

TRANSCANADA PIPELINES LTD  
Form FWP  
October 10, 2018

**Filed Pursuant to Rule 433**

**Registration No. 333-221898**

**October 10, 2018**

**U.S.\$400,000,000**  
**TransCanada PipeLines Limited**

**Re-Opening of 4.250% Senior Notes due 2028**

This Pricing Term Sheet should be read together with the preliminary prospectus supplement of TransCanada PipeLines Limited dated October 10, 2018 (the Preliminary Prospectus Supplement). The information in this Pricing Term Sheet supplements the Preliminary Prospectus Supplement and supersedes the information in the Preliminary Prospectus Supplement to the extent inconsistent with the information in the Preliminary Prospectus Supplement. Other information presented in the Preliminary Prospectus Supplement is deemed to have changed to the extent affected by the changes described herein.

**Issuer:** TransCanada PipeLines Limited

**Security:** 4.250% Senior Notes due 2028

**Re-Opening Size:** U.S.\$400,000,000

The notes offered hereby will be part of the same series of notes as the U.S.\$1,000,000,000 aggregate principal amount of 4.250% Senior Notes due 2028 issued and sold by TransCanada PipeLines Limited on May 7, 2018. Immediately upon settlement, the new 2028 Notes offered hereby will have the same CUSIP number and will trade interchangeably with the existing 2028 Notes, and the aggregate principal amount of the existing notes and the notes offered hereby will be U.S.\$1,400,000,000

**Maturity Date:** May 15, 2028

**Coupon:** 4.250%

**Interest Payment Dates:** May 15 and November 15, commencing on November 15, 2018

**Price to Public:** 98.533% plus accrued interest from May 7, 2018 to, but excluding, the settlement date.

All such pre-issuance accrued interest from May 7, 2018 will be paid by purchasers of the notes. On November 15, 2018, the Issuer will pay this pre-issuance accrued interest, along with accrued interest from the settlement date to, but excluding, November 15, 2018, to holders of the notes who are holders of record on November 1, 2018.

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**Re-Opening Benchmark Treasury:** 2.875% due August 15, 2028

**Re-Opening Benchmark Treasury Price and Yield:** 96-30+ / 3.239%

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<b>Re-Opening Spread to Benchmark Treasury:</b>	120 basis points
<b>Re-Opening Yield:</b>	4.439%
<b>Optional Redemption:</b>	At any time at the greater of par or a discount rate of Treasury plus 20 basis points
<b>At Par Redemption:</b>	On or after February 15, 2028
<b>Trade Date:</b>	October 10, 2018
<b>Expected Settlement Date:</b>	October 12, 2018 (T+2)
<b>CUSIP:</b>	89352HAW9
<b>ISIN:</b>	US89352HAW97
<b>Anticipated Ratings:*</b>	A3 (negative outlook) by Moody's Investors Service, Inc. BBB+ (stable) by Standard & Poor's Ratings Services A- (stable) by Fitch Ratings Inc.
<b>Joint Bookrunners:</b>	J.P. Morgan Securities LLC Deutsche Bank Securities Inc.
<b>Co-Managers:</b>	Citigroup Global Markets Inc. MUFG Securities Americas Inc. Credit Suisse Securities (USA) LLC Mizuho Securities USA LLC SMBC Nikko Securities America, Inc. Merrill Lynch, Pierce, Fenner & Smith Incorporated Barclays Capital Inc. Wells Fargo Securities, LLC

In addition to the pricing information set forth above, the Preliminary Prospectus Supplement will be updated to reflect the following changes:

The "Certain Income Tax Considerations" section will be amended to add the following paragraph as the seventh paragraph:

*Qualified Reopening and Pre-Issuance Accrued Interest*

It is anticipated and the following discussion assumes that the issuance of new 2028 Notes offered hereby will constitute a qualified reopening of the issuance of the existing 2028 Notes, within the meaning of the applicable U.S. Treasury Regulations. Consequently, for U.S. federal income tax purposes the issue price of a new 2028 Note offered hereby will equal the issue price of the existing 2028 Notes (*i.e.*, 99.611% of the principal amount thereof), and the issue date of the new 2028 Notes offered hereby will be considered to be the issue date of the existing 2028 Notes. Additionally, a portion of the price paid for new 2028 Notes offered hereby will be allocable to interest that accrued prior to the

issuance of the new 2028 Notes offered hereby, or *pre-issuance accrued interest*. To the extent a portion of a beneficial holder's purchase price is allocable to pre-issuance accrued interest, a portion of the first stated interest payment equal to the amount of pre-issuance accrued interest will be treated as a nontaxable return of such purchase price to the holder, rather than as interest income. Amounts treated as a return of purchase price will reduce a beneficial holder's adjusted tax basis in the new 2028 Notes offered hereby by a corresponding amount.

The Certain Income Tax Considerations Certain U.S. Federal Income Tax Considerations Payments of Interest and Sale, Retirement or Other Taxable Disposition of the Notes sections will be amended to delete in its entirety the text thereof and replace it with the following text:

*Payments of Interest*

Except as described above with respect to pre-issuance accrued interest paid on the 2028 Notes, each payment of interest on a note will be taxable to a U.S. Holder as ordinary interest income at the time it is accrued or is received in accordance with the U.S. Holder's method of accounting for U.S. federal income tax purposes. Interest on the notes will constitute income from sources without the U.S. and will be passive category income for purposes of computing the foreign tax credit allowable under the U.S. federal income tax laws. The rules governing the foreign tax credit are complex, and U.S. Holders should consult their tax advisors regarding the availability of the credit under their particular circumstances.

*Sale, Retirement or Other Taxable Disposition of the Notes*

A U.S. Holder will recognize a gain or loss on the sale, retirement or other taxable disposition of a note equal to the difference between the amount realized on the sale or retirement (except to the extent of accrued and unpaid interest, or pre-issuance interest for the 2028 Notes, which will be taxable as ordinary interest income) and the U.S. Holder's tax basis in the note (generally, the price the U.S. Holder paid for the note decreased, for the 2028 Notes, by any amount attributable to pre-issuance accrued interest that has already been paid to such U.S. Holder and any amortizable bond premium previously amortized). As a general rule, such gain or loss recognized on the sale or retirement of a note will be capital gain or loss and will be long-term capital gain or loss if the note was held for more than one year. Such income or loss will generally constitute income or loss from sources within the U.S. for purposes of computing the foreign tax credit allowable under the U.S. federal income tax laws.

For non-corporate U.S. Holders, including individuals, long-term capital gains generally are taxed at a lower rate than ordinary income. The deductibility of capital losses is subject to limitations.

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**\*Note: A security rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal 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 Securities LLC collect at (212) 834-4533 or Deutsche Bank Securities Inc. toll free at (800) 503-4611.**

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**U.S.\$1,000,000,000**  
**TransCanada PipeLines Limited**

**5.100% Senior Notes due 2049**

**Issuer:** TransCanada PipeLines Limited

**Security:** 5.100% Senior Notes due 2049

**Size:** U.S.\$1,000,000,000

**Maturity Date:** March 15, 2049

**Coupon:** 5.100%

**Interest Payment Dates:** March 15 and September 15, commencing on March 15, 2019

**Price to Public:** 99.728%

**Benchmark Treasury:** 3.125% due May 15, 2048

**Benchmark Treasury Price and Yield:** 94-18 / 3.418%

**Spread to Benchmark Treasury:** 170 basis points

**Yield:** 5.118%

**Optional Redemption:** At any time at the greater of par or a discount rate of Treasury plus 25 basis points

**At Par Redemption:** On or after September 15, 2048

**Trade Date:** October 10, 2018

**Expected Settlement Date:** October 12, 2018 (T+2)

**CUSIP:** 89352HAZ2

**ISIN:** US89352HAZ29

**Anticipated Ratings:\*** A3 (negative outlook) by Moody's Investors Service, Inc.  
BBB+ (stable) by Standard & Poor's Ratings Services  
A- (stable) by Fitch Ratings Inc.

**Joint Bookrunners:** J.P. Morgan Securities LLC  
Deutsche Bank Securities Inc.

**Co-Managers:** Citigroup Global Markets Inc.  
MUFG Securities Americas Inc.  
Credit Suisse Securities (USA) LLC  
Mizuho Securities USA LLC  
SMBC Nikko Securities America, Inc.  
Merrill Lynch, Pierce, Fenner & Smith  
Incorporated  
Barclays Capital Inc.



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