

CAPITAL ONE FINANCIAL CORP
Form FWP
March 07, 2017

**Filed Pursuant to Rule 433
Dated March 6, 2017
Registration No. 333-203125**

CAPITAL ONE FINANCIAL CORPORATION

\$2,000,000,000

\$850,000,000 3.050% SENIOR NOTES DUE 2022

\$400,000,000 FLOATING RATE SENIOR NOTES DUE 2022

\$750,000,000 3.750% SENIOR NOTES DUE 2027

Summary of Terms for Issuance

Issuer: Capital One Financial Corporation
Trade Date: March 6, 2017
Settlement Date: March 9, 2017 (T+3)

\$850,000,000 3.050% SENIOR NOTES DUE 2022

Security: 3.050% Senior Notes due 2022
Principal Amount: US\$850,000,000
Net Proceeds to Issuer
(before expenses): US\$846,481,000
Ranking: Senior Unsecured
Expected Security Ratings:* Baa1 / BBB / A- (Moody s / S&P / Fitch)
Maturity Date: March 9, 2022
Coupon: 3.050% per annum
Treasury Benchmark: 1.875% Notes due February 28, 2022
Treasury Benchmark Yield: 2.014%
Spread to Treasury

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Benchmark: 105 bps

Re-offer Yield: 3.064%

Price to Public: 99.936% of principal amount

Interest Payment Dates: Semi-annually in arrears on March 9 and September 9 of each year, commencing on September 9, 2017 to and including the Maturity Date.

Day Count / Business Day
30/360; Following, Unadjusted

Convention:

Optional Redemption: The Issuer has the option to redeem the notes at a redemption price equal to 100% of the principal amount of the notes to be redeemed, plus accrued and unpaid interest thereon to the redemption date, in whole or in part at any time after February 9, 2022 (which is the date that is one month prior to the maturity date of the notes)

CUSIP/ISIN: 14040H BL8 / US14040HBL87

Joint Book-Running

Managers: Credit Suisse Securities (USA) LLC
 J.P. Morgan Securities LLC
 Merrill Lynch, Pierce, Fenner & Smith
 Incorporated

Morgan Stanley & Co. LLC

Capital One Securities, Inc.

Co-Managers: Citigroup Global Markets Inc.

Academy Securities Inc.

Mischler Financial Group, Inc.

\$400,000,000 FLOATING RATE SENIOR NOTES DUE 2022

Security: Floating Rate Senior Notes due 2022

Principal Amount: US\$400,000,000

Net Proceeds to Issuer

(before expenses): US\$398,600,000

Ranking: Senior Unsecured

Expected Security Ratings:* Baa1 / BBB / A- (Moody's / S&P / Fitch)

Maturity Date: March 9, 2022

Price to Public: 100.000% of principal amount

Pricing Benchmark: 3-month USD LIBOR (Reuters LIBOR01)

Spread to Benchmark: 95 bps

Interest Payment and Reset

Dates: Quarterly on March 9, June 9, September 9 and December 9 of each year, commencing on June 9, 2017 to and including the Maturity Date.

Interest Determination Date: The second London banking day preceding the first day of the relevant interest period

Day Count / Business Day

Convention: Actual/360; Modified Following, Adjusted

Optional Redemption:

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The Issuer has the option to redeem the notes at a redemption price equal to 100% of the principal amount of the notes to be redeemed, plus accrued and unpaid interest thereon to the redemption date, in whole or in part at any time after February 9, 2022 (which is the date that is one month prior to the maturity date of the notes)

CUSIP/ISIN: 14040H BM6 / US14040HBM60

Joint Book-Running

Managers: Credit Suisse Securities (USA) LLC

J.P. Morgan Securities LLC

Merrill Lynch, Pierce, Fenner & Smith

Incorporated

Morgan Stanley & Co. LLC

Capital One Securities, Inc.

Co-Managers: Citigroup Global Markets Inc.
 Academy Securities Inc.
 Mischler Financial Group, Inc.

\$750,000,000 3.750% SENIOR NOTES DUE 2027

Security: 3.750% Senior Notes due 2027
 Principal Amount: US\$750,000,000
 Net Proceeds to Issuer
 (before expenses): US\$744,330,000
 Ranking: Senior Unsecured
 Expected Security Ratings:* Baa1 / BBB / A- (Moody s / S&P / Fitch)
 Maturity Date: March 9, 2027
 Coupon: 3.750% per annum
 Treasury Benchmark: 2.250% Notes due February 15, 2027
 Treasury Benchmark Yield: 2.487%
 Spread to Treasury
 Benchmark: 130 bps
 Re-offer Yield: 3.787%
 Price to Public: 99.694% of principal amount
 Interest Payment Dates: Semi-annually in arrears on March 9 and September 9 of each year, commencing on September 9, 2017 to and including the Maturity Date.
 Day Count / Business Day
 30/360; Following, Unadjusted
 Convention:
 Optional Redemption: The Issuer has the option to redeem the notes at a redemption price equal to 100% of the principal amount of the notes to be redeemed, plus accrued and unpaid interest thereon to the redemption date, in whole or in part at any time after February 9, 2027 (which is the date that is one month prior to the maturity date of the notes)
 CUSIP/ISIN: 14040H BN4 / US14040HBN44
 Joint Book-Running
 Managers: Credit Suisse Securities (USA) LLC

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J.P. Morgan Securities LLC

Merrill Lynch, Pierce, Fenner & Smith

Incorporated

Morgan Stanley & Co. LLC

Capital One Securities, Inc.

Co-Managers: Citigroup Global Markets Inc.

Academy Securities Inc.

Mischler Financial Group, Inc.

*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.

Capital One Financial Corporation has filed a registration statement (including a prospectus and preliminary prospectus supplement) with the SEC for the offering to which this communication relates. Before you invest, you should read each of these documents and the other documents filed with the SEC and incorporated by reference in such documents for more complete information about Capital One Financial Corporation and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at www.sec.gov. Alternatively, you may obtain a copy of these documents by contacting Credit Suisse Securities (USA) LLC, toll-free at 1-800-221-1037, J.P. Morgan Securities LLC, 383 Madison Ave, New York, NY 10179 Attn: Investment Grade Syndicate Desk, at 212-834-4533 (collect), Merrill Lynch, Pierce, Fenner & Smith Incorporated toll-free at 1-800-294-1322 or Morgan Stanley & Co. LLC, toll-free at 1-866-718-1649.

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