

Edgar Filing: TOTAL SA - Form FWP

TOTAL SA
Form FWP
June 21, 2012

Filed pursuant to Rule 433

Registration Statements Nos. 333-180967

and 333-180967-01

June 21, 2012

TOTAL CAPITAL INTERNATIONAL

(A wholly-owned subsidiary of TOTAL S.A.)

\$1,500,000,000 1.550% Guaranteed Notes Due 2017

Guaranteed on an unsecured, unsubordinated basis by

TOTAL S.A.

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|---|---|
| Issuer | Total Capital International |
| Guarantee | Payment of the principal of, premium, if any, and interest on the notes is guaranteed by TOTAL S.A. |
| Format | SEC-registered global notes |
| Title | \$1,500,000,000 1.550% Guaranteed Notes Due 2017 |
| Total initial principal amount being issued | \$1,500,000,000 |
| Issue price | 99.813% |
| Pricing date | June 21, 2012 |
| Expected settlement date | June 28, 2012 (T+5) |
| Maturity date | June 28, 2017, unless earlier redeemed |
| Day count | 30/360 |
| Day count convention | Following, unadjusted |
| Optional redemption terms | Make-whole call at Treasury Rate plus 15 basis points Tax call at par |
| Interest rate | 1.550% per annum |
| Benchmark Treasury | 0.625% due May 2017 |
| Benchmark Treasury price | 99-18 1/4 |
| Benchmark Treasury yield | 0.714% |
| Spread to benchmark Treasury | 87.5 bps |
| Yield to maturity | 1.589% |
| Date interest starts accruing | June 28, 2012 |
| Interest payment dates | Each December 28 and June 28 |

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|-----------------------------------|-----------------------------------|
| First interest payment date | December 28, 2012 |
| Regular record dates for interest | Each December 13 and June 13 |
| Trustee | The Bank of New York Mellon |
| Listing | None |
| Denominations | \$2,000 and increments of \$1,000 |
| Expected ratings of the notes | Moody s: Aa1/Stable |

Standard & Poor s: AA-/Stable

Ratings are not a recommendation to purchase, hold or sell notes, inasmuch as the ratings do not comment as to market price or suitability for a particular investor. The ratings are based upon current information furnished to the rating agencies by Total Capital International and TOTAL S.A. and information obtained by the rating agencies from other sources. The ratings are only accurate as of the date thereof and may be changed, superseded or withdrawn as a result of changes in, or unavailability of, such information, and therefore a prospective purchaser should check the current ratings before purchasing the notes. Each rating should be evaluated independently of any other rating.

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| CUSIP / ISIN | 89153V AC3 / US89153VAC37 |
| Selling restrictions | European Economic Area, France, UK |
| Managers | <i>Barclays Capital Inc.</i> |

Morgan Stanley & Co. LLC

RBS Securities Inc.

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. 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 toll-free Barclays Capital Inc. at 1-888-603-5847, Morgan Stanley at 1-866-718-1649 or RBS Securities Inc. at 1-866-884-2071.