

BANK OF MONTREAL /CAN/  
Form FWP  
August 25, 2016

Filed Pursuant to Rule 433 under the Securities Act of 1933

Registration Statement File No. 333-196387

**Pricing Term Sheet**

**Dated August 24, 2016**

**Bank of Montreal**

**US\$3,500,000,000**

**Senior Medium-Term Notes, Series C**

**consisting of**

**US\$1,000,000,000 1.350% Senior Notes due 2018**

**US\$2,000,000,000 1.900% Senior Notes due 2021**

**US\$500,000,000 Floating Rate Notes due 2021**

**US\$1,000,000,000 1.350% Senior Notes due 2018 (the 2018 Notes )**

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|--|--|
| <b>Issuer:</b>   | Bank of Montreal (the Bank )   |
| <b>Aggregate Principal Amount Offered:</b>   | US\$1,000,000,000  |
| <b>Maturity Date:</b>  | August 28, 2018  |
| <b>Price to Public:</b>  | 99.996%, plus accrued interest, if any, from August 29, 2016.                                  |
| <b>Underwriting Commission:</b>  | 0.200% per 2018 Note.  |
| <b>Net Proceeds to the Bank after<br/>Underwriting Commission and Before<br/>Expenses:</b> | US\$997,960,000  |
| <b>Coupon:</b>   | 1.350%   |
| <b>Interest Payment Dates:</b>   | February 28 and August 28 of each year, beginning on<br>February 28, 2017. Short first coupon. |

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|--------------------------------------|---|
|                                      | Interest will accrue from August 29, 2016.  |
| <b>Regular Record Dates:</b>         | February 13 and August 13   |
| <b>Benchmark Treasury:</b>           | 0.750% due July 31, 2018  |
| <b>Benchmark Treasury Yield:</b>     | 0.752%  |
| <b>Spread to Benchmark Treasury:</b> | T + 60 basis points   |
| <b>Re-offer Yield:</b>               | 1.352%  |
| <b>Trade Date:</b>                   | August 24, 2016   |
| <b>Settlement Date:</b>              | August 29, 2016; T+3  |
| <b>Redemption Provisions:</b>        | The 2018 Notes may be redeemed upon the occurrence of certain events pertaining to Canadian taxation. |

**CUSIP:** 06367TJW1

**Denominations:** US\$2,000 and multiples of US\$1,000 in excess thereof.

**Joint Book-Running Managers:** BMO Capital Markets Corp.  
J.P. Morgan Securities LLC  
Morgan Stanley & Co. LLC  
UBS Securities LLC

**Co-Managers:** Barclays Capital Inc.  
Citigroup Global Markets Inc.  
Credit Suisse Securities (USA) LLC  
Deutsche Bank Securities Inc.  
Goldman, Sachs & Co.  
HSBC Securities (USA) Inc.  
Lloyds Securities Inc.  
Merrill Lynch, Pierce, Fenner & Smith  
Incorporated  
Wells Fargo Securities, LLC

**US\$2,000,000,000 1.900% Senior Notes due 2021 (the 2021 Notes )**

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| <b>Issuer:</b>   | Bank of Montreal (the Bank )  |
| <b>Aggregate Principal Amount Offered:</b>   | US\$2,000,000,000   |
| <b>Maturity Date:</b>  | August 27, 2021   |
| <b>Price to Public:</b>  | 99.811%, plus accrued interest, if any, from August 29, 2016.   |
| <b>Underwriting Commission:</b>  | 0.350% per 2021 Note.   |
| <b>Net Proceeds to the Bank after<br/>Underwriting Commission and Before<br/>Expenses:</b> | US\$1,989,220,000   |
| <b>Coupon:</b>   | 1.900%  |
| <b>Interest Payment Dates:</b>   | February 27 and August 27 of each year, beginning on February 27, 2017. Short first coupon.<br><br>Interest will accrue from August 29, 2016. |
| <b>Regular Record Dates:</b>   | February 12 and August 12   |
| <b>Benchmark Treasury:</b>   | 1.125% due July 31, 2021  |
| <b>Benchmark Treasury Yield:</b>   | 1.140%  |
| <b>Spread to Benchmark Treasury:</b>   | T + 80 basis points   |
| <b>Re-offer Yield:</b>   | 1.940%  |
| <b>Trade Date:</b>   | August 24, 2016   |
| <b>Settlement Date:</b>  | August 29, 2016; T+3  |
| <b>Redemption Provisions:</b>  | The 2021 Notes may be redeemed upon the occurrence of certain events pertaining to Canadian taxation.   |
| <b>CUSIP:</b>  | 06367TJX9   |
| <b>Denominations:</b>  | US\$2,000 and multiples of US\$1,000 in excess thereof.   |
| <b>Joint Book-Running Managers:</b>  | BMO Capital Markets Corp.<br><br>J.P. Morgan Securities LLC<br><br>Morgan Stanley & Co. LLC<br><br>UBS Securities LLC                         |

**Co-Managers:**

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Credit Suisse Securities (USA) LLC

Deutsche Bank Securities Inc.

Goldman, Sachs & Co.

HSBC Securities (USA) Inc.

Lloyds Securities Inc.

Merrill Lynch, Pierce, Fenner & Smith

Incorporated

Wells Fargo Securities, LLC

**US\$500,000,000 Floating Rate Notes due 2021 (the Floating Rate Notes )**

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|--|---|
| <b>Issuer:</b>   | Bank of Montreal (the Bank )  |
| <b>Aggregate Principal Amount Offered:</b>   | US\$500,000,000   |
| <b>Maturity Date:</b>  | August 27, 2021   |
| <b>Price to Public:</b>  | 100.000%, plus accrued interest, if any, from August 29, 2016.  |
| <b>Underwriting Commission:</b>  | 0.350% per Floating Rate Note.  |
| <b>Net Proceeds to the Bank after Underwriting Commission and Before Expenses:</b> | US\$498,250,000   |
| <b>Coupon:</b>   | For each Interest Period, the then-applicable Three-Month LIBOR rate for U.S. dollars, determined on the Interest Determination Date for that Interest Period, plus 0.790% (79 basis points). In no event will the interest on the Floating Rate Notes be less than zero.   |
| <b>Interest Payment Dates:</b>   | February 27, May 27, August 27 and November 27 of each year, beginning on November 27, 2016 (each, a Floating Rate Interest Payment Date ). Short first coupon.<br><br>Interest will accrue from August 29, 2016.   |
| <b>Regular Record Dates:</b>   | February 12, May 12, August 12 and November 12.   |
| <b>Interest Determination Dates:</b>   | The second London Business Day immediately preceding the applicable interest reset date (as provided for below). The Interest Determination Date for the initial Interest Period will be the second London Business Day immediately preceding the Settlement Date.  |
| <b>Interest Reset Date:</b>  | Each Floating Rate Interest Payment Date.   |
| <b>Interest Period:</b>  | The period commencing on any Floating Rate Interest Payment Date (or, with respect to the initial Interest Period only, commencing on August 29, 2016) to, but excluding, the next succeeding Floating Rate Interest Payment Date, and in the case of the last such period, from and including the Floating Rate Interest Payment Date immediately preceding the Maturity Date to but not including such Maturity Date. |
| <b>London Business Day:</b>  | Any day on which dealings in U.S. dollars are transacted in the London interbank market.  |
| <b>Three-Month LIBOR:</b>  | For any Interest Determination Date, the offered rate for deposits in the London interbank market in U.S. dollars   |

having an index maturity of three months, as of approximately 11:00 a.m., London time, on such Interest Determination Date. LIBOR will be determined by the offered rate appearing on the Reuters screen LIBOR01 page or any replacement page or pages on which London interbank rates of major banks for U.S. dollars are displayed (such determination to be made as set forth in the prospectus supplement accompanying the pricing supplement).

|                                     |  |
|-------------------------------------|--|
| <b>Day Count:</b>                   | Actual/360.  |
| <b>Day Count Convention:</b>        | If any Floating Rate Interest Payment Date falls on a day that is not a business day for the Floating Rate Notes, the Bank will postpone the making of such interest payment to the next succeeding business day (and interest thereon will continue to accrue to but excluding such succeeding business day) unless the next succeeding business day is in the next succeeding calendar month, in which case such Floating Rate Interest Payment Date shall be the immediately preceding business day and interest shall accrue to but excluding such preceding business day. If the Maturity Date or a redemption date for the Floating Rate Notes would fall on a day that is not a business day, the payment of interest and principal will be made on the next succeeding business day, but no additional interest shall accrue and be paid unless the Bank fails to make payment on such next succeeding business day. |
| <b>Calculation Agent:</b>           | BMO Capital Markets Corp. For each Interest Period, the Calculation Agent will calculate the amount of accrued interest by multiplying the principal amount of the Floating Rate Note by an accrued interest factor for the Interest Period. This factor will equal the sum of the interest factors calculated for each day during the Interest Period. The interest factor for each day will be expressed as a decimal and will be calculated by dividing the interest rate, also expressed as a decimal, applicable to that day by 360.  |
| <b>Redemption Provisions:</b>       | The Floating Rate Notes may be redeemed upon the occurrence of certain events pertaining to Canadian taxation.   |
| <b>Trade Date:</b>                  | August 24, 2016  |
| <b>Settlement Date:</b>             | August 29, 2016; T+3   |
| <b>CUSIP:</b>                       | 06367TJY7  |
| <b>Denominations:</b>               | US\$2,000 and multiples of US\$1,000 in excess thereof.  |
| <b>Joint Book-Running Managers:</b> | BMO Capital Markets Corp.<br><br>J.P. Morgan Securities LLC<br><br>Morgan Stanley & Co. LLC<br><br>UBS Securities LLC  |



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**The Bank has filed a registration statement (File No. 333-196387) (including a pricing supplement, a prospectus supplement and a prospectus) with the U.S. Securities and Exchange Commission (the SEC) for the offering to which this communication relates. Before you invest, you should read those documents and the documents incorporated therein by reference that the Bank has filed with the SEC for more complete information about the Bank and this offering. You may get these documents for free by visiting EDGAR on the SEC website at [www.sec.gov](http://www.sec.gov). Alternately, the Bank, any underwriter or any dealer participating in the offering will arrange to send you the pricing supplement, the prospectus supplement and the prospectus if you request them by calling BMO Capital Markets Corp. toll-free at 1-866-864-7760, J.P. Morgan Securities LLC collect at 1-212-834-4533, Morgan Stanley & Co. LLC toll-free at 1-866-718-1649 or UBS Securities LLC toll-free at 1-888-827-7275**