

MANULIFE FINANCIAL CORP  
Form FWP  
March 01, 2016

Filed Pursuant to Rule 433

Registration Statement No. 333-208442

**Free Writing Prospectus**

(To Preliminary Prospectus Supplement dated March 1, 2016 and Prospectus dated December 17, 2015)

**MANULIFE FINANCIAL CORPORATION**

**US\$1,000,000,000 4.150% SENIOR NOTES DUE 2026**

**US\$750,000,000 5.375% SENIOR NOTES DUE 2046**

**FINAL TERM SHEET**

**MARCH 1, 2016**

**US\$1,000,000,000 4.150% Senior Notes due 2026**

<b>Issuer:</b>	Manulife Financial Corporation (the Company )
<b>Title of Security:</b>	4.150% Senior Notes due 2026 (the 2026 Notes )
<b>Aggregate Principal Amount Offered:</b>	US\$1,000,000,000
<b>Maturity:</b>	March 4, 2026
<b>Price to Public:</b>	99.757% per 2026 Note and accrued interest, if any
<b>Net Proceeds to the Company before Expenses:</b>	US\$993,070,000
<b>Underwriting Discount:</b>	0.450%
<b>Coupon (Interest Rate):</b>	4.150%
<b>Yield:</b>	4.180%
<b>Treasury Price and Yield:</b>	98-04+; 1.830%
<b>Spread to Benchmark Treasury:</b>	T + 235 basis points
<b>Benchmark Treasury:</b>	1.625% due February 15, 2026
<b>Expected Ratings:<sup>(1)</sup></b>	S&P: A (stable) / Fitch: A- (stable)
<b>Interest Payment Dates:</b>	March 4 and September 4 of each year, beginning on September 4, 2016

- <sup>1</sup> These securities ratings have been provided by S&P and Fitch, respectively. None of these ratings is a recommendation to buy, sell or hold these securities. Each rating may be subject to revision or withdrawal at any time, and should be evaluated independently of any other rating.

**Optional Redemption:**

The Company may redeem the 2026 Notes, in whole or in part, at any time, and from time to time, at a redemption price equal to the greater of (i) 100% of the principal amount to be redeemed plus accrued and unpaid interest to, but excluding, the redemption date and (ii) the sum of the present values of the remaining scheduled payments of principal and interest (excluding interest accrued to the redemption date) discounted to the redemption date on a semi-annual basis, assuming a 360-day year consisting of twelve 30-day months, at the Treasury Rate plus 35 basis points, plus accrued and unpaid interest to, but excluding, the redemption date.

**Trade Date:**

March 1, 2016

**Settlement Date:**

March 4, 2016 (T+3)

**CUSIP/ISIN:**

56501R AC0 / US56501RAC07

**Joint Book-Running Managers:**

Citigroup Global Markets Inc.

Morgan Stanley & Co. LLC

**Co-Managers:**

Goldman, Sachs & Co.

Merrill Lynch, Pierce, Fenner & Smith

Incorporated

J.P. Morgan Securities LLC

Wells Fargo Securities, LLC

Barclays Capital Inc.

BNP Paribas Securities Corp.

ANZ Securities, Inc.

HSBC Securities (USA) Inc.

Mitsubishi UFJ Securities (USA), Inc.

SMBC Nikko Securities America, Inc.

Standard Chartered Bank

**US\$750,000,000 5.375% Senior Notes due 2046**

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<b>Issuer:</b>	Manulife Financial Corporation
<b>Title of Security:</b>	5.375% Senior Notes due 2046 (the 2046 Notes )
<b>Aggregate Principal Amount Offered:</b>	US\$750,000,000
<b>Maturity:</b>	March 4, 2046
<b>Price to Public:</b>	99.645% per 2046 Note and accrued interest, if any
<b>Net Proceeds to the Company before Expenses:</b>	US\$740,775,000
<b>Underwriting Discount:</b>	0.875%

<b>Coupon (Interest Rate):</b>	5.375%
<b>Yield:</b>	5.399%
<b>Treasury Price and Yield:</b>	106-04; 2.699%
<b>Spread to Benchmark Treasury:</b>	T + 270 basis points
<b>Benchmark Treasury:</b>	3.000% due November 15, 2045
<b>Expected Ratings:<sup>(1)</sup></b>	S&P: A (stable) / Fitch: A- (stable)
<b>Interest Payment Dates:</b>	March 4 and September 4 of each year, beginning on September 4, 2016
<b>Optional Redemption:</b>	The Company may redeem the 2046 Notes, in whole or in part, at any time, and from time to time, at a redemption price equal to the greater of (i) 100% of the principal amount to be redeemed plus accrued and unpaid interest to, but excluding, the redemption date and (ii) the sum of the present values of the remaining scheduled payments of principal and interest (excluding interest accrued to the redemption date) discounted to the redemption date on a semi-annual basis, assuming a 360-day year consisting of twelve 30-day months, at the Treasury Rate plus 40 basis points, plus accrued and unpaid interest to, but excluding, the redemption date.
<b>Trade Date:</b>	March 1, 2016
<b>Settlement Date:</b>	March 4, 2016 (T+3)
<b>CUSIP/ISIN:</b>	56501RAD8 / US56501RAD89
<b>Joint Book-Running Managers:</b>	Citigroup Global Markets Inc.  Morgan Stanley & Co. LLC
<b>Co-Managers:</b>	Goldman, Sachs & Co.  Merrill Lynch, Pierce, Fenner & Smith  Incorporated  J.P. Morgan Securities LLC  Wells Fargo Securities, LLC  Barclays Capital Inc.  BNP Paribas Securities Corp.  ANZ Securities, Inc.

HSBC Securities (USA) Inc.

Mitsubishi UFJ Securities (USA), Inc.

SMBC Nikko Securities America, Inc.

Standard Chartered Bank

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The Company has filed a registration statement (including a base shelf prospectus dated December 17, 2015) and a preliminary prospectus supplement dated March 1, 2016 (including the base shelf prospectus, the Prospectus ) with the SEC for the offering to which this communication relates. Before you invest, you should read the Prospectus and the documents incorporated therein by reference that the Company has filed with the SEC for more complete information about the Company and this offering. You may obtain these documents for free by visiting EDGAR on the SEC website at [www.sec.gov](http://www.sec.gov). Alternatively, the Company or any underwriter participating in the offering will arrange to send you the Prospectus and any document incorporated therein by reference if you request such documents by contacting Citigroup Global Markets Inc., c/o Broadridge Financial Solutions, 1155 Long Island Avenue, Edgewood, NY 11717, Telephone: (800) 831-9146, E-mail: [prospectus@citi.com](mailto:prospectus@citi.com); or Morgan Stanley & Co. LLC, 180 Varick Street, New York, NY 10014, Attention: Prospectus Department, Telephone: (866) 718-1649, E-mail: [prospectus@morganstanley.com](mailto:prospectus@morganstanley.com).