

Delphi Automotive PLC  
Form FWP  
February 12, 2013

Filed Pursuant to Rule 433

Registration Statement No. 333-185558

Pricing Term Sheet

**Delphi Corporation**

Pricing Term Sheet

<b>Issuer:</b>	Delphi Corporation
<b>Size:</b>	\$800,000,000
<b>Maturity:</b>	February 15, 2023
<b>Coupon:</b>	5.00%
<b>Price:</b>	100% of face amount
<b>Yield to maturity:</b>	5.00%
<b>Spread to Benchmark Treasury:</b>	305 bps
<b>Benchmark Treasury:</b>	UST 1.625% due November 15, 2022
<b>Interest Payment Dates:</b>	February 15 and August 15, commencing August 15, 2013
<b>Redemption Provisions:</b>	
<b>First call date:</b>	February 15, 2018
<b>Make-whole call</b>	Before the first call date at a discount rate of Treasury plus 50 basis points
<b>Redemption prices:</b>	Commencing February 15, 2018: 102.500%
	Commencing February 15, 2019: 101.667%
	Commencing February 15, 2020: 100.833%
	Commencing February 15, 2021: 100%
<b>Redemption with proceeds of equity offering</b>	Prior to February 15, 2016, up to 35% may be redeemed at 105.000%
<b>Gross Proceeds</b>	\$800,000,000
<b>Underwriting Discount</b>	1.300% per note, \$10,400,000 in the aggregate
<b>Net Proceeds before expenses</b>	\$789,600,000
<b>Settlement:</b>	T+3; February 14, 2013
<b>CUSIP:</b>	247126 AH8
<b>ISIN:</b>	US247126AH80

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**Ratings\*:**

Ba1/BB+

**Minimum denomination**

\$2,000 and integral multiples of \$1,000 in excess thereof

**\* Note: A securities rating is not a recommendation to buy, sell or hold securities and may be revised or withdrawn at any time.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 J.P. Morgan toll-free at (866) 846-2874.

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