BHP BILLITON FINANCE USA LTD
Form FWP
September 26, 2013

Filed pursuant to Rule 433

Registration No. 333-183951

September 25, 2013

Pricing Details on BHP Billiton Senior 2.050% Fixed Rate Notes due 2018

Issuer:	BHP Billiton Finance (USA) Limited
Guarantors:	BHP Billiton Plc and BHP Billiton Limited
Security:	2.050% Guaranteed Senior Notes due 2018 (the 2018 Notes)
Format:	SEC Registered
Principal Amount:	US$500,000,000
Denomination:	The 2018 Notes will be issued in denominations of US$2,000 and integral multiples of US$1,000
Pricing Date:	September 25, 2013
Settlement Date:	September 30, 2013
Maturity Date:	September 30, 2018
Interest Payment Dates:	March 30 and September 30 of each year, commencing on March 30, 2014
Make-Whole Call	At any time at a discount rate of Treasury plus 15 basis points
Public Offering Price:	Per Note: 99.854%. Total: US$499,270,000
Proceeds to Issuer:	US$497,520,000
Treasury Benchmark:	1.500% due August 31, 2018
Treasury Benchmark Price and Yield:	100-18/1.381%
Spread to Benchmark Treasury:	70 bps
Re-offer Yield:	2.081%
Coupon:	2.050%
Ranking:	The 2018 Notes are unsecured and will rank equally with all of the Issuer s other unsecured and unsubordinated indebtedness
Use of Proceeds:	General corporate purposes
Joint Active Book-Running Managers:	Barclays Capital Inc. Goldman, Sachs & Co. J.P. Morgan Securities LLC
CUSIP:	055451 AT5
ISIN:	US055451AT54

The issuer has 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. 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 Barclays Capital Inc. toll free on 1-888-603-5847 or emailing

barclaysprospectus@broadridge.com / or calling Goldman, Sachs & Co. on 1-866-471-2526 or emailing prospectus-ny@ny.email.gs.com / or calling J.P. Morgan Securities LLC on 1-212-834-4533.

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Pricing Details on BHP Billiton Senior 3.850% Fixed Rate Notes due 2023

Issuer:	BHP Billiton Finance (USA) Limited
Guarantors:	BHP Billiton Plc and BHP Billiton Limited
Security:	3.850% Guaranteed Senior Notes due 2023 (the 2023 Notes)
Format:	SEC Registered
Principal Amount:	US$1,500,000,000
Denomination:	The 2023 Notes will be issued in denominations of US$2,000 and integral multiples of US$1,000
Pricing Date:	September 25, 2013
Settlement Date:	September 30, 2013
Maturity Date:	September 30, 2023
Interest Payment Dates:	March 30 and September 30 of each year, commencing on March 30, 2014
Make-Whole Call	At any time at a discount rate of Treasury plus 20 basis points
Public Offering Price:	Per Note: 99.877%. Total US$1,498,155,000
Proceeds to Issuer:	US$1,491,405,000
Treasury Benchmark:	2.500% due August 15, 2023
Treasury Benchmark Price and Yield:	99-00/2.615%
Spread to Benchmark Treasury:	125 bps
Re-offer Yield:	3.865%
Coupon:	3.850%
Ranking:	The 2023 Notes are unsecured and will rank equally with all of the Issuer s other unsecured and unsubordinated indebtedness
Use of Proceeds:	General corporate purposes
Joint Active Book-Running Managers:	Barclays Capital Inc. Goldman, Sachs & Co. J.P. Morgan Securities LLC
CUSIP:	055451 AU2
ISIN:	US055451AU28

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2

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Pricing Details on BHP Billiton Senior 5.000% Fixed Rate Notes due 2043

Issuer:	BHP Billiton Finance (USA) Limited
Guarantors:	BHP Billiton Plc and BHP Billiton Limited
Security:	5.000% Guaranteed Senior Notes due 2043 (the 2043 Notes)
Format:	SEC Registered
Principal Amount:	US$2,500,000,000
Denomination:	The 2043 Notes will be issued in denominations of US$2,000 and integral multiples of US$1,000
Pricing Date:	September 25, 2013
Settlement Date:	September 30, 2013
Maturity Date:	September 30, 2043
Interest Payment Dates:	March 30 and September 30 of each year, commencing on March 30, 2014
Make-Whole Call	At any time at a discount rate of Treasury plus 20 basis points
Public Offering Price:	Per Note: 99.985%. Total:US$2,499,625,000
Proceeds to Issuer:	US$2,477,750,000
Treasury Benchmark:	2.875% due May 15, 2043
Treasury Benchmark Price and Yield:	85-6+/3.701%
Spread to Benchmark Treasury:	130 bps
Re-offer Yield:	5.001%
Coupon:	5.000%
Ranking:	The 2043 Notes are unsecured and will rank equally with all of the Issuer s other unsecured and unsubordinated indebtedness
Use of Proceeds:	General corporate purposes
Joint Active Book-Running Managers:	Barclays Capital Inc.
	Goldman, Sachs & Co.
	J.P. Morgan Securities LLC
CUSIP:	055451 AV0
ISIN:	US055451AV01

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Pricing Details on BHP Billiton Senior Floating Rate Notes due 2016

Issuer:	BHP Billiton Finance (USA) Limited
Guarantors:	BHP Billiton Plc and BHP Billiton Limited
Security:	Guaranteed Senior Floating Rate Notes due 2016 (the 2016 Notes)
Format:	SEC Registered
Principal Amount:	US$500,000,000
Denomination:	The 2016 Notes will be issued in denominations of US$2,000 and integral multiples of US$1,000
Pricing Date:	September 25, 2013
Settlement Date:	September 30, 2013
Maturity Date:	September 30, 2016
Interest Payment and Reset Dates:	March 30, June 30, September 30 and December 30 of each year, commencing on December 30, 2013
Public Offering Price:	Per Note: 100%. Total: US$500,000,000
Proceeds to Issuer:	US$498,750,000
Coupon:	3 month USD LIBOR plus the Spread (set out below)
Spread:	25 bps
Ranking:	The 2016 Notes are unsecured and will rank equally with all of the Issuer s other unsecured and unsubordinated indebtedness
Use of Proceeds:	General corporate purposes
Joint Active Book-Running Managers:	Barclays Capital Inc. Goldman, Sachs & Co. J.P. Morgan Securities LLC
CUSIP:	055451 AS7
ISIN:	US055451AS71

The issuer has 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. 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 Barclays Capital Inc. toll free on 1-888-603-5847 or emailing barclaysprospectus@broadridge.com / or calling Goldman, Sachs & Co. on 1-866-471-2526 or emailing prospectus-ny@ny.email.gs.com / or calling J.P. Morgan Securities LLC on 1-212-834-4533.