

CVS CAREMARK CORP  
Form FWP  
December 02, 2013

Free Writing Prospectus

Filed Pursuant to Rule 433

Registration Statement No. 333-187440

**FINAL TERM SHEET**

**Dated December 2, 2013**

**CVS CAREMARK CORPORATION**

**Issuer:** CVS Caremark Corporation ( CVS Caremark )

**Description of Securities:** \$750,000,000 1.20% Senior Notes due December 5, 2016 ( 2016 Notes )  
\$1,250,000,000 2.25% Senior Notes due December 5, 2018 ( 2018 Notes )  
\$1,250,000,000 4.00% Senior Notes due December 5, 2023 ( 2023 Notes )  
\$750,000,000 5.30% Senior Notes due December 5, 2043 ( 2043 Notes )

**Security Type:** Senior Notes

**Legal Format:** SEC Registered (Registration No. 333-187440)

**Settlement Date:** December 5, 2013 (T+3)

**Maturity Date:** December 5, 2016 for the 2016 Notes  
December 5, 2018 for the 2018 Notes  
December 5, 2023 for the 2023 Notes  
December 5, 2043 for the 2043 Notes

**Issue Price:** 99.962% of principal amount for the 2016 Notes  
99.887% of principal amount for the 2018 Notes  
99.560% of principal amount for the 2023 Notes  
99.806% of principal amount for the 2043 Notes

**Coupon:** 1.20% for the 2016 Notes  
2.25% for the 2018 Notes  
4.00% for the 2023 Notes  
5.30% for the 2043 Notes

**Benchmark Treasury:** 2016 Notes: 0.625% UST due November 15, 2016  
2018 Notes: 1.250% UST due November 30, 2018

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2023 Notes: 2.750% UST due November 15, 2023

2043 Notes: 3.625% UST due August 15, 2043

**Benchmark Treasury Strike:** 2016 Notes: 0.563%

2018 Notes: 1.424%

2023 Notes: 2.804%

2043 Notes: 3.863%

<b>Spread to Benchmark Treasury:</b>	<p>2016 Notes: +65 basis points (0.65%)</p> <p>2018 Notes: +85 basis points (0.85%)</p> <p>2023 Notes: +125 basis points (1.25%)</p> <p>2043 Notes: +145 basis points (1.45%)</p>
<b>Yield to Maturity</b>	<p>2016 Notes: 1.213%</p> <p>2018 Notes: 2.274%</p> <p>2023 Notes: 4.054%</p> <p>2043 Notes: 5.313%</p>
<b>Interest Payment Dates:</b>	Semi-annually on June 5 and December 5, commencing on June 5, 2014
<b>Change of Control:</b>	<p>Upon the occurrence of both (i) a change of control of CVS Caremark and (ii) a downgrade of the notes below an investment grade rating by each of Fitch Ratings, Moody's Investors Service, Inc. and Standard &amp; Poor's Ratings Services within a specified period, CVS Caremark 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. See Description of the Notes Change of Control on page S-16 of the Preliminary Prospectus Supplement dated December 2, 2013.</p>
<b>Redemption Provisions:</b>	<p>2016 Notes: Make-whole call at any time at the greater of 100% or discounted present value at Treasury Yield plus 10 basis points.</p> <p>2018 Notes: Prior to one month before the maturity date, make-whole call at any time at the greater of 100% or discounted present value at Treasury Yield plus 15 basis points. Thereafter redeemable at 100%.</p> <p>2023 Notes: Prior to three months before the maturity date, make-whole call at any time at the greater of 100% or discounted present value at Treasury Yield plus 20 basis points. Thereafter, redeemable at 100%.</p> <p>2043 Notes: Prior to six months before the maturity date, make-whole call at any time at the greater of 100% or discounted present value at Treasury Yield plus 25 basis points. Thereafter redeemable at 100%.</p>
<b>Use of Proceeds:</b>	To repay commercial paper and for general corporate purposes, which may include funding the acquisition of Coram. Use of Proceeds on page S-8 of the Preliminary Prospectus Supplement dated December 2, 2013.
<b>Underwriting Discounts and Commissions:</b>	<p>2016 Notes: 0.35%</p> <p>2018 Notes: 0.60%</p> <p>2023 Notes: 0.65%</p> <p>2043 Notes: 0.875%</p>
<b>Joint Book-Running Managers:</b>	<p>BARCLAYS CAPITAL INC.</p> <p>J.P. MORGAN SECURITIES LLC</p> <p>MERRILL LYNCH, PIERCE, FENNER &amp; SMITH INCORPORATED</p>

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BNY MELLON CAPITAL MARKETS, LLC  
WELLS FARGO SECURITIES, LLC

**CUSIP Number:** 2016 Notes: 126650 CA6

2018 Notes: 126650 CB4

2023 Notes: 126650 CC2

2043 Notes: 126650 CD0

**Ratings\*:** Baa1 / BBB+ (Moody's / S&P)

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

**The issuer has filed a registration statement (including a prospectus) with the U.S. Securities and Exchange Commission (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 website at [www.sec.gov](http://www.sec.gov). Alternatively, you may obtain a copy of the prospectus from Barclays Capital Inc. by calling toll-free 1-888-603-5847 or J.P. Morgan Securities LLC by calling collect 1-212-834-4533.**