MITSUBISHI UFJ FINANCIAL GROUP INC
Form FWP
February 16, 2017

Issuer Free Writing Prospectus

Filed by Mitsubishi UFJ Financial Group, Inc.
Pursuant to Rule 433

Reg-Statement No. 333-209455

February 15, 2017

5-Year Floating Rate Notes Due 2022

5-Year Fixed Rate Notes Due 2022

10-Year Fixed Rate Notes Due 2027

5-Year Floating Rate Notes Due 2022

Issuer:	Mitsubishi UFJ Financial Group, Inc. (the Issuer)
Size:	U.S.$ 500,000,000
Issuer Ratings (Moody s / S&P / Fitch) *:	A1 / A / A
Expected Security Ratings (Moody s / S&P / Fitch) *:	A1 / A / A
Security Type:	Senior Notes
Currency:	U.S.$
Interest:	Per annum rate equal to U.S. Dollar 3-month LIBOR + 92 basis points
Trade Date:	February 15, 2017
Settlement Date:	February 22, 2017 (T+4)
Maturity:	February 22, 2022

Interest Payment Dates:	Quarterly in arrears on February 22, May 22, August 22 and November 22 of each year.
First Interest Payment Date:	May 22, 2017
Pricing Benchmark:	U.S. Dollar 3-month LIBOR
Spread to Benchmark:	92 basis points
Issue Price:	100% of principal amount plus accrued interest, if any, from February 22, 2017
Underwriting Discount:	0.35%
Net Proceeds before Expenses:	U.S.$ 498,250,000
Day Count:	Actual/360
Business Days:	New York, Tokyo and London Banking Day
Business Day Convention:	Modified Following Business Day Convention (Following Business Day Convention for the maturity date and any other date fixed for redemption)

Denominations:	U.S.$2,000 x U.S.$1,000
Listing:	Luxembourg Stock Exchange s Euro MTF Market
Governing Law:	New York law
Billing & Delivering:	Morgan Stanley & Co. LLC
Joint Lead Managers and Joint Bookrunners:	Morgan Stanley & Co. LLC
	MUFG Securities Americas Inc.
	J.P. Morgan Securities LLC
Senior Co-Managers:	Citigroup Global Markets Inc.
	HSBC Securities (USA) Inc.
	Merrill Lynch, Pierce, Fenner & Smith Incorporated
Co-Managers:	Barclays Capital Inc.
	BNP Paribas
	Credit Agricole Securities (USA) Inc.
	ING Financial Markets, LLC
	RBC Capital Markets, LLC
	Standard Chartered Bank
	UBS Securities LLC
Security Codes:	CUSIP: 606822 AK0
	ISIN: US606822AK06
	Common Code: 156884740
Definitions:	Unless otherwise defined herein, all capitalized terms have the meaning set forth in the Preliminary Prospectus Supplement (as defined below).

5-Year Fixed Rate Notes Due 2022

Issuer:	Mitsubishi UFJ Financial Group, Inc.
Size:	U.S.$ 1,000,000,000
Issuer Ratings (Moody s / S&P / Fitch) *:	A1 / A / A
Expected Security Ratings (Moody s / S&P / Fitch) *:	A1 / A / A
Security Type:	Senior Notes
Currency:	U.S.$
Interest:	2.998% per annum
Trade Date:	February 15, 2017
Settlement Date:	February 22, 2017 (T+4)
Maturity:	February 22, 2022
Interest Payment Dates:	Semi-annually in arrears on February 22 and August 22 of each year
First Interest Payment Date:	August 22, 2017
Pricing Benchmark:	1.875% due 1/2022
Benchmark Spot (Price/Yield):	99-13+ / 1.998%
Spread to Benchmark:	100 basis points
Issue Price:	100% of principal amount plus accrued interest, if any, from February 22, 2017
Yield to Maturity:	2.998%
Underwriting Discount:	0.35%
Net Proceeds before Expenses:	U.S.$ 996,500,000
Day Count:	30/360
Business Days:	New York and Tokyo
Business Day Convention:	Following Business Day Convention
Denominations:	U.S.$2,000 x U.S.$1,000

Listing:	Luxembourg Stock Exchange s Euro MTF Market
Governing Law:	New York law
Billing & Delivering:	Morgan Stanley & Co. LLC
Joint Lead Managers and Joint Bookrunners:	Morgan Stanley & Co. LLC
	MUFG Securities Americas Inc.
	J.P. Morgan Securities LLC

Senior Co-Managers:	Citigroup Global Markets Inc. HSBC Securities (USA) Inc. Merrill Lynch, Pierce, Fenner & Smith Incorporated
Co-Managers:	Barclays Capital Inc. BNP Paribas Credit Agricole Securities (USA) Inc. ING Financial Markets, LLC RBC Capital Markets, LLC Standard Chartered Bank UBS Securities LLC
Security Codes:	CUSIP: 606822 AL8 ISIN: US606822AL88 Common Code: 156884910
Definitions:	Unless otherwise defined herein, all capitalized terms have the meaning set forth in the Preliminary Prospectus Supplement (as defined below).

10-Year Fixed Rate Notes Due 2027

Issuer:	Mitsubishi UFJ Financial Group, Inc.
Size:	U.S.$ 1,000,000,000
Issuer Ratings (Moody s / S&P / Fitch) *:	A1 / A / A
Expected Security Ratings (Moody s / S&P / Fitch) *:	A1 / A / A
Security Type:	Senior Notes
Currency:	U.S.$
Interest:	3.677% per annum
Trade Date:	February 15, 2017
Settlement Date:	February 22, 2017 (T+4)
Maturity:	February 22, 2027
Interest Payment Dates:	Semi-annually in arrears on February 22 and August 22 of each year
First Interest Payment Date:	August 22, 2017
Pricing Benchmark:	2.250% due 2/2027
Benchmark Spot (Price/Yield):	97-26+ / 2.497%
Spread to Benchmark:	118 basis points
Issue Price:	100% of principal amount plus accrued interest, if any, from February 22, 2017
Yield to Maturity:	3.677%
Underwriting Discount:	0.45 %
Net Proceeds before Expenses:	U.S.$ 995,500,000
Day Count:	30/360
Business Days:	New York and Tokyo
Business Day Convention:	Following Business Day Convention

Denominations:	U.S.$2,000 x U.S.$1,000
Listing:	Luxembourg Stock Exchange s Euro MTF Market
Governing Law:	New York law
Billing & Delivering:	MUFG Securities Americas Inc.
Joint Lead Managers and Joint Bookrunners:	Morgan Stanley & Co. LLC MUFG Securities Americas Inc. Merrill Lynch, Pierce, Fenner & Smith Incorporated

Senior Co-Managers:	Citigroup Global Markets Inc. HSBC Securities (USA) Inc. J.P. Morgan Securities LLC
Co-Managers:	Barclays Capital Inc. BNP Paribas Credit Agricole Securities (USA) Inc. ING Financial Markets, LLC RBC Capital Markets, LLC Standard Chartered Bank UBS Securities LLC
Security Codes:	CUSIP: 606822 AN4 ISIN: US606822AN45 Common Code: 156885070
Definitions:	Unless otherwise defined herein, all capitalized terms have the meaning set forth in the Preliminary Prospectus Supplement (as defined below).

This communication is intended for the sole use of the person to whom it is provided by us. This communication does not constitute an offer to sell or the solicitation of an offer to buy any securities in any jurisdiction or to any person to whom it is unlawful to make such offer or solicitation in such jurisdiction.

The Issuer has filed a registration statement (including a prospectus dated February 10, 2016 (the Base Prospectus)) and a preliminary prospectus supplement dated February 15, 2017 (the Preliminary Prospectus Supplement, and together with the Base Prospectus, the Preliminary Prospectus) with the U.S. Securities and Exchange Commission (SEC) for this offering. Before you invest, you should read the Preliminary Prospectus for this offering, and other documents the Issuer has filed with the SEC and which are incorporated by reference therein for more complete information about the Issuer and this offering. You may get these documents for free by searching the SEC online database (EDGAR®) at www.sec.gov.

Alternatively, the Issuer, any underwriter or any dealer participating in the transaction will arrange to send you the Preliminary Prospectus if you request it by calling Morgan Stanley & Co. LLC toll-free at 1-866-718-1649 or MUFG Securities Americas Inc. toll-free at 1-877-649-6848.

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