

CVS CAREMARK CORP  
Form FWP  
August 07, 2014

**Free Writing Prospectus**

**Filed Pursuant to Rule 433**

**Registration Statement No. 333-187440**

**FINAL TERM SHEET**

**Dated August 7, 2014**

**CVS CAREMARK CORPORATION**

|                                      |  |
|--------------------------------------|--|
| <b>Issuer:</b>                       | CVS Caremark Corporation ( CVS Caremark )  |
| <b>Description of Securities:</b>    | \$850,000,000 2.250% Senior Notes due August 12, 2019 ( 2019 Notes )<br>\$650,000,000 3.375% Senior Notes due August 12, 2024 ( 2024 Notes ) |
| <b>Security Type:</b>                | Senior Notes   |
| <b>Legal Format:</b>                 | SEC Registered (Registration No. 333-187440)   |
| <b>Settlement Date:</b>              | August 12, 2014 (T+3)  |
| <b>Maturity Date:</b>                | August 12, 2019 for the 2019 Notes<br>August 12, 2024 for the 2024 Notes   |
| <b>Issue Price:</b>                  | 99.944% of principal amount for the 2019 Notes<br>99.078% of principal amount for the 2024 Notes   |
| <b>Coupon:</b>                       | 2.250% for the 2019 Notes<br>3.375% for the 2024 Notes   |
| <b>Benchmark Treasury:</b>           | 2019 Notes: 1.625% UST due July 31, 2019<br>2024 Notes: 2.500% UST due May 15, 2024  |
| <b>Benchmark Treasury Strike:</b>    | 2019 Notes: 1.612%<br>2024 Notes: 2.435%   |
| <b>Spread to Benchmark Treasury:</b> | 2019 Notes: +65 basis points (0.650%)<br>2024 Notes: +105 basis points (1.050%)  |
| <b>Yield to Maturity</b>             | 2019 Notes: 2.262%<br>2024 Notes: 3.485%   |

**Interest Payment Dates:** Semi-annually on February 12 and August 12, commencing on February 12, 2015

**Change of Control:** Upon the occurrence of both (i) a change of control of CVS Caremark and (ii) a downgrade of the notes below an investment grade rating by each of Fitch Ratings, Moody's Investors Service, Inc. and Standard & Poor's Ratings

Services within a specified period, CVS Caremark will be required to make an offer to purchase the notes at a price equal to 101% of their principal amount, plus accrued and unpaid interest to the date of repurchase. See Description of the Notes Change of Control on page S-17 of the Preliminary Prospectus Supplement dated August 7, 2014.

**Redemption Provisions:**

2019 Notes: Prior to one month before the maturity date, make-whole call at any time at the greater of 100% or discounted present value at Treasury Yield plus 10 basis points. Thereafter redeemable at 100%.

2024 Notes: Prior to three months before the maturity date, make-whole call at any time at the greater of 100% or discounted present value at Treasury Yield plus 20 basis points. Thereafter redeemable at 100%.

**Use of Proceeds:**

To repay commercial paper and for general corporate purposes, which may include the purchase of our 6.250% Senior Notes due 2027, 6.125% Senior Notes due 2039, 5.750% Senior Notes due 2041 and 5.750% Senior Notes due 2017, pursuant to the Tender Offers. See Use of Proceeds on page S-8 of the Preliminary Prospectus Supplement dated August 7, 2014.

**Underwriting Discounts and Commissions:**

2019 Notes: 0.600%

2024 Notes: 0.650%

**Joint Book-Running Managers:**

BARCLAYS CAPITAL INC.

MERRILL LYNCH, PIERCE, FENNER & SMITH

INCORPORATED

BNY MELLON CAPITAL MARKETS, LLC

J.P. MORGAN SECURITIES LLC

WELLS FARGO SECURITIES, LLC

**CUSIP Number:**

2019 Notes: 126650 CE8

2024 Notes: 126650 CF5

**Ratings\*:**

Baa1 / BBB+ (Moody's / S&P)

\* **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.

**The issuer has filed a registration statement (including a prospectus) 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 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 website at [www.sec.gov](http://www.sec.gov). Alternatively, you may obtain a copy of the prospectus from Barclays Capital Inc. by calling toll-free 1-888-603-5847 or Merrill Lynch, Pierce, Fenner & Smith Incorporated by calling toll-free 1-800-294-1322.**

