

WESTPAC BANKING CORP  
Form FWP  
November 19, 2013

Filed Pursuant to Rule 433

Registration Statement No. 333-185478

**Free Writing Prospectus**

(To Preliminary Prospectus Supplement dated November 18, 2013 and Prospectus dated December 14, 2012)

November 18, 2013

**US\$500,000,000 1.050% Notes due November 25, 2016**

**US\$1,250,000,000 Floating Rate Notes due November 25, 2016**

**1.050% Notes due November 25, 2016**

Issuer:	Westpac Banking Corporation
Principal Amount:	US\$500,000,000
Ranking:	Senior Unsecured
Expected Ratings:	Aa2/AA-; Stable/Stable (Moody s/S&P)*
Legal Format:	SEC Registered Global Notes
Trade Date:	November 18, 2013
Settlement Date:	November 25, 2013 (T+5)
Maturity Date:	November 25, 2016
Coupon:	1.050%
Price to Public:	99.938%

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Benchmark Treasury:	0.625% due November 15, 2016
Benchmark Treasury Spot and Yield:	100-07 / 0.551%
Re-offer Spread to Benchmark Treasury:	52 basis points
Re-offer Yield:	1.071%
Gross Spread:	15 basis points
All-in Price:	99.788%

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Interest Payment Dates: Payable semi-annually in arrears on May 25 and November 25 of each year, commencing May 25, 2014, subject to Business Day Convention

Day Count Convention: 30/360, unadjusted

Net Proceeds: US\$498,940,000

Business Days: Each Monday, Tuesday, Wednesday, Thursday and Friday that is not a day on which banking institutions in Sydney, Australia, New York, New York, or London, United Kingdom are authorized or obligated by law or executive order to close

Business Day Convention: Any payment of principal, premium and interest required to be made on an Interest Payment Date that is not a Business Day will be made on the next succeeding Business Day, and no interest will accrue on that payment for the period from and after the Interest Payment Date to the date of payment on the next succeeding Business Day

Denominations: Minimum of US\$2,000 with increments of US\$1,000 thereafter

CUSIP: 961214 CD3

ISIN: US961214CD32

Joint Active Bookrunners: Citigroup Global Markets Inc.  
J.P. Morgan Securities LLC  
RBC Capital Markets, LLC

**US\$1,250,000,000 Floating Rate Notes due November 25, 2016**

Issuer: Westpac Banking Corporation

Principal Amount: US\$1,250,000,000

Ranking: Senior Unsecured

Expected Ratings: Aa2/AA-; Stable/Stable (Moody s/S&P)\*

Legal Format: SEC Registered Global Notes

Trade Date: November 18, 2013

Settlement Date: November 25, 2013 (T+5)

Maturity Date: November 25, 2016

Price to Public: 100%

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Interest:	Floating Rate
Reference Benchmark:	U.S. Dollar three-month LIBOR
Spread to Benchmark:	plus 43 basis points
Gross Spread:	15 basis points
All-in Price:	99.850%
Interest Payment Dates:	Payable quarterly in arrears on February 25, May 25, August 25 and November 25 of each year, commencing February 25, 2014, subject to Business Day Convention
Interest Reset Dates:	Quarterly on February 25, May 25, August 25 and November 25 of each year, commencing February 25, 2014
Initial Interest Rate:	U.S. Dollar three-month LIBOR, determined as of two London business days prior to the Settlement Date, plus 43 basis points
Day Count Convention:	Actual/360
Net Proceeds:	US\$1,248,125,000
Business Days:	Each Monday, Tuesday, Wednesday, Thursday and Friday that is not a day on which banking institutions in Sydney, Australia, New York, New York, or London, United Kingdom are authorized or obligated by law or executive order to close.
Business Day Convention:	If any interest payment date would fall on a day that is not a Business Day, other than the interest payment date that is also the date of maturity for the notes, that interest payment date will be postponed to the following day that is a Business Day, except that if such next Business Day is in a different month, then that interest payment date will be the immediately preceding day that is a Business Day.
Interest Periods:	Except as described below for the first interest period, on each interest payment date, interest will be paid or duly provided for the period commencing on and including the immediately preceding interest payment date and ending on and including the day preceding the next interest payment date. We refer to this period as an interest period. The first interest period will begin on and include November 25, 2013 and will end on and include February 24, 2014.
Denominations:	Minimum of US\$2,000 with increments of US\$1,000 thereafter
CUSIP:	961214 CE1

ISIN: US961214CE15

Joint Active Bookrunners: Citigroup Global Markets Inc.  
J.P. Morgan Securities LLC  
RBC Capital Markets, LLC

**Free Writing Prospectus**

**(To Preliminary Prospectus Supplement dated November 18, 2013 and Prospectus dated December 14, 2012)**

**\*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 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 Citigroup Global Markets Inc. toll-free at 1-800-831-9146, J.P. Morgan Securities LLC toll-free at 212-834-4533 or RBC Capital Markets, LLC toll-free at 866-375-6829.**

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