

EMERSON ELECTRIC CO
Form FWP
January 08, 2019

Free Writing Prospectus

Filed pursuant to Rule 433

Dated January 8, 2019

Relating to

Preliminary Prospectus Supplement dated November 22, 2018 to

Prospectus dated November 20, 2017

Registration Statement No. 333-221668

Final Term Sheet

500,000,000 1.250% Notes due 2025

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|--------------------------------------|--|
| Issuer: | Emerson Electric Co. |
| Principal Amount: | 500,000,000 |
| Title of Securities: | 1.250% Notes due 2025 |
| Trade Date: | January 8, 2019 |
| Settlement Date*: | January 15, 2019 (T+5) |
| Maturity Date: | October 15, 2025 |
| Listing: | Emerson Electric Co. intends to apply to list the 1.250% Notes due 2025 on the New York Stock Exchange |
| Benchmark Bund: | 1.000% due August 15, 2025 |
| Benchmark Bund Yield / Price: | -0.117% / 107.40% |
| Spread to Benchmark Bund: | +146.6 basis points |
| Spread to Mid Swaps: | +90 basis points |
| Mid Swaps Yield: | 0.449% |
| Interest Rate: | 1.250% per annum |
| Yield to Maturity: | 1.349% |
| Public Offering Price: | 99.367% |
| Gross Proceeds to Issuer: | 496,835,000 |

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| Interest Payment Date: | Annually in arrears on October 15, commencing October 15, 2019 |
| Redemption Provision: | |
| Make-Whole Call: | Bund plus 25 basis points prior to July 15, 2025 |
| Par Call: | On or after July 15, 2025 |
| Tax Redemption: | The notes will be redeemable if certain events occur involving United States taxation as described in the preliminary prospectus supplement |
| CUSIP: | 291011 BH6 |
| ISIN: | XS1915689746 |

Common Code: 191568974

Joint Book-Running Managers: Deutsche Bank AG, London Branch
 Barclays Bank PLC
 Citigroup Global Markets Limited
 J.P. Morgan Securities plc

Co-Managers: BNP Paribas
 HSBC Securities (USA) Inc.
 Merrill Lynch International
 Wells Fargo Securities International Limited

500,000,000 2.000% Notes due 2029

Issuer: Emerson Electric Co.

Principal Amount: 500,000,000

Title of Securities: 2.000% Notes due 2029

Trade Date: January 8, 2019

Settlement Date*: January 15, 2019 (T+5)

Maturity Date: October 15, 2029

Listing: Emerson Electric Co. intends to apply to list the 2.000% Notes due 2029 on the New York Stock Exchange

Benchmark Bund: 0.250% due August 15, 2028

Benchmark Bund Yield / Price: 0.233% / 100.165%

Spread to Benchmark Bund: +185.8 basis points

Spread to Mid Swaps: +120 basis points

Mid Swaps Yield: 0.891%

Interest Rate: 2.000% per annum

Yield to Maturity: 2.091%

Public Offering Price: 99.136%

Gross Proceeds to Issuer: 495,680,000

Interest Payment Date: Annually in arrears on October 15, commencing October 15, 2019

Redemption Provision:

Make-Whole Call: Bund plus 30 basis points prior to July 15, 2029

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|------------------------|---|
| Par Call: | On or after July 15, 2029 |
| Tax Redemption: | The notes will be redeemable if certain events occur involving United States taxation as described in the preliminary prospectus supplement |
| CUSIP: | 291011 BJ2 |
| ISIN: | XS1916073254 |

Common Code: 191607325

Joint Book-Running Managers: Deutsche Bank AG, London Branch
Barclays Bank PLC
Citigroup Global Markets Limited
J.P. Morgan Securities plc

Co-Managers: BNP Paribas
HSBC Securities (USA) Inc.
Merrill Lynch International
Wells Fargo Securities International Limited

*** It is expected that delivery of the notes will be made against payment therefor on or about January 15, 2019, which is the fifth U.S. business day following the date of the pricing of the Notes. Under Rule 15c6-1 under the Exchange Act, trades in the secondary market generally are required to settle in two business days unless the parties to that trade expressly agree otherwise. Accordingly, purchasers who wish to trade the Notes prior to the third business day preceding the settlement date will be required, by virtue of the fact that the Notes initially will settle in T+5, to specify an alternative settlement cycle at the time of any such trade to prevent failed settlement and should consult their own advisors. Purchasers of notes who wish to trade their notes on the date of pricing or the next succeeding business day should consult their own advisor.**

The issuer has filed a registration statement (including a prospectus) and a preliminary prospectus supplement with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement, the preliminary prospectus supplement 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. 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 Barclays Bank PLC toll free at 1-800-854-5674 or Deutsche Bank AG, London Branch toll free at 1-800-503-4611.

MiFID II product governance / Professional investors and ECPs only target market Solely for the purposes of each manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in Directive 2014/65/EU (as amended, "MiFID II"); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a distributor) should take into consideration the manufacturer's target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer's target market assessment) and determining appropriate distribution channels.

PRIIPs Regulation No PRIIPs key information document (KID) has been prepared as not available to retail in EEA.

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