

DEUTSCHE BANK AKTIENGESELLSCHAFT  
Form FWP  
September 10, 2015

ISSUER FREE WRITING PROSPECTUS NO. 2550B

Filed Pursuant to Rule 433  
Registration Statement No. 333-206013

Dated September 10, 2015

Deutsche Bank AG Airbag Autocallable Yield Optimization Notes

**\$• Deutsche Bank AG Notes Linked to the Common Stock of AbbVie Inc. due on or about September 19, 2016**

**\$• Deutsche Bank AG Notes Linked to the Common Stock of Citigroup Inc. due on or about September 19, 2016**

**\$• Deutsche Bank AG Notes Linked to the Common Stock of Ford Motor Company due on or about September 19, 2016**

**\$• Deutsche Bank AG Notes Linked to the Common Stock of Morgan Stanley due on or about September 19, 2016**

### **Investment Description**

Airbag Autocallable Yield Optimization Notes (the “**Notes**”) are unsubordinated and unsecured obligations of Deutsche Bank AG, London Branch (the “**Issuer**”) with returns linked to the performance of the common stock of a specific company described herein (each, a “**Reference Underlying**”). Each Note will have a face amount (the “**Face Amount**”) equal to \$1,000. On a monthly basis, Deutsche Bank AG will pay you a coupon (a “**Coupon Payment**”) regardless of the performance of the applicable Reference Underlying. If the Closing Price of the applicable Reference Underlying on any quarterly Observation Date is greater than or equal to the Initial Price, Deutsche Bank AG will automatically call the Notes and, for each \$1,000 Face Amount of Notes, pay you the Face Amount plus the applicable Coupon Payment for that month and no further amounts will be owed to you. If the Notes are not automatically called and the Final Price is greater than or equal to the Conversion Price, Deutsche Bank AG will pay you at maturity a cash payment per \$1,000 Face Amount of Notes equal to the Face Amount. However, if the Notes are not automatically called and the Final Price is less than the Conversion Price, Deutsche Bank AG will deliver to you at maturity a number of shares of the applicable Reference Underlying per \$1,000 Face Amount of Notes equal to the Face Amount divided by the Conversion Price (the “**Share Delivery Amount**”), which is expected to have a value of less than the Face Amount and may have no value at all. **Investing in the Notes involves significant risks. You may lose some or all of your initial investment. In exchange for receiving the Coupon Payments on the Notes, you are accepting the risk of receiving shares of the applicable Reference Underlying at maturity that are worth less than your initial investment and the credit risk of the Issuer for all payments under the Notes. Generally, the higher the Coupon Rate on the Notes, the greater the risk of loss on such Notes. The contingent repayment of your initial investment applies only if you hold the Notes to maturity. Any payment on the Notes, including any Coupon Payment, any payment upon an automatic call and any repayment of your initial investment at maturity, is subject to the creditworthiness of the Issuer. If the Issuer were to default on its payment obligations or become subject to a Resolution Measure (as described on page 2), you might not receive any amounts owed to you under the terms of the Notes and you could lose your entire investment.**

### **Features**

**q Income** — Regardless of the performance of the applicable Reference Underlying, Deutsche Bank AG will pay you a monthly coupon. In exchange for receiving the Coupon

### **Key Dates**<sup>1</sup>

Trade Date      September 10, 2015

Payments, you are accepting the risk of receiving shares of the applicable Reference Underlying at maturity that are worth less than your initial investment and the credit risk of the Issuer for all payments under the Notes.

Settlement Date September 15, 2015

Observation Dates<sup>2</sup> Quarterly

**q Automatically Callable** — If the Closing Price of the applicable Reference Underlying on any quarterly Observation Date is greater than or equal to the Initial Price, Deutsche Bank AG will automatically call the Notes and, for each \$1,000 Face Amount of Notes, pay you the Face Amount plus the applicable Coupon Payment for that month and no further amounts will be owed to you. If the Notes are not automatically called, investors may have downside market exposure to the applicable Reference Underlying at maturity, subject to any contingent repayment of your initial investment.

Final Valuation Date<sup>2</sup> September 13, 2016

Maturity Date<sup>2</sup> September 19, 2016

<sup>1</sup> Expected

**q Downside Exposure with Contingent Repayment of Your Initial Investment at Maturity** — If the Notes are not automatically called and the Final Price is greater than or equal to the Conversion Price, Deutsche Bank AG will pay you at maturity a cash payment per \$1,000 Face Amount of Notes equal to the Face Amount. However, if the Notes are not automatically called and the Final Price is less than the Conversion Price, Deutsche Bank AG will deliver to you per \$1,000 Face Amount of Notes at maturity a number of shares of the applicable Reference Underlying equal to the Share Delivery Amount, which is expected to have a value of less than the Face Amount and may have no value at all. The contingent repayment of your initial investment only applies if you hold the Notes to maturity. **Any payment on the Notes, including any Coupon Payment, any payment upon an automatic call and any repayment of your initial investment at maturity, is subject to the creditworthiness of the Issuer. If the Issuer were to default on its payment obligations or become subject to a Resolution Measure, you might not receive any amounts owed to you under the terms of the Notes and you could lose your entire investment.**

<sup>2</sup> See page 4 for additional details

**NOTICE TO INVESTORS: THE NOTES ARE SIGNIFICANTLY RISKIER THAN CONVENTIONAL DEBT INSTRUMENTS. THE ISSUER IS NOT NECESSARILY OBLIGATED TO REPAY THE FULL INITIAL INVESTMENT IN THE NOTES AT MATURITY, AND THE NOTES CAN HAVE THE FULL DOWNSIDE MARKET RISK OF THE REFERENCE UNDERLYING. THIS MARKET RISK IS IN ADDITION TO THE CREDIT RISK INHERENT IN PURCHASING AN OBLIGATION OF DEUTSCHE BANK AG. YOU SHOULD NOT PURCHASE THE NOTES IF YOU DO NOT UNDERSTAND OR ARE NOT COMFORTABLE WITH THE SIGNIFICANT RISKS INVOLVED IN INVESTING IN THE NOTES. THE NOTES WILL NOT BE LISTED ON ANY SECURITIES EXCHANGE.**

**YOU SHOULD CAREFULLY CONSIDER THE RISKS DESCRIBED UNDER “KEY RISKS” BEGINNING ON PAGE 6 OF THIS FREE WRITING PROSPECTUS AND UNDER “RISK FACTORS” BEGINNING ON PAGE 7 OF THE ACCOMPANYING PRODUCT SUPPLEMENT, PAGE PS-5 OF THE ACCOMPANYING PROSPECTUS SUPPLEMENT AND PAGE 12 OF THE ACCOMPANYING PROSPECTUS BEFORE PURCHASING ANY NOTES. EVENTS RELATING TO ANY OF THOSE RISKS, OR OTHER RISKS AND UNCERTAINTIES, COULD ADVERSELY AFFECT THE MARKET VALUE OF, AND THE RETURN ON, YOUR NOTES. YOU MAY LOSE SOME OR ALL OF YOUR INITIAL INVESTMENT IN THE NOTES.**

## Note Offering

We are offering four separate Airbag Autocallable Yield Optimization Notes (each, a “**Note**”). Each Note is linked to the performance of the common stock of a different company, and each has its own Coupon Rate, Initial Price and

Conversion Price. The Initial Price is the Closing Price of the applicable Reference Underlying on September 9, 2015. The Initial Price is not the Closing Price of the applicable Reference Underlying on the Trade Date. The Conversion Price of the applicable Reference Underlying is based on the Initial Price of such Reference Underlying. The performance of each Note will not depend on the performance of any other Note. The Notes will be issued in minimum denominations equal to \$1,000 and integral multiples of \$1,000 thereof.

Reference Underlyings	Ticker	Coupon Rate	Initial Price of a Share of the Reference Underlying	Conversion Price	CUSIP
Common stock of AbbVie Inc.	ABBV	9.30% per annum	\$59.26	\$51.56, equal to 87.00% of the Initial Price	25190F
Common stock of Citigroup Inc.	C	8.30% per annum	\$50.88	\$44.27, equal to 87.00% of the Initial Price	25190F
Common stock of Ford Motor Company	F	9.00% per annum	\$13.53	\$11.50, equal to 85.00% of the Initial Price	25190F
Common stock of Morgan Stanley	MS	8.30% per annum	\$33.75	\$28.69, equal to 85.00% of the Initial Price	25190F

(1) The total amount of coupons paid will be based on the duration of the Notes.

**See “Additional Terms Specific to the Notes” in this free writing prospectus. The Notes will have the terms specified in product supplement B dated July 31, 2015, the prospectus supplement dated July 31, 2015 relating to our Series A global notes of which these Notes are a part, the prospectus dated July 31, 2015 and this free writing prospectus.**

**For the Notes linked to the common stock of AbbVie Inc., the Issuer’s estimated value of the Notes on the Trade Date is approximately \$962.30 - \$982.30 per \$1,000 Face Amount of Notes. For the Notes linked to the common stock of Citigroup Inc., the Issuer’s estimated value of the Notes on the Trade Date is approximately \$966.80 - \$986.80 per \$1,000 Face Amount of Notes. For the Notes linked to the common stock of Ford Motor Company, the Issuer’s estimated value of the Notes on the Trade Date is approximately \$966.50 - \$986.50 per \$1,000 Face Amount of Notes. For the Notes linked to the common stock of Morgan Stanley, the Issuer’s estimated value of the Notes on the Trade Date is approximately \$964.60 - \$984.60 per \$1,000 Face Amount of Notes. The Issuer’s estimated value of each Note is less than the Issue Price. Please see “Issuer’s Estimated Value of the Notes” on the following page of this free writing prospectus for additional information.**

*Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the Notes or passed upon the accuracy or the adequacy of this free writing prospectus or the accompanying product supplement B, prospectus supplement or prospectus. Any representation to the contrary is a criminal offense. The Notes are not bank deposits or savings accounts and are not insured or guaranteed by the Federal Deposit Insurance Corporation or any other U.S. or foreign governmental agency or instrumentality.*

Offering of Notes	Price to Public		Discounts and Commissions <sup>(1)</sup>		Proceeds to Us	
	Total	Per Note	Total	Per Note	Total	Per Note
Notes linked to the common stock of AbbVie Inc.	\$	\$1,000.00	\$	\$15.00	\$	\$985.00
Notes linked to the common stock of Citigroup Inc.	\$	\$1,000.00	\$	\$15.00	\$	\$985.00
Notes linked to the common stock of Ford Motor Company	\$	\$1,000.00	\$	\$15.00	\$	\$985.00
Notes linked to the common stock of Morgan Stanley	\$	\$1,000.00	\$	\$15.00	\$	\$985.00

<sup>(1)</sup> For more detailed information about discounts and commissions, please see “Supplemental Plan of Distribution (Conflicts of Interest)” in this free writing prospectus.

Deutsche Bank Securities Inc. (“**DBSI**”) is our affiliate. For more information, see “Supplemental Plan of Distribution (Conflicts of Interest)” in this free writing prospectus.

**UBS Financial Services Inc. Deutsche Bank Securities**

### **Issuer's Estimated Value of the Notes**

The Issuer's estimated value of the Notes is equal to the sum of our valuations of the following two components of the Notes: (i) a bond and (ii) an embedded derivative(s). The value of the bond component of the Notes is calculated based on the present value of the stream of cash payments associated with a conventional bond with a principal amount equal to the Face Amount of Notes, discounted at an internal funding rate, which is determined primarily based on our market-based yield curve, adjusted to account for our funding needs and objectives for the period matching the term of the Notes. The internal funding rate is typically lower than the rate we would pay when we issue conventional debt securities on equivalent terms. This difference in funding rate, as well as the agent's commissions, if any, and the estimated cost of hedging our obligations under the Notes, reduces the economic terms of the Notes to you and is expected to adversely affect the price at which you may be able to sell the Notes in any secondary market. The value of the embedded derivative(s) is calculated based on our internal pricing models using relevant parameter inputs such as expected interest and dividend rates and mid-market levels of price and volatility of the assets underlying the Notes or any futures, options or swaps related to such underlying assets. Our internal pricing models are proprietary and rely in part on certain assumptions about future events, which may prove to be incorrect.

The Issuer's estimated value of the Notes on the Trade Date (as disclosed on the cover of this free writing prospectus) is less than the Issue Price of the Notes. The difference between the Issue Price and the Issuer's estimated value of the Notes on the Trade Date is due to the inclusion in the Issue Price of the agent's commissions, if any, and the cost of hedging our obligations under the Notes through one or more of our affiliates. Such hedging cost includes our or our affiliates' expected cost of providing such hedge, as well as the profit we or our affiliates expect to realize in consideration for assuming the risks inherent in providing such hedge.

The Issuer's estimated value of the Notes on the Trade Date does not represent the price at which we or any of our affiliates would be willing to purchase your Notes in the secondary market at any time. Assuming no changes in market conditions or our creditworthiness and other relevant factors, the price, if any, at which we or our affiliates would be willing to purchase the Notes from you in secondary market transactions, if at all, would generally be lower than both the Issue Price and the Issuer's estimated value of the Notes on the Trade Date. Our purchase price, if any, in secondary market transactions will be based on the estimated value of the Notes determined by reference to (i) the then-prevailing internal funding rate (adjusted by a spread) or another appropriate measure of our cost of funds and (ii) our pricing models at that time, less a bid spread determined after taking into account the size of the repurchase, the nature of the assets underlying the Notes and then-prevailing market conditions. The price we report to financial reporting services and to distributors of our Notes for use on customer account statements would generally be determined on the same basis. However, during the period of approximately five months beginning from the Trade Date, we or our affiliates may, in our sole discretion, increase the purchase price determined as described above by an amount equal to the declining differential between the Issue Price and the Issuer's estimated value of the Notes on the Trade Date, prorated over such period on a straight-line basis, for transactions that are individually and in the aggregate of the expected size for ordinary secondary market repurchases.

### **Resolution Measures**

Under the German Recovery and Resolution Act (*Sanierungs- und Abwicklungsgesetz*, or "**Resolution Act**"), which became effective on January 1, 2015, the Notes may be subject to any Resolution Measure by our competent resolution authority if we become, or are deemed by our competent supervisory authority to have become, "non-viable"

(as defined under the then applicable law) and are unable to continue our regulated banking activities without a Resolution Measure becoming applicable to us. A “**Resolution Measure**” may include: (i) a write down, including to zero, of any payment (or delivery obligations) on the Notes; (ii) a conversion of the Notes into ordinary shares or other instruments qualifying as core equity tier 1 capital; and/or (iii) any other resolution measure, including (but not limited to) a transfer of the Notes to another entity, an amendment of the terms and conditions of the Notes or the cancellation of the Notes. By acquiring the Notes, you will be bound by and will be deemed to consent to the imposition of any Resolution Measure by our competent resolution authority as set forth in the accompanying prospectus dated July 31, 2015. Please read the risk factor “The Notes may become subordinated to the claims of other creditors, be written down, be converted or become subject to other Resolution Measures. You may lose some or all of your investment if any such measure becomes applicable to us” in this free writing prospectus and see the prospectus for further information.

### Additional Terms Specific to the Notes

You should read this free writing prospectus, together with product supplement B dated July 31, 2015, the prospectus supplement dated July 31, 2015 relating to our Series A global notes of which these Notes are a part and the prospectus dated July 31, 2015. You may access these documents on the website of the Securities and Exchange Commission (the “SEC”) at [www.sec.gov](http://www.sec.gov) as follows (or if such address has changed, by reviewing our filings for the relevant date on the SEC website):

- .. Product supplement B dated July 31, 2015:  
[http://www.sec.gov/Archives/edgar/data/1159508/000095010315006059/crt\\_dp58181-424b2.pdf](http://www.sec.gov/Archives/edgar/data/1159508/000095010315006059/crt_dp58181-424b2.pdf)
  
- .. Prospectus supplement dated July 31, 2015:  
[http://www.sec.gov/Archives/edgar/data/1159508/000095010315006048/crt-dp58161\\_424b2.pdf](http://www.sec.gov/Archives/edgar/data/1159508/000095010315006048/crt-dp58161_424b2.pdf)
  
- .. Prospectus dated July 31, 2015:  
<http://www.sec.gov/Archives/edgar/data/1159508/000119312515273165/d40464d424b2.htm>

Deutsche Bank AG has filed a registration statement (including a prospectus) with the Securities and Exchange Commission for the offerings to which this free writing prospectus relates. Before you invest in the Notes offered hereby, you should read these documents and any other documents relating to these offerings that Deutsche Bank AG has filed with the SEC for more complete information about Deutsche Bank AG and these offerings. You may obtain these documents without cost by visiting EDGAR on the SEC website at [www.sec.gov](http://www.sec.gov). Our Central Index Key, or CIK, on the SEC website is 0001159508. Alternatively, Deutsche Bank AG, any agent or any dealer participating in these offerings will arrange to send you the prospectus, prospectus supplement, product supplement and this free writing prospectus if you so request by calling toll-free 1-800-311-4409.

You may revoke your offer to purchase the Notes at any time prior to the time at which we accept such offer by notifying the applicable agent. We reserve the right to change the terms of, or reject any offer to purchase, the Notes prior to their issuance. We will notify you in the event of any changes to the terms of the Notes, and you will be asked to accept such changes in connection with your purchase of the Notes. You may also choose to reject such changes, in which case we may reject your offer to purchase the Notes.

*References to “Deutsche Bank AG,” “we,” “our” and “us” refer to Deutsche Bank AG, including, as the context requires, acting through one of its branches. In this free writing prospectus, “Notes” refers to the Airbag Autocallable Yield Optimization Notes that are offered hereby, unless the context otherwise requires. This free writing prospectus, together with the documents listed above, contains the terms of the Notes and supersedes all other prior or contemporaneous oral statements as well as any other written materials including preliminary or indicative pricing terms, correspondence, trade ideas, structures for implementation, sample structures, brochures or other educational materials of ours. You should carefully consider, among other things, the matters set forth in “Key Risks” in this free writing prospectus and “Risk Factors” in the accompanying product supplement, prospectus supplement and prospectus, as the Notes involve risks not associated with conventional debt securities. We urge you to consult your investment, legal, tax, accounting and other advisers before deciding to invest in the Notes.*

*If the terms described in this free writing prospectus are inconsistent with those described in the accompanying product supplement, prospectus supplement or prospectus, the terms described in this free writing prospectus shall control. All references to “Closing Price” and “Reference Underlying” in this free writing prospectus shall be*

*deemed to refer to “Closing Level” and “Underlying,” respectively, as used in the accompanying product supplement.*

## **Investor Suitability**

The suitability considerations identified below are not exhaustive. Whether or not the Notes are a suitable investment for you will depend on your individual circumstances, and you should reach an investment decision only after you and your investment, legal, tax, accounting and other advisers have carefully considered the suitability of an investment in the Notes in light of your particular circumstances. You should also review “Key Risks” on page 7 of this free writing prospectus and “Risk Factors” on page 7 of the accompanying product supplement, page PS-5 of the accompanying prospectus supplement and page 12 of the accompanying prospectus.

### **The Notes may be suitable for you if, among other considerations:**

- “ You fully understand the risks inherent in an investment in the Notes, including the risk of loss of your entire investment.
- “ You can tolerate the loss of some or all of your investment and are willing to make an investment that may have the full downside market risk of an investment in the Reference Underlying.
- “ You believe the Final Price of the Reference Underlying is not likely to be less than the Conversion Price and, if it is, you can tolerate receiving shares of the Reference Underlying at maturity that are worth less than your initial investment or may have no value at all.
- “ You understand and accept that you will not participate in any increase in the price of the Reference Underlying and that your return is limited to the Coupon Payments.
- “ You are willing to accept the risks of owning equities in general and the Reference Underlying in particular.
- “ You can tolerate fluctuations in the value of the Notes prior to maturity that may be similar to or exceed the downside price fluctuations of the Reference Underlying.
- “ You are willing to forgo any dividends and any other distributions paid on the Reference Underlying.
- “ You are willing and able to hold the Notes that will be called on any Observation Date on which the Closing Price of the Reference Underlying is greater than or equal to the Initial Price, and you are otherwise willing and able to hold

### **The Notes may *not* be suitable for you if, among other considerations:**

- “ You do not fully understand the risks inherent in an investment in the Notes, including the risk of loss of your entire investment.
- “ You require an investment designed to provide a full return of your initial investment at maturity.
- “ You cannot tolerate the loss of some or all of your investment or you are unwilling to make an investment that may have the full downside market risk of an investment in the Reference Underlying.
- “ You believe the Final Price of the Reference Underlying is likely to be less than the Conversion Price, which could result in a total loss of your initial investment.
- “ You cannot tolerate receiving shares of the Reference Underlying at maturity that are worth less than your initial investment or may have no value at all.
- “ You seek an investment that participates in any increase in the price of the Reference Underlying or that has unlimited return potential.
- “ You are unwilling to accept the risks of owning equities in general and the Reference Underlying in particular.
- “ You cannot tolerate fluctuations in the value of the Notes prior to maturity that may be similar to or exceed the downside price fluctuations of the Reference Underlying.



the Notes to the Maturity Date, as set forth on the cover of this free writing prospectus, and are not seeking an investment for which there will be an active secondary market.

“ You are willing and able to assume the credit risk associated with Deutsche Bank AG, as Issuer of the Notes, and understand that if Deutsche Bank AG defaults on its obligations or becomes subject to a Resolution Measure you might not receive any amounts due to you, including any Coupon Payment, any payment upon an automatic call or any payment of your initial investment at maturity.

“ You are unwilling to forgo any dividends or any other distributions paid on the Reference Underlying.

“ You are unwilling or unable to hold the Notes that will be called on any Observation Date on which the Closing Price of the Reference Underlying is greater than or equal to the Initial Price, or you are otherwise unwilling or unable to hold the Notes to the Maturity Date, as set forth on the cover of this free writing prospectus, or seek an investment for which there will be an active secondary market.

“ You are unwilling or unable to assume the credit risk associated with Deutsche Bank AG, as Issuer of the Notes for all payments on the Notes, including any Coupon Payment, any payment upon an automatic call or any payment of your initial investment at maturity.

Indicative Terms

Issuer	Deutsche Bank AG, London Branch
Issue Price	100% of the Face Amount of Notes
Face Amount	\$1,000
Term	Approximately 1 year, subject to a quarterly automatic call
Trade Date <sup>1</sup>	September 10, 2015
Settlement Date <sup>1</sup>	September 15, 2015
Final Valuation Date <sup>1, 2</sup>	September 13, 2016
Maturity Date <sup>1, 2</sup>	September 19, 2016
Reference Underlyings	Common stock of AbbVie Inc. (Ticker: ABBV) Common stock of Citigroup Inc. (Ticker: C) Common stock of Ford Motor Company (Ticker: F) Common stock of Morgan Stanley (Ticker: MS)
Call Feature	The Notes will be automatically called if the Closing Price of the relevant Reference Underlying on any Observation Date is greater than or equal to the Initial Price. If the Notes are automatically called, Deutsche Bank AG will pay you on the applicable Call Settlement Date a cash payment per \$1,000 Face Amount of Notes equal to the Face Amount plus the applicable Coupon Payment otherwise due on such day pursuant to the coupon feature. No further amounts will be owed to you under the Notes.
Observation Dates <sup>1, 2</sup>	Quarterly, on December 14, 2015, March 14, 2016, June 14, 2016 and September 13, 2016 (the “ <b>Final Valuation Date</b> ”)
Call Settlement Dates	Two business days following the relevant Observation Date, except the Call Settlement Date for the final Observation Date will be the Maturity Date.
Coupon Payments	Coupons paid monthly in arrears on an unadjusted basis on the Coupon Payment Dates in twelve equal installments based on the Coupon Rate (as set forth below), regardless of the performance of the relevant Reference Underlying unless the Notes are automatically called.

<b>Reference Underlyings:</b>	<b>Coupon Rate per annum:</b>
Common stock of AbbVie Inc.	9.30% per annum
Common stock of Citigroup Inc.	8.30% per annum
Common stock of Ford Motor Company	9.00% per annum
Common stock of Morgan Stanley	8.30% per annum

Installments	For the Notes linked to the common stock of AbbVie Inc., each installment will be 0.7750% of the Face Amount.  For the Notes linked to the common stock of Citigroup Inc., each installment will be 0.6917% of the Face Amount.
--------------	---

Edgar Filing: DEUTSCHE BANK AKTIENGESELLSCHAFT - Form FWP

For the Notes linked to the common stock of Ford Motor Company, each installment will be 0.7500% of the Face Amount.

For the Notes linked to the common stock of Morgan Stanley, each installment will be 0.6917% of the Face Amount.

Coupons will be paid monthly in arrears in twelve equal installments on the Coupon Payment Dates listed below. The last Coupon Payment Date is the Maturity Date, subject to postponement as described in the accompanying product supplement and this free writing prospectus.

	October 16, 2015
Coupon Payment Dates <sup>1, 2</sup>	November 16, 2015
	December 16, 2015*
	January 19, 2016
	February 16, 2016
	March 16, 2016*
	April 18, 2016
	May 16, 2016
	June 16, 2016*
	July 18, 2016
	August 16, 2016
	September 19, 2016 (the Maturity Date)

\*If the Notes are automatically called prior to the Final Valuation Date, the applicable coupon will be paid on the corresponding Call Settlement Date and no further amounts will be paid on the Notes.

Payment at Maturity (per \$1,000 Face Amount of Notes) **If the Notes are not automatically called and the Final Price of the relevant Reference Underlying is greater than or equal to the applicable Conversion Price**, Deutsche Bank AG will pay you per \$1,000 Face Amount of Notes at maturity a cash payment equal to the Face Amount (in addition to the final Coupon Payment).

**If the Notes are not automatically called and the Final Price of the relevant Reference Underlying is less than the applicable Conversion Price**, Deutsche Bank AG will deliver to you per \$1,000 Face Amount of Notes at maturity a number of shares of the applicable Reference Underlying equal to the Share Delivery Amount (subject to adjustments in the case of certain corporate events as described in the accompanying product supplement).

**In this circumstance, the shares of the relevant Reference Underlying delivered as the Share Delivery Amount at maturity are expected to be worth less than your initial investment or may have no value at all.**

Edgar Filing: DEUTSCHE BANK AKTIENGESELLSCHAFT - Form FWP

If you receive the Share Delivery Amount at maturity, we will pay cash in lieu of delivering any fractional shares in an amount equal to that fraction multiplied by the closing price of the Reference Underlying on the Final Valuation Date.

The Closing Price of the relevant Reference Underlying on September 9, 2015. **The Initial Price is not the Closing Price of the relevant Reference Underlying on the Trade Date.**

	For the Notes linked to the common stock of AbbVie Inc., \$59.26
Initial Price	For the Notes linked to the common stock of Citigroup Inc., \$50.88
	For the Notes linked to the common stock of Ford Motor Company, \$13.53
Final Price	For the Notes linked to the common stock of Morgan Stanley, \$33.75 The Closing Price of the relevant Reference Underlying on the Final Valuation Date.
	For the Notes linked to the common stock of AbbVie Inc., \$51.56, equal to 87.00% of the Initial Price.
Conversion Price	For the Notes linked to the common stock of Citigroup Inc., \$44.27, equal to 87.00% of the Initial Price.
	For the Notes linked to the common stock of Ford Motor Company, \$11.50, equal to 85.00% of the Initial Price.
	For the Notes linked to the common stock of Morgan Stanley, \$28.69, equal to 85.00% of the Initial Price.
	For the Notes linked to the common stock of AbbVie Inc., 19.3949 per \$1,000 Face Amount of Notes.
	For the Notes linked to the common stock of Citigroup Inc., 22.5887 per \$1,000 Face Amount of Notes.
Share Delivery Amount	For the Notes linked to the common stock of Ford Motor Company, 86.9565 per \$1,000 Face Amount of Notes.
	For the Notes linked to the common stock of Morgan Stanley, 34.8554 per \$1,000 Face Amount of Notes.
	The Share Delivery Amount for each \$1,000 Face Amount of Notes is the number of shares of the applicable Reference Underlying equal to (1) the Face Amount divided by (2) the Conversion Price. The Share Delivery Amount is subject to adjustments in the case of certain corporate events as described in the accompanying product supplement.
Closing Price	On any trading day, the last reported sale price of one share of the relevant Reference Underlying on the relevant exchange <i>multiplied</i> by the relevant Stock Adjustment Factor, as determined by the calculation agent.
Stock Adjustment Factor	Initially 1.0 for each Reference Underlying, subject to adjustment for certain actions affecting such Reference Underlying. See “Description of Securities — Anti-Dilution Adjustments for Reference Stock” in the accompanying product supplement.

**INVESTING IN THE NOTES INVOLVES SIGNIFICANT RISKS. YOU MAY LOSE SOME OR ALL OF YOUR INITIAL INVESTMENT. YOU MAY RECEIVE SHARES AT MATURITY THAT ARE WORTH**

**LESS THAN YOUR INITIAL INVESTMENT OR MAY HAVE NO VALUE AT ALL. ANY PAYMENT ON THE NOTES, INCLUDING ANY COUPON PAYMENT, ANY PAYMENT UPON AN AUTOMATIC CALL AND ANY REPAYMENT OF YOUR INITIAL INVESTMENT AT MATURITY, IS SUBJECT TO THE CREDITWORTHINESS OF THE ISSUER. IN THE EVENT THE ISSUER BECOMES UNABLE TO PAY ITS OBLIGATIONS WHEN DUE OR BECOMES SUBJECT TO A RESOLUTION MEASURE, YOU COULD LOSE SOME OR ALL OF YOUR INVESTMENT.**

In the event that we make any change to the expected Trade Date or Settlement Date, the Observation Dates, Coupon<sup>1</sup> Payment Dates, Final Valuation Date and Maturity Date may be changed to ensure that the stated term of the Notes remains the same.

<sup>2</sup> Subject to postponement as described under “Description of Securities — Adjustments to Valuation Dates and Payment Dates” in the accompanying product supplement.

## Investment Timeline

**September 9, 2015:** The Initial Price is observed, the Conversion Price is determined and the Coupon Rate is set.

**Monthly (including at maturity):** Deutsche Bank AG pays the applicable coupon.

**Quarterly (including the Final Valuation Date):** The Notes will be automatically called if the Closing Price of the relevant Reference Underlying on any Observation Date is greater than or equal to the Initial Price. If the Notes are automatically called, Deutsche Bank AG will pay you on the applicable Call Settlement Date a cash payment per \$1,000 Face Amount of Notes equal to the Face Amount plus the applicable Coupon Payment otherwise due on such day pursuant to the coupon feature. No further amounts will be owed to you under the Notes.

For each Reference Underlying, the Final Price will be determined on the Final Valuation Date.

**If the Notes are not automatically called and the Final Price of the relevant Reference Underlying is greater than or equal to the applicable Conversion Price,** Deutsche Bank AG will pay you a cash payment per \$1,000 Face Amount of Notes at maturity equal to the Face Amount (in addition to the final Coupon Payment).

**Maturity Date:** **If the Notes are not automatically called and the Final Price of the relevant Reference Underlying is less than the applicable Conversion Price,** Deutsche Bank AG will deliver to you per \$1,000 Face Amount of Notes at maturity a number of shares of the applicable Reference Underlying equal to the Share Delivery Amount (subject to adjustments in the case of certain corporate events as described in the accompanying product supplement).

**In this circumstance, the shares of the relevant Reference Underlying delivered as the Share Delivery Amount at maturity are expected to be worth less than your initial investment and may have no value at all.**

## Key Risks

An investment in the Notes involves significant risks. Investing in the Notes is not equivalent to investing directly in the Reference Underlyings. Some of the risks that apply to an investment in each Note offered hereby are summarized below but we urge you to read the more detailed explanation of risks relating to the Notes generally in the “Risk Factors” sections of the accompanying product supplement, prospectus supplement and prospectus. We also urge you to consult your investment, legal, tax, accounting and other advisers before you invest in the Notes offered hereby.

**Your Investment in the Notes May Result in a Loss of Your Initial Investment** — The Notes differ from ordinary debt securities in that Deutsche Bank AG will not necessarily pay you the Face Amount per \$1,000 Face Amount of Notes at maturity. We will only pay you the Face Amount of Notes in cash if the Notes are automatically called or if the Final Price of the applicable Reference Underlying is greater than or equal to the Conversion Price at maturity. If the Notes are not automatically called and the Final Price of the applicable Reference Underlying is below the Conversion Price, we will deliver to you a number of shares of the applicable Reference Underlying equal to the Share Delivery Amount per \$1,000 Face Amount of Notes instead of the Face Amount in cash. Therefore, if the Final Price of an applicable Reference Underlying is below the Conversion Price, the value of the Share Delivery Amount will decline at a percentage higher than the percentage decline below the Conversion Price as measured from the Initial Price. For example, if the Conversion Price is 80% of the Initial Price and the Final Price is less than the Conversion Price, for each \$1,000 Face Amount of Notes, you will lose 1.25% of the Face Amount at maturity for each additional 1.00% that the Final Price is less than the Conversion Price. If you receive shares of the applicable Reference Underlying at maturity, the value of those shares is expected to be less than your initial investment and may have no value at all. Additionally, investors should note that, in the event that the Final Price of the applicable Reference Underlying is less than the Conversion Price, any decline in the price of the applicable Reference Underlying during the period between the Final Valuation Date and the Maturity Date will cause your return on the Notes to be less than the return you would have received had we instead paid you an amount in cash equal to the Share Delivery Amount.

**Your Potential Return on the Notes Is Limited to the Face Amount Plus the Coupon Payments and You Will Not Participate in Any Increase in the Price of the Reference Underlying** — The Notes will not pay more than the Face Amount plus the Coupon Payments over the term of the Notes. If the Notes are automatically called, you will not participate in any increase in the price of the Reference Underlying and you will not receive any Coupon Payment after the applicable Call Settlement Date. If the Notes are automatically called on the first Observation Date, the total return on the Notes will be minimal. If the Notes are not automatically called, and the Final Price is greater than or equal to the Conversion Price, you will not participate in any increase in the price of the Reference Underlying and, for each \$1,000 Face Amount of Notes, you will receive only the Face Amount (excluding any Coupon Payment). If the Notes are not automatically called and the Final Price is less than the Conversion Price, we will deliver to you at maturity shares of the Reference Underlying, which are expected to be worth less than the Face Amount as of the Maturity Date. Therefore, your return potential on the Notes will be limited to the Coupon Rate and may be less than what your return would be on a direct investment in the Reference Underlying.

**Contingent Repayment of Your Initial Investment Applies Only if You Hold the Notes to Maturity** — If your Notes are not automatically called, you should be willing to hold your Notes to maturity. If you are able to sell your Notes prior to maturity in the secondary market, you may have to sell them at a loss relative to your initial investment

even if the price of the Reference Underlying is above the Conversion Price.

**Higher Coupon Rates Are Generally Associated With a Greater Risk of Loss** — Greater expected volatility with respect to the Reference Underlying reflects a higher expectation as of the Trade Date that the price of such Reference Underlying could be less than the Conversion Price on the Final Valuation Date. This greater expected risk will generally be reflected in a higher Coupon Rate for the Notes. However, while the Coupon Rate is a fixed amount, the Reference Underlying's volatility can change significantly over the term of the Notes. The price of the Reference Underlying could fall sharply, which could result in a significant loss of your initial investment.

**Reinvestment Risk** — If your Notes are automatically called, the holding period over which you would receive any applicable coupon, which is based on the relevant Coupon Rate as specified on the cover hereof, could be as little as approximately three months. There is no guarantee that you would be able to reinvest the proceeds from an investment in the Notes at a comparable return for a similar level of risk in the event the Notes are automatically called prior to the Maturity Date.

**The Notes Are Subject to the Credit of Deutsche Bank AG** — The Notes are unsubordinated and unsecured obligations of Deutsche Bank AG and are not, either directly or indirectly, an obligation of any third party. Any payment(s) to be made on the Notes, including any Coupon Payment, any payment upon an automatic call or any repayment of the Face Amount per \$1,000 Face Amount of Notes at maturity, depends on the ability of Deutsche Bank AG to satisfy its obligations as they come due. An actual or anticipated downgrade in Deutsche Bank AG's credit rating or increase in the credit spreads charged by the market for taking Deutsche Bank AG's credit risk will likely have an adverse effect on the value of the Notes. As a result, the actual and perceived creditworthiness of Deutsche Bank AG will affect the value of the Notes, and in the event Deutsche Bank AG were to default on its obligations or become subject to a Resolution Measure, you might not receive any amount(s) owed to you under the terms of the Notes and you could lose your entire investment.

**The Notes May Become Subordinated to the Claims of Other Creditors, Be Written Down, Be Converted or Become Subject to Other Resolution Measures. You May Lose Some or All of Your Investment If Any Such Measure Becomes Applicable to Us** — On May 15, 2014, the European Parliament and the Council of the European Union published a directive for establishing a framework for the recovery and resolution of credit institutions and investment firms (commonly referred to as the "**Bank Recovery and Resolution Directive**"). The Bank Recovery and Resolution Directive required each member state of the European Union to adopt and publish by December 31, 2014 the laws, regulations and administrative provisions necessary to comply with the Bank Recovery and Resolution Directive. To implement the Bank Recovery and Resolution Directive, Germany has adopted the Resolution Act, which became effective on January 1, 2015. The Resolution Act may result in the Notes being subject to the powers exercised by our competent resolution authority to impose a Resolution Measure on us, which may include: writing down, including to zero, any payment on the Notes; converting the Notes into ordinary shares or other instruments qualifying as core equity tier 1 capital; or applying any other resolution measure, including (but not limited to) transferring the Notes to another entity, amending the terms and conditions of the Notes or cancelling of the Notes. Furthermore, because the Notes are subject to any Resolution Measure, secondary market trading in the Notes may not follow the trading behavior associated with similar types of securities issued by other financial institutions which may be or have been subject to a Resolution Measure. Imposition of a Resolution Measure would have to be conducted in accordance with a





set order of priority and would likely occur if we become, or are deemed by our competent supervisory authority to have become, “non-viable” (as defined under the then applicable law) and are unable to continue our regulated banking activities without a Resolution Measure becoming applicable to us. We expect additional Resolution Measures to become applicable to us when the European regulation of July 15, 2014 relating to the resolution of credit institutions and certain investment firms in the framework of a Single Resolution Mechanism and a Single Resolution Fund (commonly referred to as the “**SRM Regulation**”) becomes effective on January 1, 2016. On May 26, 2015, the German Federal Government published a draft bill of a Resolution Mechanism Act. In addition to conforming German law to the SRM Regulation, the draft bill proposes to adjust the order of priority of obligations in the event of an insolvency proceeding. Specifically, senior unsecured debt instruments would by operation of law rank junior to all other outstanding unsecured unsubordinated obligations, but in priority to all contractually subordinated instruments. The proposed subordination would not apply if the terms of the senior unsecured debt instruments provide that (i) the repayment amount depends on the occurrence or non-occurrence of a future event, or will be settled in kind, or (ii) the interest amount depends on the occurrence or non-occurrence of a future event, unless it depends solely on a fixed or variable reference interest rate and will be settled in cash. The proposed order of priorities would apply to insolvency proceedings commenced on or after January 1, 2016. If the proposed subordination of senior unsecured debt instruments were enacted and were applied to the Notes, it would most likely result in a larger share of loss being allocated to the Notes in the event of an insolvency proceeding or the imposition of any Resolution Measures by the competent resolution authority. The final version of the Resolution Mechanism Act may provide for additional Resolution Measures that may become applicable to us. **You may lose some or all of your investment in the Notes if a Resolution Measure becomes applicable to us.**

By acquiring the Notes, you will be bound by and will be deemed to consent to the imposition of any Resolution Measure by our competent resolution authority. As a result, you would have no claim or other right against us arising out of any subordination or Resolution Measure and the imposition of any Resolution Measure will not constitute a default or an event of default under the Notes, under the senior indenture or for the purpose of the U.S. Trust Indenture Act of 1939, as amended. In addition, the trustee, the paying agent and The Depository Trust Company (“**DTC**”) and any participant in DTC or other intermediary through which you hold such Notes may take any and all necessary action, or abstain from taking any action, if required, to implement the imposition of any Resolution Measure with respect to the Notes. **Accordingly, you may have limited or circumscribed rights to challenge any decision of our competent resolution authority to impose any Resolution Measure.** *Please see the accompanying prospectus dated July 31, 2015, including the risk factors under the heading “Securities May Be Subject to Resolution Measures” on page 12 of the prospectus.*

**“The Issuer’s Estimated Value of the Notes on the Trade Date Will Be Less Than the Issue Price of the Notes —** The Issuer’s estimated value of the Notes on the Trade Date (as disclosed on the cover of this free writing prospectus) is less than the Issue Price of the Notes. The difference between the Issue Price and the Issuer’s estimated value of the Notes on the Trade Date is due to the inclusion in the Issue Price of the agent’s commissions, if any, and the cost of hedging our obligations under the Notes through one or more of our affiliates. Such hedging cost includes our or our affiliates’ expected cost of providing such hedge, as well as the profit we or our affiliates expect to realize in consideration for assuming the risks inherent in providing such hedge. The Issuer’s estimated value of the Notes is determined by reference to an internal funding rate and our pricing models. The internal funding rate is typically lower than the rate we would pay when we issue conventional debt securities on equivalent terms. This difference in funding rate, as well as the agent’s commissions, if any, and the estimated cost of hedging our obligations under the

Notes, reduces the economic terms of the Notes to you and is expected to adversely affect the price at which you may be able to sell the Notes in any secondary market. In addition, our internal pricing models are proprietary and rely in part on certain assumptions about future events, which may prove to be incorrect. If at any time a third party dealer were to quote a price to purchase your Notes or otherwise value your Notes, that price or value may differ materially from the estimated value of the Notes determined by reference to our internal funding rate and pricing models. This difference is due to, among other things, any difference in funding rates, pricing models or assumptions used by any dealer who may purchase the Notes in the secondary market.

**Investing in the Notes Is Not the Same as Investing in the Reference Underlying** — The return on your Notes may not reflect the return you would realize if you invested directly in the Reference Underlying. For instance, your return on the Notes is limited to the applicable Coupon Payments you receive, regardless of any increase in the price of the Reference Underlying, which could be significant.

**If the Price of the Reference Underlying Changes, the Value of the Notes May Not Change in the Same Manner** — The Notes may trade quite differently from the Reference Underlying. Changes in the price of the Reference Underlying may not result in comparable changes in the value of the Notes.

**No Dividend Payments or Voting Rights** — As a holder of the Notes, you will not have any voting rights or rights to receive cash dividends or other distributions or other rights that holders of the Reference Underlying would have.

**Single Stock Risk** — Each Note is linked to the equity securities of a single Reference Underlying. The price of a Reference Underlying can rise or fall sharply due to factors specific to that Reference Underlying and its issuer (the “**Reference Underlying Issuer**”), such as stock price volatility, earnings, financial conditions, corporate, industry and regulatory developments, management changes and decisions and other events, as well as general market factors, such as general stock market volatility and levels, interest rates and economic and political conditions. We urge you to review financial and other information filed periodically by the Reference Underlying Issuer with the SEC.

**The Anti-Dilution Protection Is Limited** — The calculation agent will make adjustments to the relevant Stock Adjustment Factor, the Share Delivery Amount and the Payment at Maturity in the case of certain corporate events affecting the Reference Underlying. The calculation agent is not required, however, to make such adjustments in response to all events that could affect the relevant Reference Underlying. If an event occurs that does not require the calculation agent to make an adjustment, the value of the Notes may be materially and adversely affected. In addition, you should be aware that the calculation agent may, at its sole discretion, make adjustments to the relevant Stock Adjustment Factor or any other terms of the Notes that are in addition to, or that differ from, those described in the accompanying product supplement to reflect changes occurring in relation to the Reference Underlying or any other security received in a reorganization event in circumstances where the calculation agent determines that it is appropriate to reflect those changes to ensure an equitable result. Any alterations to the specified anti-dilution adjustments for the Reference Underlying or any other security received in a reorganization event described in the accompanying product supplement may be materially adverse to investors in the Notes. You should read “Description of Securities — Anti-Dilution Adjustments for Reference Stock” in the accompanying product supplement in order to understand the adjustments that may be made to the Notes.

**In Some Circumstances, You May Receive the Equity Securities of Another Company and Not the Reference Underlying at Maturity** — Following certain corporate events relating to the respective Reference Underlying Issuer where such Reference Underlying Issuer is not the surviving entity, you may receive the equity securities of a successor to the respective Reference Underlying Issuer or any cash or any other assets distributed to holders of the Reference Underlying in such corporate event. The occurrence of these corporate events and the consequent adjustments may materially and adversely affect the value of the Notes. For more information, see the section “Description of Securities — Anti-Dilution Adjustments for Reference Stock” in the accompanying product supplement. Regardless of the occurrence of one or more dilution or reorganization events, you should note that at maturity, for each \$1,000 Face Amount of Notes, you will receive an amount in cash from Deutsche Bank AG equal to the Face Amount unless the Final Price of the Reference Underlying is less than the Conversion Price.

**There Is No Affiliation Between the Reference Underlying Issuers and Us and We Have Not Participated in the Preparation of, or Verified, Any Disclosure by Such Reference Underlying Issuers** — We are not affiliated with the Reference Underlying Issuers. However, we or our affiliates may currently or from time to time in the future engage in business with the Reference Underlying Issuers, including extending loans to, making equity investments in, or providing advisory services to, such Reference Underlying Issuer, including merger and acquisition advisory service. In the course of this business, we or our affiliates may acquire non-public information about the Reference Underlying Issuers, and we will not disclose any such information to you. Nevertheless, neither we nor our affiliates have participated in the preparation of, or verified, any information about the Reference Underlyings and the Reference Underlying Issuers. You, as an investor in the Notes, should make your own investigation into the Reference Underlying Issuers. None of the Reference Underlying Issuers are involved in the Notes offered hereby in any way and none of them have any obligation of any sort with respect to your Notes. None of the Reference Underlying Issuers have any obligation to take your interests into consideration for any reason, including when taking any corporate actions that might affect the value of your Notes.

**Past Performance of the Reference Underlying Is No Guide to Future Performance** — The actual performance of the Reference Underlying may bear little relation to the historical closing prices of the Reference Underlying and/or the hypothetical return examples set forth elsewhere in this free writing prospectus. We cannot predict the future performance of the Reference Underlying. The common stock of AbbVie Inc. commenced trading on December 10, 2012 and therefore has a limited performance history.

**Assuming No Changes in Market Conditions and Other Relevant Factors, the Price You May Receive for Your Notes in Secondary Market Transactions Would Generally Be Lower Than Both the Issue Price and the Issuer’s Estimated Value of the Notes on the Trade Date** — While the payment(s) on the Notes described in this free writing prospectus is based on the full Face Amount of your Notes, the Issuer’s estimated value of the Notes on the Trade Date (as disclosed on the cover of this free writing prospectus) is less than the Issue Price of the Notes. The Issuer’s estimated value of the Notes on the Trade Date does not represent the price at which we or any of our affiliates would be willing to purchase your Notes in the secondary market at any time. Assuming no changes in market conditions or our creditworthiness and other relevant factors, the price, if any, at which we or our affiliates would be willing to purchase the Notes from you in secondary market transactions, if at all, would generally be lower than both the Issue Price and the Issuer’s estimated value of the Notes on the Trade Date. Our purchase price, if any, in secondary market transactions would be based on the estimated value of the Notes determined by reference to (i) the then-prevailing internal funding rate (adjusted by a spread) or another appropriate measure of our cost of funds and (ii) our pricing models at that time, less a bid spread determined after taking into account the size of the repurchase, the nature of the assets underlying the Notes and then-prevailing market conditions. The price we report

to financial reporting services and to distributors of our Notes for use on customer account statements would generally be determined on the same basis. However, during the period of approximately five months beginning from the Trade Date, we or our affiliates may, in our sole discretion, increase the purchase price determined as described above by an amount equal to the declining differential between the Issue Price and the Issuer's estimated value of the Notes on the Trade Date, prorated over such period on a straight-line basis, for transactions that are individually and in the aggregate of the expected size for ordinary secondary market repurchases.

In addition to the factors discussed above, the value of the Notes and our purchase price in secondary market transactions after the Trade Date, if any, will vary based on many economic and market factors, including our creditworthiness, and cannot be predicted with accuracy. These changes may adversely affect the value of your Notes, including the price you may receive in any secondary market transactions. Any sale prior to the Maturity Date could result in a substantial loss to you. The Notes are not designed to be short-term trading instruments. Accordingly, you should be able and willing to hold your Notes to maturity.

**The Notes Will Not Be Listed and There Will Likely Be Limited Liquidity** — The Notes will not be listed on any securities exchange. There may be little or no secondary market for the Notes. We or our affiliates intend to act as market makers for the Notes but are not required to do so and may cease such market making activities at any time. Even if there is a secondary market, it may not provide enough liquidity to allow you to sell the Notes when you wish to do so or at a price advantageous to you. Because we do not expect other dealers to make a secondary market for the Notes, the price at which you may be able to sell your Notes is likely to depend on the price, if any, at which we or our affiliates are willing to buy the Notes. If, at any time, we or our affiliates do not act as market makers, it is likely that there would be little or no secondary market in the Notes. If you have to sell your Notes prior to maturity, you may not be able to do so or you may have to sell them at a substantial loss, even in cases where the price of the Reference Underlying has increased since the Trade Date.

**Many Economic and Market Factors Will Affect the Value of the Notes** — While we expect that, generally, the price of the Reference Underlying will affect the value of the Notes more than any other single factor, the value of the Notes prior to maturity will also be affected by a number of other factors that may either offset or magnify each other, including:

.. the expected volatility of the Reference Underlying;

.. the time remaining to the maturity of the Notes;

.. the dividend rates of the Reference Underlying;

.. the real and anticipated results of operations of the Reference Underlying Issuer;

.. actual or anticipated corporate reorganization events, such as mergers or takeovers, which may affect the Reference Underlying;

.. interest rates and yields in the market generally;