ROYAL BANK OF CANADA Form FWP February 05, 2019

RBC Capital Markets® Filed Pursuant to Rule 433

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Preliminary Terms

Supplement

Subject to Completion: Dated February 5, 2019 **Pricing Supplement**

Dated February ___,

2019 to the Product **Prospectus Supplement**

No. CCBN-2, Dated

September 10, 2018, the **Prospectus Supplement**

Dated September 7,

2018, and the

Prospectus Dated

September 7, 2018

Issuer Callable Contingent Coupon Barrier Notes with Memory Coupon Linked to the Lesser Performing of

Three Equity Indices, Due February 25, 2020

Royal Bank of Canada

Royal Bank of Canada is offering Issuer Callable Contingent Coupon Barrier Notes (the "Notes") linked to the lesser performing of three equity indices (each, a "Reference Index" and collectively, the "Reference Indices"). The Notes offered are senior unsecured obligations of Royal Bank of Canada, will pay a Contingent Coupon in the amounts and under the circumstances specified below, and will have the terms described in the documents described above, as supplemented or modified by this terms supplement.

Reference Indices Initial Levels* Trigger Levels Coupon Barriers Russell 2000® Index ("RTY") 75% of its Initial Level 75% of its Initial Level S&P 500® Index ("SPX") 75% of its Initial Level 75% of its Initial Level EURO STOXX 50® Index ("SX5E") 75% of its Initial Level 75% of its Initial Level

The Notes do not guarantee any return of principal at maturity. Any payments on the Notes are subject to our credit risk.

Investing in the Notes involves a number of risks. See "Risk Factors" beginning on page PS-5 of the product prospectus supplement dated September 10, 2018, on page S-1 of the prospectus supplement dated September 7, 2018, and "Selected Risk Considerations" beginning on page P-7 of this terms supplement.

The Notes will not constitute deposits insured by the Canada Deposit Insurance Corporation, the U.S. Federal Deposit Insurance Corporation or any other Canadian or U.S. government agency or instrumentality. The Notes are not subject to conversion into our common shares under subsection 39.2(2.3) of the Canada Deposit Insurance Corporation Act. Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the Notes or determined that this terms supplement is truthful or complete. Any representation to the contrary is a criminal offense.

Stock Exchange None Issuer: Royal Bank of Canada Listing:

Principal

Trade Date: February 8, 2019 \$1,000 per Note Amount:

1

^{*} For each Reference Index, the Initial Level will be its closing level on the Trade Date.

February 13, 2019 Maturity Date: February 25, 2020 Issue Date:

Observation Approximately quarterly, as Coupon Payment Dates: Approximately quarterly, as set forth below

Dates: set forth below.

February 13, 2020, February 14, 2020, February Contingent \$22.50 per \$1,000 in 18, 2020, February 19, 2020 and February 20,

Coupon: principal amount, if payable 2020

Initial Level: For each Reference Index, its closing level on the Trade Date.

For each Reference Index, the arithmetic average of its closing levels on each of the Final Level:

Valuation Dates.

If the Notes have not been previously called, and if the closing level of each Reference Index is greater than or equal to its Coupon Barrier on the applicable Observation Date (or the Final Level, in the case of the final Coupon Payment Date), we will pay the Contingent Coupon on

Contingent Coupon and the applicable Coupon Payment Date. You may not receive any Contingent Coupons during

Memory Feature: the term of the Notes.

> If a Contingent Coupon is not payable on any Coupon Payment Date, it will be paid on any later Coupon Payment Date (or at maturity) on which the Contingent Coupon is then payable,

together with the payment otherwise due on that later date.

If the Notes are not previously called, we will pay you at maturity an amount based on the

Final Level of the Lesser Performing Reference Index:

For each \$1,000 in principal amount, \$1,000 plus the Contingent Coupon (together with any previously unpaid Contingent Coupons) at maturity, unless the Final Level of the Lesser

Performing Reference Index is less than its Trigger Level.

Payment at Maturity (if

Valuation Dates:

If the Final Level of the Lesser Performing Reference Index is less than its Trigger Level, held to maturity):

then the investor will receive at maturity, for each \$1,000 in principal amount, a cash

payment equal to:

\$1,000 + (\$1,000 x Underlying Return of the Lesser Performing Reference Index) Investors could lose some or all of the value of their initial investment if there has been a

decline in the level of the Lesser Performing Reference Index.

Lesser Performing

The Reference Index with the lowest Underlying Return. Reference Index:

The Notes may be called at our discretion on any Coupon Payment Date (other than the final Call Feature:

Coupon Payment Date), if we send prior written notice, as described below.

CUSIP/ISIN: 78013XYS1/US78013XYS16

> Per Note Total 100.00% \$ Price to public Underwriting discounts and commissions⁽¹⁾ 1.00% Proceeds to Royal Bank of Canada 99.00% \$

(1) JPMorgan Chase Bank, N.A., J.P. Morgan Securities LLC and their affiliates will act as placement agents for the Notes and will receive a fee from the Issuer of \$10 per \$1,000 in principal amount of the Notes.

The initial estimated value of the Notes as of the date of this terms supplement is \$979.92 per \$1,000 in principal amount, which is less than the price to public. The final pricing supplement relating to the Notes will set forth our estimate of the initial value of the Notes as of the Trade Date, which will not be less than \$959.92 per \$1,000 in principal amount. The actual value of the Notes at any time will reflect many factors, cannot be predicted with accuracy, and may be less than this amount. We describe our determination of the initial estimated value in more detail below.

RBC Capital Markets, LLC

Issuer Callable Contingent Coupon Barrier Notes with Memory Coupon Linked to the Lesser Performing of Three Equity Indices

SUMMARY

The information in this "Summary" section is qualified by the more detailed information set forth in this terms supplement, the product prospectus supplement, the prospectus supplement, and the prospectus.

This terms supplement relates to an offering of Issuer Callable Contingent Coupon Barrier Notes General:

(the "Notes") linked to the lesser performing of three equity indices (the "Reference Indices").

Royal Bank of Canada ("Royal Bank") Issuer:

Trade Date: February 8, 2019 Issue Date: February 13, 2019

Denominations: Minimum denomination of \$10,000, and integral multiples of \$1,000 thereafter.

Designated Currency:

U.S. Dollars

We will pay you a Contingent Coupon during the term of the Notes, periodically in arrears on each Coupon Payment Date, under the conditions described below:

If the closing level of each Reference Index is greater than or equal to its Coupon Barrier on the applicable Observation Date (or in the case of the final Contingent Coupon due on the Maturity Date, the Final Level of each Reference Index), we will pay the Contingent Coupon applicable to that Coupon Payment Date, together with any previously unpaid Contingent Coupons.

Contingent Coupon:

If the closing level of any of the Reference Indices is less than its Coupon Barrier on the applicable Observation Date, we will not pay you the Contingent Coupon applicable to that Observation Date. You will not receive any Contingent Coupon on the Maturity Date if the Final Level of any Reference Index is less than its Coupon Barrier.

You may not receive a Contingent Coupon on one or more Coupon Payment Dates during the term of the Notes.

For the avoidance of doubt, once a previously unpaid Contingent Coupon has been paid on a later Coupon Payment Date, it will not be paid again on a subsequent date.

Contingent

Coupon:

Dates:

\$22.50 per \$1,000 in principal amount of the Notes, if payable.

Observation

May 20, 2019, August 20, 2019 and November 20, 2019.

Record Dates:

Coupon Payment The Contingent Coupon, if applicable, will be paid on May 23, 2019, August 23, 2019, November

Dates: 25, 2019 and the Maturity Date.

The record date for each Coupon Payment Date will be one business day prior to that scheduled

Coupon Payment Date; provided, however, that any Contingent Coupons payable at maturity or upon a call will be payable to the person to whom the payment at maturity or upon the call, as the

case may be, will be payable.

The Notes may be called at our discretion on any Coupon Payment Date (other than the final

Coupon Payment Date), if we send written notice to the trustee at least three business days prior to Call Feature:

that Coupon Payment Date.

Payment if Called:

If the Notes are called, then, on the applicable Coupon Payment Date, for each \$1,000 principal amount, you will receive \$1,000 plus the Contingent Coupon otherwise due on that Coupon

Payment Date (together with any previously unpaid Contingent Coupons).

Valuation Dates: February 13, 2020, February 14, 2020, February 18, 2020, February 19, 2020 and February 20, 2020

Maturity Date: February 25, 2020

Initial Level: For each Reference Index, its closing level on the Trade Date.

Final Level: For each Reference Index, the arithmetic average of its closing levels on each of the Valuation

Dates.

Trigger Level For each Reference Index, 75% of its Initial Level. Coupon Barrier: For each Reference Index, 75% of its Initial Level.

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Issuer Callable Contingent Coupon Barrier Notes with Memory Coupon Linked to the Lesser Performing of Three Equity Indices

If the Notes are not previously called, we will pay you at maturity an amount based on the Final Level of the Lesser Performing Reference Index:

Payment at Maturity (if not previously

called and

maturity):

held to

· If the Final Level of the Lesser Performing Reference Index is greater than or equal to its Trigger Level, we will pay you a cash payment equal to the principal amount plus the Contingent Coupon otherwise due on the Maturity Date, together with any previously unpaid Contingent Coupons.

· If the Final Level of the Lesser Performing Reference Index is less than its Trigger Level, you will receive at maturity, for each \$1,000 in principal amount, a cash payment equal to: \$1,000 + (\$1,000 x Underlying Return of the Lesser Performing Reference Index)

The amount of cash that you receive will be less than your principal amount, if anything, resulting in a loss that is proportionate to the decline of the Lesser Performing Reference Index from its Initial Level to its Final Level. Investors in the Notes could lose some or all of their investment if there has been a decline in the level of the Lesser Performing Reference Index below its Trigger Level. With respect to each Reference Index:

Underlying

Final Level – Initial Level

Return: Initial Level

Lesser Performing Reference Index:

The Reference Index with the lowest Underlying Return.

The occurrence of a market disruption event (or a non-trading day) as to any of the Reference Indices will result in the postponement of an Observation Date or a Valuation Date as to that Reference Index, as described in the product prospectus supplement, but not to any non-affected Reference Index.

If a market disruption event occurs or is continuing on any scheduled Valuation Date other than the final Valuation Date, the closing level of the applicable Reference Index for that Valuation Date will equal its

Valuation Date, the closing level of the applicable Reference Index for that Valuation Date will equal its closing level on the next scheduled Valuation Date. For example, if a market disruption event occurs or is continuing on the first and second scheduled Valuation Dates, but not on the third scheduled Valuation Date, then the closing level of the applicable Reference Index will also be deemed to be its closing level

Market
Disruption
Events:

Date, then the closing level of the applicable Reference Index will also be deemed to be its closing level on the first and second scheduled Valuation Dates. If no further scheduled Valuation Dates occur after a Valuation Date on which a market disruption event occurs or is continuing or if a market disruption event occurs or is continuing on the final Valuation Date, then the applicable closing level for that Valuation Date will be determined (or, if not determinable, estimated by the calculation agent in a manner which is considered to be commercially reasonable under the circumstances) by the calculation agent on that final Valuation Date, regardless of the occurrence or continuation of a market disruption event on that day. In such an event, the calculation agent will make a good faith estimate in its sole discretion of the closing level of the applicable Reference Index that would have prevailed in the absence of the market disruption event.

Calculation Agent:

RBC Capital Markets, LLC ("RBCCM")

U.S. Tax
Treatment:

By purchasing a Note, each holder agrees (in the absence of a change in law, an administrative determination or a judicial ruling to the contrary) to treat the Notes as a callable pre-paid cash-settled contingent income-bearing derivative contract linked to the Reference Indices for U.S. federal income tax purposes. However, the U.S. federal income tax consequences of your investment in the Notes are uncertain and the Internal Revenue Service could assert that the Notes should be taxed in a manner that is different from that described in the preceding sentence. Please see the section below, "Supplemental

Discussion of U.S. Federal Income Tax Consequences," and the discussion (including the opinion of our counsel Morrison & Foerster LLP) in the product prospectus supplement dated September 10, 2018 under "Supplemental Discussion of U.S. Federal Income Tax Consequences," which apply to the Notes. RBCCM (or one of its affiliates), though not obligated to do so, may maintain a secondary market in the

Secondary Market: RBCCM (or one of its affiliates), though not obligated to do so, may maintain a secondary market in the Notes after the Issue Date. The amount that you may receive upon sale of your Notes prior to maturity

may be less than the principal amount.

Listing: The Notes will not be listed on any securities exchange.

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Issuer Callable Contingent Coupon Barrier Notes with Memory Coupon Linked to the Lesser Performing of Three Equity Indices

DTC global (including through its indirect participants Euroclear and Clearstream, Luxembourg as

Settlement: described under "Description of Debt Securities—Ownership and Book-Entry Issuance" in the prospectus

dated September 7, 2018).

Terms All of the terms appearing above the item captioned "Secondary Market" on the cover page and pages Incorporated in P-2 and P-3 of this terms supplement and the terms appearing under the caption "General Terms of the the Master Notes" in the product prospectus supplement dated September 10, 2018, as modified by this terms

Note: supplement.

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Issuer Callable Contingent Coupon Barrier Notes with Memory Coupon Linked to the Lesser Performing of Three Equity Indices

ADDITIONAL TERMS OF YOUR NOTES

You should read this terms supplement together with the prospectus dated September 7, 2018, as supplemented by the prospectus supplement dated September 7, 2018 and the product prospectus supplement dated September 10, 2018, relating to our Senior Global Medium-Term Notes, Series H, of which these Notes are a part. Capitalized terms used but not defined in this terms supplement will have the meanings given to them in the product prospectus supplement. In the event of any conflict, this terms supplement will control. The Notes vary from the terms described in the product prospectus supplement in several important ways. You should read this terms supplement carefully. This terms supplement, together with the documents listed below, contains the terms of the Notes and supersedes all 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 "Risk Factors" in the prospectus supplement dated September 7, 2018 and in the product prospectus supplement dated September 10, 2018, as the Notes involve risks not associated with conventional debt securities. We urge you to consult your investment, legal, tax, accounting and other advisors before you invest in the Notes. You may access these documents on the Securities and Exchange Commission (the "SEC") website at www.sec.gov as follows (or if that address has changed, by reviewing our filings for the relevant date on the SEC website):

Prospectus dated September 7, 2018:

https://www.sec.gov/Archives/edgar/data/1000275/000121465918005973/196181424b3.htm

Prospectus Supplement dated September 7, 2018:

https://www.sec.gov/Archives/edgar/data/1000275/000121465918005975/f97180424b3.htm

Product Prospectus Supplement dated September 10, 2018:

https://www.sec.gov/Archives/edgar/data/1000275/000114036118038089/form424b5.htm

Our Central Index Key, or CIK, on the SEC website is 1000275. As used in this terms supplement, "we," "us," or "our" refers to Royal Bank of Canada.

Royal Bank of Canada has filed a registration statement (including a product prospectus supplement, a prospectus supplement, and a prospectus) with the SEC for the offering to which this terms supplement relates. Before you invest, you should read those documents and the other documents relating to this offering that we have filed with the SEC for more complete information about us and this offering. You may obtain these documents without cost by visiting EDGAR on the SEC website at www.sec.gov. Alternatively, Royal Bank of Canada, any agent or any dealer participating in this offering will arrange to send you the product prospectus supplement, the prospectus supplement and the prospectus if you so request by calling toll-free at 1-877-688-2301.

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Issuer Callable Contingent Coupon Barrier Notes with Memory Coupon Linked to the Lesser Performing of Three Equity Indices

HYPOTHETICAL EXAMPLES

The table set out below is included for illustration purposes only. The table illustrates the Payment at Maturity of the Notes (excluding the final Contingent Coupon(s), if payable) for a hypothetical range of performance for the Lesser Performing Reference Index, assuming the following terms and that the Notes are not called prior to maturity:

Hypothetical Initial Level (for each Reference Index): 100.00*

Hypothetical Trigger Level (for each Reference Index): 75.00, which is 75% of the hypothetical Initial Level

Hypothetical Coupon Barrier (for each Reference Index): 75.00, which is 75% of the hypothetical Initial Level

Contingent Coupon: \$22.50 per \$1,000 in principal amount

^{*} The hypothetical Initial Level of 100.00 used in the examples below has been chosen for illustrative purposes only and does not represent the actual Initial Level of any Reference Index. The actual Initial Levels for each Reference Index will be set forth on the cover page of the final pricing supplement relating to the Notes. We make no representation or warranty as to which of the Reference Indices will be the Lesser Performing Reference Index. It is possible that the Final Level of each Reference Index will be less than its Initial Level. Hypothetical Final Levels of the Lesser Performing Reference Index are shown in the first column on the left. The second column shows the Payment at Maturity for a range of Final Levels. The third column shows the amount of cash to be paid on the Notes per \$1,000 in principal amount. If the Notes are called prior to maturity, the hypothetical examples below will not be relevant, and you will receive on the applicable Coupon Payment Date, for each \$1,000 principal amount, \$1,000 plus the Contingent Coupons otherwise due on the Notes (if payable).

Hypothetical Final Level of the Lesser Performing Reference Index	Payment at Maturity as Percentage of Principal Amount	Cash Payment Amount per \$1,000 in Principal Amount
130.00	100.00%	\$1,000.00*
120.00	100.00%	\$1,000.00*
110.00	100.00%	\$1,000.00*
100.00	100.00%	\$1,000.00*
90.00	100.00%	\$1,000.00*
80.00	100.00%	\$1,000.00*
75.00	75.00%	\$1,000.00*
74.99	74.99%	\$749.90
70.00	70.00%	\$700.00
60.00	60.00%	\$600.00
50.00	50.00%	\$500.00
40.00	40.00%	\$400.00
25.00	25.00%	\$250.00
0.00	0.00%	\$0.00

^{*}Excluding the final Contingent Coupon (and any previously unpaid Contingent Coupons), if payable.

Issuer Callable Contingent Coupon Barrier Notes with Memory Coupon Linked to the Lesser Performing of Three Equity Indices

Hypothetical Examples of Amounts Payable at Maturity

The following hypothetical examples illustrate how the payments at maturity set forth in the table above are calculated, assuming the Notes have not been called.

Example 1: The level of the Lesser Performing Reference Index increases by 25% from the Initial Level to a Final Level of 125.00. Because the Final Level of the Lesser Performing Reference Index is greater than its Trigger Level and Coupon Barrier, the investor receives at maturity, in addition to the final Contingent Coupon (and any previously unpaid Contingent Coupons) otherwise due on the Notes, a cash payment of \$1,000 per Note, despite the 25% appreciation in the level of the Lesser Performing Reference Index.

Example 2: The level of the Lesser Performing Reference Index decreases by 15% from the Initial Level to a Final Level of 85.00. Because the Final Level of the Lesser Performing Reference Index is greater than its Trigger Level and Coupon Barrier, the investor receives at maturity, in addition to the final Contingent Coupon (and any previously unpaid Contingent Coupons) otherwise due on the Notes, a cash payment of \$1,000 per Note, despite the 15% decline in the level of the Lesser Performing Reference Index.

Example 3: The level of the Lesser Performing Reference Index decreases by 50% from the Initial Level to a Final Level of 50.00, which is less than its Trigger Level. Because the Final Level of the Lesser Performing Reference Index is less than its Trigger Level and Coupon Barrier, the final Contingent Coupon will not be payable on the Maturity Date, and we will pay only \$500.00 for each \$1,000 in the principal amount of the Notes, calculated as follows:

Principal Amount + (Principal Amount x Underlying Return of the Lesser Performing Reference Index) = $\$1,000 + (\$1,000 \times -50.00\%) = \$1,000 - \$500.00 = \500.00

The Payments at Maturity shown above are entirely hypothetical; they are based on levels of the Reference Indices that may not be achieved on the Valuation Dates and on assumptions that may prove to be erroneous. The actual market value of your Notes on the Maturity Date or at any other time, including any time you may wish to sell your Notes, may bear little relation to the hypothetical Payments at Maturity shown above, and those amounts should not be viewed as an indication of the financial return on an investment in the Notes or on an investment in the securities included in any Reference Index.

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Issuer Callable Contingent Coupon Barrier Notes with Memory Coupon Linked to the Lesser Performing of Three Equity Indices

SELECTED RISK CONSIDERATIONS

An investment in the Notes involves significant risks. Investing in the Notes is not equivalent to investing directly in the Reference Indices. These risks are explained in more detail in the section "Risk Factors" in the product prospectus supplement. In addition to the risks described in the prospectus supplement and the product prospectus supplement, you should consider the following:

Principal at Risk — Investors in the Notes could lose all or a substantial portion of their principal amount if there is a decline in the level of the Lesser Performing Reference Index between the Trade Date and the Valuation Dates. If the Notes are not called and the Final Level of the Lesser Performing Reference Index is less than its Trigger Level, the amount of cash that you receive at maturity will represent a loss of your principal that is proportionate to the decline in the closing level of the Lesser Performing Reference Index from the Trade Date to the Valuation Dates. Any Contingent Coupons received on the Notes prior to the Maturity Date may not be sufficient to compensate for any such loss.

The Notes Are Subject to an Issuer Call — We may call the Notes at our discretion on any Coupon Payment Date beginning in May 2019. If the Notes are called, then, on the applicable Coupon Payment Date, for each \$1,000 in principal amount, you will receive \$1,000 plus the Contingent Coupon otherwise due on the applicable Coupon Payment Date (together with any previously unpaid Contingent Coupons, if payable). You will not receive any Contingent Coupons after that payment. You may be unable to reinvest your proceeds from the call in an investment with a return that is as high as the return on the Notes would have been if they had not been called. We are more likely to call the Notes if we anticipate that the yield on the Notes will exceed that payable on our conventional debt securities.

You May Not Receive Any Contingent Coupons — We will not necessarily make any coupon payments on the Notes. If the closing level of any of the Reference Indices on an Observation Date (or in the case of the final Contingent Coupon, the Final Level of any of the Reference Indices) is less than its Coupon Barrier, we will not pay you the Contingent Coupon applicable to that Observation Date. If the closing level of any of the Reference Indices is less than its Coupon Barrier on each of the Observation Dates, and if the Final Level of any Reference Index is less than its Coupon Barrier, we will not pay you any Contingent Coupons during the term of, and you will not receive a positive return on your Notes. Generally, this non-payment of the Contingent Coupon coincides with a period of greater risk of principal loss on your Notes. Accordingly, if we do not pay the Contingent Coupon on the Maturity Date, you will also incur a loss of principal, because the Final Level of the Lesser Performing Reference Index will be less than its Trigger Level.

The Notes Are Linked to the Lesser Performing Reference Index, Even if the Other Reference Index Performs Better — If any of the Reference Indices has a Final Level that is less than its Trigger Level, your return will be linked to the lesser performing of the three Reference Indices. Even if the Final Levels of the other Reference Indices have increased compared to their respective Initial Levels, or have experienced a decrease that is less than that of the Lesser Performing Reference Index, your return will only be determined by reference to the performance of the Lesser Performing Reference Index, regardless of the performance of the other Reference Indices.

Your Payment on the Notes Will Be Determined by Reference to Each Reference Index Individually, Not to a Basket, and the Payment at Maturity Will Be Based on the Performance of the Lesser Performing Reference Index — The Payment at Maturity will be determined only by reference to the performance of the Lesser Performing Reference Index, regardless of the performance of the other Reference Indices. The Notes are not linked to a weighted basket, in which the risk may be mitigated and diversified among each of the basket components. For example, in the case of notes linked to a weighted basket, the return would depend on the weighted aggregate performance of the basket components reflected as the basket return. As a result, the depreciation of one basket component could be mitigated by the appreciation of the other basket

components, as scaled by the weighting of that basket component. However, in the case of the Notes, the individual performance of each of the Reference Indices would not be combined, and the depreciation of one Reference Index would not be mitigated by any appreciation of the other Reference Indices. Instead, your return will depend solely on the Final Level of the Lesser Performing Reference Index.

The Call Feature and the Contingent Coupon Feature Limit Your Potential Return — The return potential of the Notes is limited to the pre-specified Contingent Coupons, regardless of the appreciation of the Reference Indices. In addition, the total return on the Notes will vary based on the number of Observation Dates on which the Contingent Coupon becomes payable prior to maturity or an issuer call. Further, if the Notes are called due to the Call Feature, you will not receive any Contingent Coupons or any other payment in respect of any Observation Dates after the applicable Coupon Payment Date. Since the Notes could be called as early as May 2019, the total return on the Notes could be minimal. If the Notes are not called, you may be subject to the full downside performance of the Lesser Performing Reference Index even though your potential return is limited to the Contingent Coupons that you may receive during the term of the Notes. As a result, the return on an investment in the Notes could be less than the return on a direct investment in securities included in the Reference Indices.

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