

TEXAS INSTRUMENTS INC
Form FWP
March 01, 2019

Filed Pursuant to Rule 433

Registration No. 333-229797

Issuer Free Writing Prospectus dated March 1, 2019

Relating to Preliminary Prospectus Supplement dated March 1, 2019

TEXAS INSTRUMENTS INCORPORATED

Pricing Term Sheet

3.875% Notes due 2039

Issuer:	Texas Instruments Incorporated (TI)
Principal Amount:	\$750,000,000
Maturity:	March 15, 2039
Coupon:	3.875%
Price to Public:	99.106% of principal amount
Interest Payment Dates:	March 15 and September 15, beginning on September 15, 2019, and on the maturity date
Day Count Convention:	30/360
Proceeds (before expenses) to TI:	\$737,670,000
Benchmark Treasury:	3.375% due November 15, 2048
Spread to Benchmark Treasury:	82 basis points
Yield to Maturity:	3.94%
Benchmark Treasury Price and Yield:	104-29; 3.12%
Make-Whole Call:	At any time before September 15, 2038 (six months before the maturity date) at the greater of: (i) 100% of the principal amount of the notes being redeemed; and (ii) the sum of the present values of the principal amount of such notes and the scheduled payments of interest thereon (not including any portion of such payments of interest accrued as of the date of redemption) from the date of redemption to September 15, 2038 (six months before the maturity date), in each case discounted to the date of redemption on a semi-annual basis at the rate of Treasury plus 15 basis points
Par Call:	At any time on or after September 15, 2038 (six months before the maturity date) at 100% of the principal amount of notes being redeemed
Trade Date:	March 1, 2019

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Settlement Date: March 11, 2019 (T+6)

Denominations: \$2,000 and multiples of \$1,000 thereafter

CUSIP/ISIN: 882508 BF0 / US882508BF00

Ratings:*
Moody s: A1 (stable outlook)
S&P: A+ (stable outlook)

Joint Book-Running Managers: Barclays Capital Inc.

J.P. Morgan Securities LLC

MUFG Securities Americas Inc.

Citigroup Global Markets Inc.

Merrill Lynch, Pierce, Fenner & Smith
Incorporated

Mizuho Securities USA LLC

Morgan Stanley & Co. LLC

Co-Managers: U.S. Bancorp Investments, Inc.

The Williams Capital Group, L.P.

BNP Paribas Securities Corp.

HSBC Securities (USA) Inc.

***A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.**

It is expected that delivery of the notes will be made against payment therefore on or about March 11, 2019, which is the sixth business day following the date hereof (such settlement cycle being referred to as T+6). Under Rule 15c6-1 under the Securities Exchange Act of 1934, as amended, trades in the secondary market generally are required to settle in two business days unless the parties to any such trade expressly agree otherwise. Accordingly, purchasers who wish to trade the notes prior to the second business day before the delivery of the notes will be required, by virtue of the fact that the notes initially will settle in T+6, to specify an alternative settlement cycle at the time of any such trade to prevent failed settlement. Purchasers of the notes who wish to trade the notes on the date of pricing should consult their own advisors.

The issuer has filed a registration statement (including a prospectus) and a prospectus supplement with the Securities and Exchange Commission (SEC) for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement, the 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 and prospectus supplement if you request it by calling Barclays Capital Inc. at (888) 603-5847, J.P. Morgan Securities LLC at (212) 834-4533 and MUFG Securities Americas Inc. at (877) 649-6848.

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