offer Yield:                 | 4.497%   |
| Optional Redemption Terms:      | Make-whole call at any time prior to September 1, 2021 at 40 basis points spread over Treasury Benchmark. Callable on or after September 1, 2021 at par. |
| Coupon:                         | 4.45%  |
| Interest Payment Dates:         | December 1 and June 1 of each year beginning June 1, 2012  |
| Initial Interest Accrual Date:  | November 23, 2011  |
| Format:                         | SEC Registered   |
| Transaction Date:               | November 14, 2011  |
| Expected Settlement Date:       | November 23, 2011  |
| CUSIP/ISIN:                     | 65473QAY9/US65473QAY98   |
| Joint Book-Running Managers:    | Barclays Capital Inc.<br>Citigroup Global Markets Inc.<br>J.P. Morgan Securities LLC   |
| Senior Co-Managers:             | BNP Paribas Securities Corp.<br>Deutsche Bank Securities Inc.<br>Scotia Capital (USA) Inc.   |
| Co-Managers:                    | KeyBanc Capital Markets Inc.<br>Loop Capital Markets LLC<br>Mizuho Securities USA Inc.   |

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

## Edgar Filing: NISOURCE INC/DE - Form FWP

The issuer and guarantor have 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](http://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 NiSource Inc. toll-free at 1-877-647-5990 or Barclays Capital Inc. toll-free at 1-888-603-5847 or Citigroup Global Markets Inc. toll-free at 1-877-858-5407 or J.P. Morgan Securities LLC collect at 1-212-834-4533.