

Tyco Electronics Group S.A.  
Form FWP  
July 28, 2014

Filed pursuant to Rule 433  
July 28, 2014

Relating to  
Preliminary Prospectus Supplement dated July 28, 2014 to  
Prospectus dated December 9, 2013  
Registration Statement No. 333-192721

**Tyco Electronics Group S.A.  
\$500,000,000 Senior Floating Rate Notes due 2016**

**\$250,000,000 2.350% Senior Notes due 2019**

**\$250,000,000 3.450% Senior Notes due 2024**

**Fully and Unconditionally Guaranteed by  
TE Connectivity Ltd.**

**Pricing Term Sheet**

**\$500,000,000 Senior Floating Rate Notes due 2016**

Issuer:	Tyco Electronics Group S.A.
Guarantor:	TE Connectivity Ltd.
Offering Format:	SEC Registered
Size:	\$500,000,000 aggregate principal amount of senior floating rate notes due 2016 (the Floating Rate Notes )
Maturity:	January 29, 2016
Coupon:	Interest will accrue at a rate of then applicable three-month LIBOR, reset on a quarterly basis, plus 0.200%
Price to Public:	100.000% of face amount
Interest Payment Dates:	January 29, April 29, July 29 and October 29, commencing on October 29, 2014
Interest Reset Dates:	January 29, April 29, July 29 and October 29
Interest Determination Dates:	The interest determination date will be the second London Business Day (defined as any calendar day on which commercial banks are open for dealings in deposits in U.S. Dollars in the London interbank market)

immediately preceding the applicable interest reset date. The interest determination date for the initial interest reset period will be the second London Business Day immediately preceding the settlement date.

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Interest Reset Period:	The period from, and including, the interest reset date (or, with respect to the initial interest reset period, from, and including, July 31, 2014), to, but excluding, the immediately succeeding interest reset date, provided that the final interest reset period will be the period from, and including, the interest reset date immediately preceding the maturity date to, but excluding, the maturity date.
Day Count:	Actual/360
Day Count Convention:	If any interest reset date or interest payment date for the Floating Rate Notes falls on a day that is not a business day for the Floating Rate Notes, such interest reset date or interest payment date, as the case may be, will be postponed to the next succeeding business day and interest thereon will continue to accrue on the payment so postponed (but excluding such rescheduled date) unless the next succeeding business day is in the next succeeding calendar month, the interest reset date or interest payment date, as the case may be, shall instead be the immediately preceding business day, and interest shall accrue to, but excluding such business day immediately preceding such originally scheduled interest payment date. If the maturity date for the Floating Rate Notes would fall on a day that is not a business day, the related payments of principal and interest will be made on the next succeeding business day, and no additional interest will accumulate on the amount payable for the period from and after the maturity date.
Calculation Agent:	Deutsche Bank Trust Company Americas
Change of Control:	Upon the occurrence of a Change of Control Triggering Event, unless the Issuer has exercised its right to redeem the Floating Rate Notes, the Issuer will be required to make an offer to purchase the Floating Rate Notes at a price equal to 101% of the principal amount plus accrued and unpaid interest to the date of repurchase.
Trade Date:	July 28, 2014
Settlement Date:	July 31, 2014 (T+3)
CUSIP:	902133 AP2
ISIN:	US902133AP24

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Denominations:

\$2,000 x \$1,000

Ratings:

Moody s: Baa1 (Stable)

S&P: A- (Stable)

Fitch: A- (Stable)

Joint Book-Running Managers:

Citigroup Global Markets Inc.

J.P. Morgan Securities LLC

BNP Paribas Securities Corp.

Deutsche Bank Securities Inc.

Merrill Lynch, Pierce, Fenner & Smith

Incorporated

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**\$250,000,000 2.350% Senior Notes due 2019**

Issuer:	Tyco Electronics Group S.A.
Guarantor:	TE Connectivity Ltd.
Offering Format:	SEC Registered
Size:	\$250,000,000 aggregate principal amount of 2.350% senior notes due 2019 (the 2019 Notes )
Maturity:	August 1, 2019
Coupon:	2.350% per annum
Price to Public:	99.948% of face amount
Yield to Maturity:	2.361%
Spread to Benchmark Treasury:	65 bps
Benchmark Treasury:	UST 1.625% due June 30, 2019
Benchmark Treasury Price/Yield:	99-19 / 1.711%
Interest Payment Dates:	February 1 and August 1, commencing on February 1, 2015
Optional Redemption:	<p>The Issuer may redeem some or all of the 2019 Notes, in whole or in part, at its option at any time prior to July 1, 2019 (one month prior to the maturity date of the 2019 Notes) at the make-whole redemption price equal to the greater of 100% of the principal amount of the 2019 Notes and a make-whole amount based on a discount rate equal to Treasury Rate plus 10 basis points, plus accrued and unpaid interest, if any, to, but excluding, the redemption date.</p> <p>The Issuer may redeem some or all of the 2019 Notes, in whole or in part at its option at any time on or after July 1, 2019 (one month prior to the maturity date of the 2019 Notes) at a redemption price equal to 100% of the principal amount of the 2019 Notes to be redeemed, plus accrued and unpaid interest, if any, to, but excluding, the redemption date.</p>
Change of Control:	Upon the occurrence of a Change of Control Triggering Event, unless the Issuer has exercised its right to redeem the 2019 Notes, the Issuer will be

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required to make an offer to purchase the 2019 Notes at a price equal to 101% of the principal amount plus accrued and unpaid interest to the date of repurchase.

Trade Date: July 28, 2014

Settlement Date: July 31, 2014 (T+3)

CUSIP: 902133 AQ0

ISIN: US902133AQ07

Denominations: \$2,000 x \$1,000

Ratings: Moody s: Baa1 (Stable)  
S&P: A- (Stable)  
Fitch: A- (Stable)

Joint Book-Running Managers: Citigroup Global Markets Inc.  
J.P. Morgan Securities LLC  
BNP Paribas Securities Corp.  
Deutsche Bank Securities Inc.  
Merrill Lynch, Pierce, Fenner & Smith

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**\$250,000,000 3.450% Senior Notes due 2024**

Issuer:	Tyco Electronics Group S.A.
Guarantor:	TE Connectivity Ltd.
Offering Format:	SEC Registered
Size:	\$250,000,000 aggregate principal amount of 3.450% senior notes due 2024 (the 2024 Notes )
Maturity:	August 1, 2024
Coupon:	3.450% per annum
Price to Public:	99.614% of face amount
Yield to Maturity:	3.496%
Spread to Benchmark Treasury:	100 bps
Benchmark Treasury:	UST 2.500% due May 15, 2024
Benchmark Treasury Price/Yield:	100-01 / 2.496%
Interest Payment Dates:	February 1 and August 1, commencing on February 1, 2015
Optional Redemption:	<p>The Issuer may redeem some or all of the 2024 Notes, in whole or in part, at its option at any time prior to May 1, 2024 (three months prior to the maturity date of the 2024 Notes) at the make-whole redemption price equal to the greater of 100% of the principal amount of the 2024 Notes and a make-whole amount based on a discount rate equal to Treasury Rate plus 15 basis points, plus accrued and unpaid interest, if any, to, but excluding, the redemption date.</p> <p>The Issuer may redeem some or all of the 2024 Notes, in whole or in part at its option at any time on or after May 1, 2024 (three months prior to the maturity date of the 2024 Notes) at a redemption price equal to 100% of the principal amount of the 2024 Notes to be redeemed, plus accrued and unpaid interest, if any, to, but excluding, the redemption date.</p>
Change of Control:	Upon the occurrence of a Change of Control Triggering Event, unless the Issuer has exercised its right to redeem the 2024 Notes, the Issuer will be required to make an offer to purchase the 2024

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Notes at a price equal to 101% of the principal amount plus accrued and unpaid interest to the date of repurchase.

Trade Date:	July 28, 2014
Settlement Date:	July 31, 2014 (T+3)
CUSIP:	902133 AR8
ISIN:	US902133AR89
Denominations:	\$2,000 x \$1,000
Ratings:	Moody s: Baa1 (Stable) S&P: A- (Stable) Fitch: A- (Stable)
Joint Book-Running Managers:	Citigroup Global Markets Inc. J.P. Morgan Securities LLC BNP Paribas Securities Corp. Deutsche Bank Securities Inc. Merrill Lynch, Pierce, Fenner & Smith  Incorporated

The issuer has filed a registration statement (including a base prospectus and a prospectus supplement) with the U.S. Securities and Exchange Commission (SEC) for the offering to which this communication relates. Before you invest, you should read the prospectus supplement for this offering, the prospectus in that registration statement and any 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 <http://www.sec.gov>. Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus supplement and prospectus if you request it by calling Citigroup Global Markets Inc. toll-free at 1-800-831-9146 or J.P. Morgan Securities LLC collect at 1-212-834-4533.

The security ratings above are not a recommendation to buy, sell or hold the securities offered hereby. The ratings may be subject to revision or withdrawal at any time by Moody s, Standard and Poor s and Fitch. Each of the security ratings above should be evaluated independently of any other security rating.

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th received an A.B. degree from Johns Hopkins in 1964, a Ph.D. from Case Western Reserve University in 1968, and did postdoctoral work in carbohydrate chemistry at Hopkins from 1968-1970.

**Michael Weiser, M.D., Ph.D.** has served as a member of the board of directors since February 2003. Dr. Weiser concurrently serves as the Director of Research of Paramount BioCapital, Inc. Dr. Weiser completed his Ph.D. in Molecular Neurobiology at Cornell University Medical College and received his M.D. from New York University School of Medicine, where he also completed a Postdoctoral Fellowship in the Department of Physiology and Neuroscience. Dr. Weiser currently serves on the board of directors of Manhattan Pharmaceuticals, Inc. (MHA), Hana Biosciences, Inc. (HNAB), Chelsea Therapeutics International Ltd. (CHTP), Emisphere Technologies Inc. (EMIS), Ziopharm Oncology (ZIOP), all publicly-held biotechnology companies, as well as several other privately held



biotechnology companies.

**Xumu Zhang, Ph.D.**, co-founder of our subsidiary Chiral Quest, Inc., has been a member of our board of directors and has served as our Chief Technology Officer and as a consultant since our inception in 2000. Since 1994, Dr. Zhang has been primarily employed by Pennsylvania State University in State College, Pennsylvania, most recently as a Professor of Organic Chemistry, and prior to that was an Assistant and Associate Professor of Chemistry. Dr. Zhang holds a Ph.D. in Organic and Inorganic Chemistry from Stanford University, where he also conducted his postdoctoral work.

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## Vote Required

All shares represented by proxies will be voted **“FOR”** the election of the foregoing nominees unless a contrary choice is specified. If any nominee should withdraw or otherwise become unavailable for reasons not presently known, the proxies which would have otherwise been voted for such nominee will be voted for such substitute nominee as may be selected by the Board of Directors. In order to be elected as a director, each nominee must receive the affirmative vote of a plurality of the votes present in person or represented by proxy at the meeting.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT YOU VOTE **“FOR”** ALL OF THE NOMINEES LISTED ABOVE.

## INFORMATION CONCERNING THE BOARD OF DIRECTORS AND ITS COMMITTEES

### Board Committees and Meetings

The Board held eight meetings (either in person or by conference call) in 2005 and took action by written consent three times. All directors attended at least 75 percent of the aggregate meetings of the Board and of the committees on which they served.

The Board of Directors has three standing committees: an Audit Committee, a Compensation Committee, and a Governance and Nominating Committee. The following table provides membership for each of the Board committees:

<u>Name of Committee</u>	<u>Membership</u>
Audit	Vincent Aita, Johnson Lau (Chair) and Stephen Rocamboli
Compensation	Vincent Aita, Stephen Roth and Michael Weiser (Chair)
Governance	Johnson Lau, Stephen Rocamboli and Stephen Roth (Chair)

### *Audit Committee*

The Audit Committee oversees the Company’s accounting and financial reporting process. For these purposes, the Audit Committee performs several functions. For example, the Committee evaluates and assesses the qualifications of the independent registered public accounting firm; determines the engagement of the independent registered public accounting firm; determines whether to retain or terminate the existing independent registered public accounting firm; reviews and approves the retention of the independent registered public accounting firm to perform any non-audit services; reviews the financial statements to be included in the Company’s Annual Report on Form 10-KSB; and discusses with management and the independent registered public accounting firm the results of the annual audit and the results of the Company’s quarterly financial statements. The Board of Directors adopted a written Audit Committee Charter, a copy of which can be found on our company website at [www.vioquestpharm.com](http://www.vioquestpharm.com). The Audit Committee met four times in 2005.

Our Board of Directors has reviewed the definition of independence for Audit Committee members and has determined that each of member of our Audit Committee is independent, as independence for audit committee members is currently defined by Section 121 of the Listing Standards of the American Stock Exchange (although not currently listed on the American Stock Exchange (“AMEX”), the Company has elected to follow its guidelines for independence requirements pursuant to an SEC directive that the standard for audit committee independence be based upon the listing guidelines of a national securities exchange or national securities market). The Board has further

determined that Dr. Lau qualifies as an “audit committee financial expert,” as defined by applicable rules of the Securities and Exchange Commission. The Board’s determination was based on an assessment of a number of items with regard to Dr. Lau’s background and experience, including his prior service as the chief executive officer of a public reporting company.

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***Compensation Committee***

The Compensation Committee of the Board of Directors oversees our compensation policies, plans and programs. The Compensation Committee reviews and approves corporate performance goals and objectives relevant to the compensation of our executive officers and other senior management; reviews and recommends to the Board the compensation and other terms of employment of our Chief Executive Officer and our other executive officers; administers o