

WESTPAC BANKING CORP  
Form FWP  
January 14, 2014

Filed Pursuant to Rule 433

Registration Statement No. 333-185478

**Free Writing Prospectus**

(To Preliminary Prospectus Supplement dated January 13, 2014 and Prospectus dated December 14, 2012)

January 13, 2014

**US\$1,250,000,000 2.25% Notes due January 17, 2019**

**US\$250,000,000 Floating Rate Notes due January 17, 2019**

**2.25% Notes due January 17, 2019**

|                                    |                                       |
|------------------------------------|---------------------------------------|
| 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:                        | January 13, 2014                      |
| Settlement Date:                   | January 17, 2014 (T+4)                |
| Maturity Date:                     | January 17, 2019                      |
| Coupon:                            | 2.25%                                 |
| Price to Public:                   | 99.864%                               |
| Benchmark Treasury:                | 1.500% due December 31, 2018          |
| Benchmark Treasury Spot and Yield: | 99-20/1.579%                          |

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|  |                 |
|--|-----------------|
| Re-offer Spread to Benchmark Treasury: | 70 basis points |
| Re-offer Yield:                        | 2.279%          |
| Gross Spread:                          | 25 basis points |
| All-in Price:                          | 99.614%         |

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Interest Payment Dates: Payable semi-annually in arrears on January 17 and July 17 of each year, commencing July 17, 2014, subject to Business Day Convention

Day Count Convention: 30/360, unadjusted

Net Proceeds: US\$1,245,175,000

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: 961214CF8

ISIN: US961214CF89

Joint Active Bookrunners: Citigroup Global Markets Inc.  
Goldman, Sachs & Co.  
Merrill Lynch, Pierce, Fenner & Smith Incorporated

**US\$250,000,000 Floating Rate Notes due January 17, 2019**

Issuer: Westpac Banking Corporation

Principal Amount: US\$250,000,000

Ranking: Senior Unsecured

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

Legal Format: SEC Registered Global Notes

Trade Date: January 13, 2014

Settlement Date: January 17, 2014 (T+4)

Maturity Date: January 17, 2019

Price to Public: 100%

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|                           |   |
|---------------------------|---|
| Interest:                 | Floating Rate   |
| Reference Benchmark:      | U.S. Dollar three-month LIBOR   |
| Spread to Benchmark:      | plus 61 basis points  |
| Gross Spread:             | 25 basis points   |
| All-in Price:             | 99.75%  |
| Interest Payment Dates:   | Payable quarterly in arrears on January 17, April 17, July 17 and October 17 of each year, commencing April 17, 2014, subject to Business Day Convention  |
| Interest Reset Dates:     | Quarterly on January 17, April 17, July 17 and October 17 of each year, commencing April 17, 2014   |
| Initial Interest Rate:    | U.S. Dollar three-month LIBOR, determined as of two London business days prior to the Settlement Date, plus 61 basis points   |
| Day Count Convention:     | Actual/360  |
| Net Proceeds:             | US\$249,375,000   |
| 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 January 17, 2014 and will end on and include April 16, 2014. |
| Denominations:            | Minimum of US\$2,000 with increments of US\$1,000 thereafter  |
| CUSIP:                    | 961214CG6   |
| ISIN:                     | US961214CG62  |
| Joint Active Bookrunners: | Citigroup Global Markets Inc.<br>Goldman, Sachs & Co.<br>Merrill Lynch, Pierce, Fenner & Smith Incorporated   |

**Free Writing Prospectus**

**(To Preliminary Prospectus Supplement dated January 13, 2014 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, Goldman, Sachs & Co. toll-free at 1-866-471-2526 or Merrill Lynch, Pierce, Fenner & Smith Incorporated toll-free at 1-800-294-1322.**

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