

BB&T CORP
Form FWP
May 05, 2016

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Registration No. 333-197375

May 5, 2016

BB&T Corporation

Pricing Term Sheet

Medium-Term Notes, Series E (Senior)

\$1,250,000,000

2.050% Senior Notes due 2021

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|----------------------|---|
| Issuer | BB&T Corporation |
| Security | 2.050% Senior Notes due May 10, 2021 |
| Ratings | A2 (Moody's) / A- (S&P) / A+ (Fitch) / AH (DBRS) |
| Currency | USD |
| Size | \$1,250,000,000 |
| Security Type | SEC Registered Medium-Term Notes, Series E (Senior) |
| Maturity | May 10, 2021 |
| Coupon | 2.050% |
| Payment Frequency | Semi-Annually |
| Day Count Convention | 30/360 |
| Redemption Date | April 9, 2021 |
| Redemption Terms | Redeemable in whole or in part on or after the Redemption Date at 100% of the principal amount of the notes (par), plus accrued and unpaid interest thereon to the date of redemption. BB&T Corporation shall provide 10 to 60 calendar days' notice of redemption to the registered holder of the Senior Notes. |

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| Benchmark Treasury | 1.375% US Treasury due April 30, 2021 |
| Spread to Benchmark Treasury | +87.5 bps |
| Benchmark Treasury Spot and Yield | 100-27+; 1.197% |
| Price to Public | 99.896% of face amount |
| Proceeds (Before Expenses) to Issuer | \$1,246,825,000 (99.746%) |
| Interest Payment Dates | May 10 and November 10 of each year, commencing November 10, 2016 |
| Trade Date | May 5, 2016 |
| Settlement Date | May 10, 2016 (T+3) |
| Denominations | \$2,000 x \$1,000 |
| CUSIP / ISIN | 05531FAV5 / US05531FAV58 |

Joint Bookrunners

BB&T Capital Markets, a division of BB&T Securities, LLC

Deutsche Bank Securities Inc.

Goldman, Sachs & Co.

Wells Fargo Securities, LLC

Co-Managers

Drexel Hamilton, LLC

Mischler Financial Group, Inc.

Samuel A. Ramirez & Company, Inc.

Note: A securities rating is not a recommendation to buy, sell or hold securities and should be evaluated independently of any other rating. The rating may be subject to revision or withdrawal at any time by the assigning rating organization.

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 BB&T Capital Markets, a division of BB&T Securities, LLC toll-free at (804) 787-8221, Deutsche Bank Securities Inc. toll-free at (800) 503-4611, Goldman, Sachs & Co. toll-free at (866) 471-2526 or Wells Fargo Securities, LLC toll-free at 1-800-645-3751.