

CAPITAL ONE FINANCIAL CORP  
Form FWP  
April 22, 2014

Filed pursuant to Rule 433

Registration Statement No. 333-181047

April 21, 2014

**CAPITAL ONE FINANCIAL CORPORATION**

**\$750,000,000 2.450% SENIOR NOTES DUE 2019**

**Summary of Terms for Issuance**

|  |   |
|--|---|
| Issuer:                                      | Capital One Financial Corporation   |
| Security:                                    | 2.450% Senior Notes due 2019  |
| Principal Amount:                            | US\$ 750,000,000  |
| Net Proceeds to Issuer<br>(before expenses): | US\$ 746,812,500  |
| Ranking:                                     | Senior Unsecured  |
| Expected Security<br>Ratings:*               | Baa1 / BBB / A- (Moody's / S&P / Fitch)   |
| Trade Date:                                  | April 21, 2014  |
| Settlement Date:                             | April 24, 2014 (T+3)  |
| Maturity Date:                               | April 24, 2019  |
| Coupon:                                      | 2.450% per annum  |
| Reference Benchmark:                         | 1.625% UST due March 31, 2019   |
| Reference Benchmark<br>Yield:                | 1.716%  |
| Spread to Benchmark:                         | 75 bps  |
| Re-offer Yield:                              | 2.466%  |
| Price to Public:                             | 99.925% of principal amount   |
| Interest Payment Dates:                      | Semi-annually in arrears on April 24 and October 24 of each year, commencing on<br>October 24, 2014 to and including the Maturity date. |

|                              |   |
|------------------------------|---|
| Optional Redemption:         | The Issuer may, at any time after March 24, 2019 (which is the date that is one month prior to the maturity date of the 2019 notes), redeem the 2019 notes, in whole or in part, at a redemption price equal to 100% of the principal amount of the 2019 notes to be redeemed, plus accrued and unpaid interest thereon to the redemption date. |
| Concurrent Debt Offerings:   | The issuer is also offering \$750,000,000 of its 3.750% Senior Notes due 2024.  |
| CUSIP/ISIN:                  | 14040HBE4/US14040HBE45  |
| Joint Book-Running Managers: | Credit Suisse Securities (USA) LLC<br>Goldman, Sachs & Co.<br>J.P. Morgan Securities LLC<br>Wells Fargo Securities, LLC   |
| Co-Managers:                 | Sandler O'Neill & Partners, L.P.<br>Blaylock Robert Van, LLC<br>Lebenthal & Co., LLC<br>Mischler Financial Group, Inc.  |

\* Note: A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.

Capital One Financial Corporation has filed a registration statement (including a prospectus and preliminary prospectus supplement) with the SEC for the offering to which this communication relates. Before you invest, you should read each of these documents and the other documents filed with the SEC and incorporated by reference in such documents for more complete information about Capital One Financial Corporation 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, you may obtain a copy of these documents by calling Credit Suisse Securities (USA) LLC toll-free at 800-221-1037, Goldman, Sachs & Co. toll-free at 866-471-2526, J.P. Morgan Securities LLC collect at 212-834-4533 or Wells Fargo Securities, LLC toll-free at 800-326-5897.

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