

TOTAL S.A.  
Form FWP  
January 08, 2014

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Registration Statements Nos. 333-180967

and 333-180967-01

January 8, 2014

**Final Term Sheet**

**TOTAL CAPITAL INTERNATIONAL**

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

**\$500,000,000 1.000% Guaranteed Notes Due 2017**

**Guaranteed on an unsecured, unsubordinated basis by**

**TOTAL S.A.**

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	\$500,000,000 1.000% Guaranteed Notes Due 2017
Total initial principal amount being issued	\$500,000,000
Issue price	99.780%
Pricing date	January 8, 2014
Expected settlement date	January 15, 2014 (T+5)
Maturity date	January 10, 2017, unless earlier redeemed
Day count	30/360
Day count convention	Following, unadjusted
Optional redemption terms	Make-whole call at Treasury Rate plus 5 basis points Tax call at par
Interest rate	1.000% per annum
Benchmark Treasury	0.625% due December 2016
Benchmark Treasury price	99-13+

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Benchmark Treasury yield	0.825%
Spread to benchmark Treasury	Plus 25 basis points
Yield to maturity	1.075%
Date interest starts accruing	January 15, 2014
Interest payment dates	Each January 10 and July 10
First interest payment date	July 10, 2014

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/Negative 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 The ratings are only accurate as of the date thereof and may be changed, superseded or withdrawn as a result of changes in, or unavailability of, such information, and therefore a prospective purchaser should check the current ratings before purchasing the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.
CUSIP / ISIN	89153VAJ8 / US89153VAJ89
Selling restrictions	European Economic Area, France, UK
Managers	Barclays Capital Inc.  Goldman, Sachs & Co.  J.P. Morgan Securities LLC  BNP Paribas Securities Corp.  SG Americas Securities, LLC

***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](http://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 Barclays Capital Inc. toll-free at 1-888-603-5847, Goldman, Sachs & Co. toll-free at 866-471-2526, J.P. Morgan Securities LLC collect at +1-212-834-4533, BNP Paribas Securities Corp. toll-free at 1-800-854-5674 or SG Americas Securities, LLC toll-free at 1-855-881-2108.***

**Final Term Sheet**

**TOTAL CAPITAL INTERNATIONAL**

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

**\$750,000,000 2.125% Guaranteed Notes Due 2019**

**Guaranteed on an unsecured, unsubordinated basis by**

**TOTAL S.A.**

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	\$750,000,000 2.125% Guaranteed Notes Due 2019
Total initial principal amount being issued	\$750,000,000
Issue price	99.606%
Pricing date	January 8, 2014
Expected settlement date	January 15, 2014 (T+5)
Maturity date	January 10, 2019, unless earlier redeemed
Day count	30/360
Day count convention	Following, unadjusted
Optional redemption terms	Make-whole call at Treasury Rate plus 10 basis points Tax call at par
Interest rate	2.125% per annum
Benchmark Treasury	1.500% due December 2018
Benchmark Treasury price	98-24 <sup>3</sup> / <sub>4</sub>
Benchmark Treasury yield	1.759%
Spread to benchmark Treasury	Plus 45 basis points
Yield to maturity	2.209%
Date interest starts accruing	January 15, 2014
Interest payment dates	Each January 10 and July 10
First interest payment date	July 10, 2014
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/Negative  
 Standard & Poor's: AA-/Stable

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CUSIP / ISIN 89153VAK5 / US89153VAK52

Selling restrictions European Economic Area, France, UK

Managers Barclays Capital Inc.

Goldman, Sachs & Co.

J.P. Morgan Securities LLC

BNP Paribas Securities Corp.

SG Americas Securities, LLC

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**Final Term Sheet**

**TOTAL CAPITAL INTERNATIONAL**

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

**\$1,250,000,000 3.750% Guaranteed Notes Due 2024**

**Guaranteed on an unsecured, unsubordinated basis by**

**TOTAL S.A.**

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	\$1,250,000,000 3.750% Guaranteed Notes Due 2024
Total initial principal amount being issued	\$1,250,000,000
Issue price	99.249%
Pricing date	January 8, 2014
Expected settlement date	January 15, 2014 (T+5)
Maturity date	April 10, 2024, 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	3.750% per annum
Benchmark Treasury	2.750% due November 2023
Benchmark Treasury price	97-31+
Benchmark Treasury yield	2.988%
Spread to benchmark Treasury	Plus 85 basis points
Yield to maturity	3.838%
Date interest starts accruing	January 15, 2014
Interest payment dates	Each April 10 and October 10
First interest payment date (long first coupon)	October 10, 2014

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/Negative 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.
CUSIP / ISIN	89153VAL3 / US89153VAL36
Selling restrictions	European Economic Area, France, UK
Managers	Barclays Capital Inc.  Goldman, Sachs & Co.  J.P. Morgan Securities LLC  BNP Paribas Securities Corp.  SG Americas Securities, LLC

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