

NATIONAL RURAL UTILITIES COOPERATIVE FINANCE CORP /DC/
 Form 424B3
 February 14, 2013

Rule 424 (b) (3)
 Registration No. 333-177949

CALCULATION OF REGISTRATION FEE

| Title of Each Class of Securities Offered | Maximum Aggregate Offering Price | Amount of Registration Fee(1)(2) |
|-------------------------------------------|----------------------------------|----------------------------------|
| Senior Debt Securities | \$220,000.00 | \$30.01 |

- (1) Calculated in accordance with Rule 457(r) of the Securities Act of 1933.
- (2) The amount in this column has been transmitted to the SEC in connection with the securities offered by means of this pricing supplement.

TRADE DATE: February 12, 2013
 PRICING SUPPLEMENT NO. 5940 DATED February 12, 2013
 TO PROSPECTUS SUPPLEMENT DATED November 17, 2011
 AND BASE PROSPECTUS DATED November 14, 2011

NATIONAL RURAL UTILITES COOPERATIVE FINANCE CORPORATION
 Medium-Term Notes, Series C
 Due Nine Months or More from Date of Issue

| | |
|-----------------------------------------------|-----------------------------|
| Principal Amount: | \$220,000.00 |
| Issue Price: | 100% of Principal Amount |
| Original Issue Date: | 02/15/2013 |
| Maturity Date: | 02/16/2015 |
| Interest Rate: | 1.10% per annum |
| Regular Record Dates: | Each January 1 and July 1 |
| Interest Payment Dates: | Each January 15 and July 15 |
| Redemption Date: | None |
| Agent's Commission: | None |
| Form of Note: (Book-Entry or Certificated) | Certificated |
| Other Terms: | None |

Medium-Term Notes, Series C may be issued by the Company in an unlimited aggregate principal amount.