

MCDONALDS CORP
Form 424B2
March 08, 2017

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Maximum Aggregate Offering Price	Amount of Registration Fee(1)(2)
Debt Securities (2.625% Medium-Term Notes Due 2022)	\$ 599,610,000	\$ 69,494.80

(1) *Calculated in accordance with Rule 457(r) under the Securities Act of 1933, as amended.*

(2) *This Calculation of Registration Fee table shall be deemed to update the Calculation of Registration Fee table in the Registration Statement on Form S-3 (No. 333-205731), filed by McDonald's Corporation on July 17, 2015, in accordance with Rules 456(b) and 457(r) under the Securities Act of 1933, as amended.*

PRICING SUPPLEMENT NO. 6, Dated March 6, 2017

(To Prospectus Dated July 17, 2015 and

Prospectus Supplement Dated July 17, 2015)

MCDONALD S CORPORATION

Medium-Term Notes

(Fixed Rate Notes)

Due From One Year to 60 Years From Date of Issue

The following description of the terms of the Notes offered hereby supplements, and, to the extent inconsistent therewith, replaces, the descriptions included in the Prospectus and Prospectus Supplement referred to above, to which descriptions reference is hereby made.

These Notes constitute a further issuance of, and are consolidated and form a single series with, the outstanding 2.625% Medium-Term Notes Due 2022 that McDonald's Corporation issued on September 30, 2011 and February 7, 2012. Upon completion of this offering, the aggregate principal amount of outstanding Notes of this series will be USD 1.35 billion.

<u>Principal Amount:</u>	USD 600,000,000
<u>Issue Price:</u>	99.935% of the principal amount of the Notes, plus accrued interest from and including January 15, 2017
<u>Original Issue Date:</u>	March 9, 2017
<u>Stated Maturity:</u>	January 15, 2022
<u>Interest Rate:</u>	2.625% per annum
<u>Interest Payment Dates:</u>	January 15 and July 15 of each year, beginning July 15, 2017 [Applicable only if other than February 15 and August 15 of each year]
<u>Regular Record Dates:</u>	January 1 and July 1 of each year, as the case may be [Applicable only if other than February 1 and August 1 of each year]

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Form:

Book-Entry Certificated

Specified Currency:

[Applicable only if other than U.S. dollars]

Option to Receive Payments in Specified Currency:

Yes No

[Applicable only if Specified Currency is other than U.S. dollars and if Note is not in Book Entry form]

Authorized Denominations:

[Applicable only if other than U.S. \$1,000 and increments of U.S. \$1,000, or if Specified Currency is other than U.S. dollars]

Method of Payment of Principal:

[Applicable only if other than immediately available funds]

Optional Redemption:

The Notes cannot be redeemed prior to Stated Maturity.

The Notes can be redeemed in whole or in part at any time prior to Stated Maturity at the option of McDonald's Corporation (the Company) as set forth below.

Optional Redemption Dates:

At any time prior to Stated Maturity at the option of the Company as set forth below.

Redemption Prices:

The Redemption Price shall initially be _____ % of the principal amount of the Note to be redeemed and shall decline at each anniversary of the initial Optional Redemption Date by _____ % of the principal amount to be redeemed until the Redemption Price is 100% of such principal amount; *provided, however,* that if this Note is an Original Issue Discount Note, the Redemption Price shall be the Amortized Face Amount of the principal amount to be redeemed.

Other: The Notes will be redeemable in whole or in part, at any time prior to Stated Maturity at the Company's option, at a redemption price equal to the greater of:

(1) 100% of the principal amount of the Notes to be redeemed, plus accrued and unpaid interest on those Notes to the redemption date; or

(2) the sum of the present values of the remaining scheduled payments of principal and interest on the Notes to be redeemed (not including any portion of payments of interest accrued as of the redemption date) discounted to the redemption date on a semi-annual basis (assuming a 360-day year consisting of twelve 30-day months) at the Treasury Rate plus 15 basis points, plus accrued and unpaid interest on those Notes to the redemption date.

For purposes of the determination of the redemption price, the following definitions shall apply:

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Business Day means any day that is not a day on which banking institutions in New York City are authorized or required by law or regulation to close.

Comparable Treasury Issue means the United States Treasury security selected by an Independent Investment Banker as having a maturity comparable to the remaining term of the Notes to be redeemed that would be used, at the time of selection and in accordance with customary financial practice, in pricing new issues of corporate debt securities of comparable maturity to the remaining term of the Notes to be redeemed.

Comparable Treasury Price means, with respect to any redemption date, the average of the available Reference Treasury Dealer Quotations for that redemption date.

Independent Investment Banker means one of the Reference Treasury Dealers selected by the Company.

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Calculation Agent (if other than Principal Paying Agent):

Agents Discount:

0.350% of the principal amount of the Notes

Net proceeds to Company:

99.585% of the principal amount of the Notes, plus accrued interest from and including January 15, 2017

Agents Capacity:

o Agent x Principal

Agents:

Joint Bookrunners:

Citigroup Global Markets Inc.
J.P. Morgan Securities LLC
Merrill Lynch, Pierce, Fenner & Smith
Incorporated
Mizuho Securities USA Inc.
MUFG Securities Americas Inc.
SG Americas Securities, LLC
U.S. Bancorp Investments, Inc.
Wells Fargo Securities, LLC

Co-Managers:

ANZ Securities, Inc.
Barclays Capital Inc.
Citizens Capital Markets, Inc.
Drexel Hamilton, LLC
Goldman, Sachs & Co.
HSBC Securities (USA) Inc.
ING Financial Markets LLC
Morgan Stanley & Co. LLC
PNC Capital Markets LLC
Rabo Securities USA, Inc.
Samuel A. Ramirez & Company, Inc.
Siebert Cisneros Shank & Co., L.L.C.
SMBC Nikko Securities America, Inc.
Standard Chartered Bank
SunTrust Robinson Humphrey, Inc.
The Williams Capital Group, L.P.
UniCredit Capital Markets LLC

CUSIP:

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Plan of Distribution to

Agents:

Agent	Principal Amount
J.P. Morgan Securities LLC	\$ 93,000,000
Mizuho Securities USA Inc.	\$ 93,000,000
U.S. Bancorp Investments, Inc.	\$ 93,000,000
Wells Fargo Securities, LLC	\$ 93,000,000
Citigroup Global Markets Inc.	\$ 30,000,000
Merrill Lynch, Pierce, Fenner & Smith Incorporated	\$ 30,000,000
MUFG Securities Americas Inc.	\$ 30,000,000
SG Americas Securities, LLC	\$ 30,000,000
The Williams Capital Group, L.P.	\$ 12,600,000

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Citizens Capital Markets, Inc.	\$	9,600,000
Goldman, Sachs & Co.	\$	9,600,000
Morgan Stanley & Co. LLC	\$	9,600,000
PNC Capital Markets LLC	\$	9,600,000
SunTrust Robinson Humphrey, Inc.	\$	9,600,000