

AMPHENOL CORP /DE/  
Form FWP  
September 09, 2014

Filed Pursuant to Rule 433

Registration Statement No. 333-193385

September 9, 2014

**AMPHENOL CORPORATION**

**Final Term Sheet**

**September 9, 2014**

Issuer:	Amphenol Corporation
Ratings (Moody's / S&P)*:	Baa1 (stable outlook) / BBB+ (stable outlook)
Trade Date:	September 9, 2014
Settlement Date:	September 12, 2014 (T+3)

**2017 Notes**

Principal Amount:	\$375,000,000
Maturity:	September 15, 2017
Coupon (Interest Rate):	1.550%
Price to Public:	99.898%
Yield to Maturity:	1.585%
Benchmark Treasury:	0.875% due August 15, 2017
Spread to Benchmark Treasury:	+55bps
Benchmark Treasury Price and Yield:	99 17 ¼ and 1.035%
Interest Payment Dates:	March 15 and September 15, commencing March 15, 2015
Redemption Provision:	Make-whole call at any time at a discount rate of U.S. Treasury Rate plus 10 basis points
CUSIP/ISIN:	032095 AD3 / US032095AD38

**2021 Notes**

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Principal Amount:	\$375,000,000
Maturity:	September 15, 2021
Coupon (Interest Rate):	3.125%

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Price to Public:	99.912%
Yield to Maturity:	3.139%
Benchmark Treasury:	2.000% due August 31, 2021
Spread to Benchmark Treasury:	+95bps
Benchmark Treasury Price and Yield:	98 25 and 2.189%
Interest Payment Dates:	March 15 and September 15, commencing March 15, 2015
Redemption Provision:	Prior to August 15, 2021, make-whole call at any time at a discount rate of U.S. Treasury Rate plus 15 basis points; par call at any time on and after August 15, 2021.
CUSIP/ISIN:	032095 AE1 / US032095AE11
Joint Book-Running Managers:	J.P. Morgan Securities LLC Mitsubishi UFJ Securities (USA), Inc. TD Securities (USA) LLC Santander Investment Securities Inc.
Co-Managers:	Citigroup Global Markets Inc. Credit Agricole Securities (USA) Inc. Mizuho Securities USA Inc. SMBC Nikko Securities America, Inc. U.S. Bancorp Investments, Inc.

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\*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 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 Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or dealer participating in the offering will arrange to send you the prospectus if you request it by calling J.P. Morgan Securities LLC collect at 212-834-4533 or Mitsubishi UFJ Securities (USA), Inc. at 877-649-6848 or TD Securities (USA) LLC at 855-495-9846.**