CNH Industrial N.V.
Form 424B2
November 13, 2017
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Filed Pursuant to Rule 424(b)(2)
Registration No. 333-206891

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities To Be Registered	Amount To Be Registered	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Amount of Registration Fee
3.850% Notes due 2027	$500,000,000	99.384%	$496,920,000	$61,866.54(1)

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

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PROSPECTUS SUPPLEMENT **Dated November 9, 2017**

(To Prospectus dated September 11, 2015)

CNH INDUSTRIAL N.V.

$500,000,000 3.850% Notes due 2027

We are offering $500,000,000 of our 3.850% Notes due 2027 (the notes). Interest on the notes will be payable semi-annually in arrears in cash on May 15 and November 15 of each year, commencing on May 15, 2018. The notes will bear interest at a rate of 3.850% per annum. The notes will mature on November 15, 2027.

We may redeem the notes, at our option, in whole at any time or in part from time to time prior to August 15, 2027 (the date that is 90 days prior to the maturity of the notes) (the Par Call Date), at a redemption price equal to the greater of (i) 101% of the principal amount of the notes to be redeemed or (ii) the sum of the present values of the remaining scheduled payments of principal, premium and interest (excluding accrued but unpaid interest to the redemption date) on the notes to be redeemed to the Par Call Date (as if the notes matured on the Par Call Date), discounted to the redemption date on a semi-annual basis (assuming a 360-day year consisting of twelve 30-day months), at the Applicable Treasury Rate plus 25 basis points, plus in each case unpaid interest, if any, accrued to, but excluding, such redemption date. In addition, we may redeem the notes, at our option, in whole at any time or in part from time to time on or after the Par Call Date, at a redemption price equal to the principal amount of the notes to be redeemed, plus in each case unpaid interest, if any, accrued to, but excluding, such redemption date. Holders may require us to repurchase the notes upon a change of control triggering event. There is no sinking fund for the notes. The notes will rank equally in right of payment with our existing and future unsubordinated unsecured indebtedness and senior in right of payment to any of our existing or future indebtedness which is by its terms subordinated in right of payment to the notes. The notes will effectively rank junior to any existing and future secured indebtedness to the extent of the value of the collateral securing such indebtedness. The notes are not guaranteed by any of our subsidiaries and, therefore, will also effectively rank junior to all obligations of our current and future subsidiaries to the extent of the assets of such subsidiaries.

The notes are a new issue of securities with no established trading market. We will apply to list the notes on the New York Stock Exchange.

Investing in the notes involves certain risks. See Risk Factors beginning on page S-15 of this prospectus supplement and page 1 of the accompanying prospectus, and the information incorporated by reference in this prospectus supplement and the accompanying prospectus for a discussion of the factors you should carefully consider before deciding to purchase the notes.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the accuracy or adequacy of this prospectus supplement or the accompanying prospectus. Any representation to the contrary is a criminal offense.

	Per Note	*Total*
Public offering price (1)	99.384%	$ 496,920,000

Underwriting discount	0.650%	$ 3,250,000
Proceeds, before expenses, to us (1)	98.734%	$ 493,670,000

(1) Plus accrued interest from November 14, 2017, if settlement occurs after that date.

Delivery of the notes in book-entry form will be made through The Depository Trust Company on or about November 14, 2017.

Joint Bookrunning Managers

BofA Merrill Lynch **J.P. Morgan** **Wells Fargo Securities**

BBVA **Natixis**

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Prospectus Supplement

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ABOUT THIS PROSPECTUS SUPPLEMENT

This document consists of two parts. The first part is this prospectus supplement, which describes the specific terms of our offering of the notes. The second part is the accompanying prospectus, which forms a part of the registration statement and provides more general information, some of which may not be applicable to this offering. This prospectus supplement and the accompanying prospectus include important information about us, the notes and other information you should know before investing in the notes. This prospectus supplement also adds, updates and changes information contained in the accompanying prospectus. If there is any inconsistency between the information in this prospectus supplement and the accompanying prospectus, you should rely on the information in this prospectus supplement. You will find additional information about us in the registration statement. Any statements made in this prospectus supplement or the accompanying prospectus concerning the provisions of legal documents are not necessarily complete and you should read the documents that are filed as exhibits to the registration statement or otherwise filed with the Securities and Exchange Commission (the SEC) for a more complete understanding of the document or matter. Before investing in the notes, you should carefully read both this prospectus supplement and the accompanying prospectus, together with the additional information described under Where You Can Find More Information and Incorporation of Certain Information by Reference in this prospectus supplement.

You should rely only on the information contained or incorporated by reference in this prospectus supplement and the accompanying prospectus and in any term sheet we authorize that supplements this prospectus supplement. We have not, and the underwriters have not, authorized any other person to provide you with different information or make any representations other than those contained or incorporated by reference in this prospectus supplement. If anyone other than us provides you with different or inconsistent information, you should not rely on it. We take no responsibility for, and can provide no assurance as to the reliability of, any other information that others may give you. We are not, and the underwriters are not, making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted. You should assume that the information appearing in this prospectus supplement and the accompanying prospectus and the documents incorporated by reference is accurate only as of their respective dates. Our business, financial condition, results of operations and prospects may have changed since the date on the front of those documents.

Unless otherwise indicated or the context otherwise requires, as used in this prospectus supplement, (1) the terms the Company, CNH Industrial, we, us and our refer to CNH Industrial N.V. together with its consolidated subsidi (2) the term CNH Industrial N.V. refers to CNH Industrial N.V. (excluding its consolidated subsidiaries), (3) the term Fiat Industrial refers to, prior to its merger with and into CNH Industrial N.V. completed on September 29, 2013, Fiat Industrial S.p.A., and (4) the term CNH Global refers to, prior to its merger with and into CNH Industrial N.V. completed on September 29, 2013, CNH Global N.V.

Certain financial information in this prospectus supplement has been presented by geographic region (NAFTA, EMEA, LATAM and APAC). See Presentation of Financial and Certain Other Information in our annual report on Form 20-F for the year ended December 31, 2016, which is incorporated by reference in this prospectus supplement and the accompanying prospectus, and Prospectus Supplement Summary Our Business for additional information on these geographic designations.

WHERE YOU CAN FIND MORE INFORMATION

CNH Industrial N.V. is subject to the informational requirements of the Securities Exchange Act of 1934, as amended (the Exchange Act), and files reports, including annual reports on Form 20-F, and furnishes reports on Form 6-K and other information with or to the SEC pursuant to the rules and regulations of the SEC that apply to foreign private issuers. You may read and copy any document CNH Industrial N.V. files at the SEC s Public Reference Room in

Washington, D.C. at 100 F Street, N.E., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information on the Public Reference Room. Our SEC filings are also available to the public from the SEC s web site at http://www.sec.gov.

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CNH Industrial N.V. has filed with the SEC a registration statement on Form F-3 relating to the securities. This prospectus supplement and the accompanying prospectus are a part of the registration statement and do not contain all the information in the registration statement. Whenever a reference is made in this prospectus supplement to a contract or other document, please be aware that the reference is not necessarily complete and that you should refer to the exhibits that are part of the registration statement for a copy of the contract or other document. You may review a copy of the registration statement at the SEC s Public Reference Room in Washington, D.C., as well as through the SEC s internet site referred to above.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

This prospectus supplement includes forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 and Section 21E of the Securities Exchange Act of 1934. All statements other than statements of historical fact contained in this prospectus supplement, including statements regarding our: competitive strengths; business strategy; future financial position or operating results; budgets; projections with respect to revenue, income, earnings (or loss) per share, capital expenditures, dividends, capital structure or other financial items; costs; and plans and objectives of management regarding operations and products, are forward-looking statements. These statements may include terminology such as may, will, expect, could, should, intend, estimate, antici outlook, continue, remain, on track, design, target, objective, goal, forecast, projection, pros terminology. Forward-looking statements are not guarantees of future performance. Rather, they are based on current views and assumptions and involve known and unknown risks, uncertainties and other factors, many of which are outside our control and are difficult to predict. If any of these risks and uncertainties materialize or other assumptions underlying any of the forward-looking statements prove to be incorrect the actual results or developments may differ materially from any future results or developments expressed or implied by the forward-looking statements.

Factors, risks and uncertainties that could cause actual results to differ materially from those contemplated by the forward-looking statements include, among others: the many interrelated factors that affect consumer confidence and worldwide demand for capital goods and capital goods-related products; general economic conditions in each of our markets; changes in government policies regarding banking, monetary and fiscal policies; legislation, particularly relating to capital goods-related issues such as agriculture, the environment, debt relief and subsidy program policies, trade and commerce and infrastructure development; government policies on international trade and investment, including sanctions, import quotas, capital controls and tariffs; actions of competitors in the various industries in which we compete; development and use of new technologies and technological difficulties; the interpretation of, or adoption of new, compliance requirements with respect to engine emissions, safety or other aspects of our products; production difficulties, including capacity and supply constraints and excess inventory levels; labor relations; interest rates and currency exchange rates; inflation and deflation; energy prices; prices for agricultural commodities; housing starts and other construction activity; our ability to obtain financing or to refinance existing debt; a decline in the price of used vehicles; the resolution of pending litigation and investigations on a wide range of topics, including dealer and supplier litigation, private litigation in various jurisdictions following the EU antitrust settlement announced on July 19, 2016, intellectual property rights disputes, product warranty and defective product claims, and emissions and/or fuel economy regulatory and contractual issues; our pension plans and other postemployment obligations; political and civil unrest; volatility and deterioration of capital and financial markets, including further deterioration of the Eurozone sovereign debt crisis, possible effects of Brexit, terror attacks in Europe and elsewhere, and other similar risks and uncertainties and our success in managing the risks involved in the foregoing.

Forward-looking statements speak only as of the date on which such statements are made.

Forward-looking statements are based upon assumptions, which are sometimes based upon estimates and data received from third parties. Such estimates and data are often revised. Our actual results could differ

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materially from those anticipated in such forward-looking statements. Forward-looking statements speak only as of the date on which such statements are made, and we undertake no obligation to update or revise publicly our forward-looking statements.

You should not put undue reliance on any forward-looking statements. When considering forward-looking statements, please review the risk factors identified in this prospectus supplement under Risk Factors, as well as the section entitled Risk Factors included in our most recent annual report on Form 20-F, our subsequently filed reports on Form 6-K and any other prospectus supplement we may file from time to time with the SEC with respect to this offering. Except as required by applicable securities laws, we do not intend to update these forward-looking statements and information.

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PROSPECTUS SUPPLEMENT SUMMARY

This summary highlights information included or incorporated by reference in this prospectus supplement and the accompanying prospectus. It does not contain all the information that may be important to you or that you may wish to consider before making an investment decision. You should read carefully the entire prospectus supplement, the accompanying prospectus, the documents incorporated by reference in this prospectus supplement and accompanying prospectus and the other documents to which we refer for a more complete understanding of our business and the terms of this offering, as well as the tax and other considerations that are important to you in making your investment decision. Please read Risk Factors beginning on page S-12 of this prospectus supplement, page 1 of the accompanying prospectus and the information incorporated by reference into this prospectus supplement and the accompanying prospectus for a discussion of the factors you should carefully consider before deciding to purchase the notes.

Our Business

We are a leading global capital goods company engaged in the design, production, marketing, sale and financing of agricultural and construction equipment, trucks, commercial vehicles, buses and specialty vehicles for firefighting, defense and other uses, as well as engines, transmissions and axles for those vehicles and engines for marine and power generation applications. We have industrial and financial services companies located in 45 countries and a commercial presence in approximately 180 countries around the world.

We have five operating segments:

Agricultural Equipment designs, manufactures and distributes a full line of farm machinery and implements, including two-wheel and four-wheel drive tractors, crawler tractors (Quadtrac®), combines, cotton pickers, grape and sugar cane harvesters, hay and forage equipment, planting and seeding equipment, soil preparation and cultivation implements and material handling equipment. Agricultural equipment is sold under the New Holland Agriculture and Case IH Agriculture brands, as well as the Steyr brand in Europe. Following our acquisition of substantially all of the assets of Miller-St. Nazianz, Inc. (Miller) in November 2014, certain agricultural equipment products are also sold under the Miller brand, primarily in North America. Subsequent to our acquisition of the grass and soil implement business of Kongskilde Industries in February 2017, certain agricultural equipment products have been sold under the Kongskilde, Överum, and JF brands.

Although newer generation tractors have a high percentage of common mechanical components, each brand and product remains differentiated by features, color, interior and exterior styling and model designation. Flagship products such as row crop tractors and large combine harvesters may have significantly greater differentiation.

Distinctive features that are specific to a particular brand such as the Supersteer® tractor axle or Twin Rotor combine threshing technology for New Holland, the Case IH tracked four wheel drive tractor, Quadtrac®, and the front axle mounted hitch for Steyr remain an important part of each brand s unique identity.

Our Agricultural Equipment s product lines include tractors, combine harvesters, hay and forage equipment, seeding and planting equipment, and sprayers. Our Agricultural Equipment business also specializes in other key market segments like cotton picker packagers and sugar cane harvesters, where Case IH is a worldwide leader, and in self-propelled grape harvesters, where New Holland is a worldwide leader. These brands each offer parts and support services for all of their product lines. Our agricultural equipment is sold with a limited warranty that typically runs from one (1) to three (3) years.

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Construction Equipment designs, manufactures and distributes a full line of construction equipment including excavators, crawler dozers, graders, wheel loaders, backhoe loaders, skid steer loaders, compact track loaders and telehandlers. Construction equipment is sold under the New Holland Construction and Case Construction Equipment brands.

Construction Equipment products often share common components to achieve economies of scale in manufacturing, purchasing and development. Construction Equipment differentiates these products based on the relative product value and volume in areas such as technology, design concept, productivity, product serviceability, color and styling to preserve the unique identity of each brand.

Heavy construction equipment product lines include crawler and wheeled excavators, wheel loaders, compactors, graders and dozers for all applications. Light construction equipment product lines include backhoe loaders, skid steer and tracked loaders, mini and midi excavators, compact wheel loaders and telehandlers. The brands each offer parts and support services for all of their product lines. Our construction equipment is generally sold with a limited warranty that typically runs from one (1) to two (2) years.

Commercial Vehicles designs, manufactures and distributes a full range of light, medium and heavy vehicles for the transportation and distribution of goods, under the Iveco brand, commuter buses and touring coaches under the Iveco Bus (previously Iveco Irisbus) and Heuliez Bus brands, quarry and mining equipment under the Iveco Astra brand, firefighting vehicles under the Magirus brand and vehicles for civil defense and peace-keeping missions under the Iveco Defence Vehicles brand.

Light vehicles include on-road vans and chassis cabs used for short and medium distance transportation and distribution of goods, and off-road trucks for use in quarries and other work sites. We also offer shuttle vehicles used by public transportation authorities, tourist operators, hotels and sports clubs and campers for holiday travel.

The medium and heavy vehicles product lines include on-road chassis cabs designed for medium and long distance hauling and distribution. Medium GVW off-road models are typically used for building roads, winter road maintenance, construction, transportation, maintenance of power lines and other installations in off-road areas, civil protection and roadside emergency service. Heavy GVW off-road models are designed to operate in any climate and on any terrain and are typically used to transport construction plant and materials, transport and mix concrete, maintain roads in winter and transport exceptionally heavy loads.

We offer ecological diesel and natural gas engines on our entire range of vehicles, developing engines with specific components and configurations optimized for use with compressed natural gas and liquefied natural gas.

Powertrain designs, manufactures and offers a range of propulsion and transmission systems and axles for on- and off-road applications, as well as engines for marine application and power generation under the FPT Industrial brand.

Our product range features engines ranging from 2.2 to 20 liters with an output of 42 to 1,006 hp. Our product portfolio includes engines for buses and for light, medium and heavy commercial vehicles, engines for industrial machinery including construction, agricultural and irrigation equipment, engines for special-purpose vehicles and engines for power generation units and marine applications. The range is completed by engine versions that use alternative fuels, including those running on natural gas and engines compatible with biodiesel and hydrotreated vegetable oil (HVO).

While meeting the strict emission regulations for both on-road (Euro VI and EPA 13) and off-road vehicles (Stage IV and Tier 4B), Powertrain s technological solutions aim to provide enhanced results in terms of cost, packaging and fuel consumption for each segment of the market. For example, depending on customer needs, for light-duty commercial vehicles, Powertrain offers an external cooled exhaust gas recirculation system coupled with two tailpipe after-treatment solutions; diesel particulate filter and NO_x storage catalyst (NSC), for customers that are looking to a maximized vehicle payload or diesel particulate filter and a selective catalyst reduction (SCR) system to reduce the total cost of ownership. For heavy-duty commercial applications, Powertrain has developed a high efficiency selective catalyst reduction system (HI-eSCR), that processes exhaust gases using a catalyzing liquid, lowering operating and maintenance costs. This unique SCR-only solution is designed to meet required emissions levels without the cost and bulk of an exhaust gas recirculation valve, and, in particular, for the off-road market, this solution does not require a diesel particulate filter.

Financial Services offers a range of financial services to dealers and customers. Financial Services provides and administers retail financing to customers for the purchase or lease of new and used industrial equipment or vehicles and other equipment sold by CNH Industrial dealers. In addition, Financial Services provides wholesale financing to CNH Industrial dealers. Wholesale financing consists primarily of floor plan financing and allows the dealers to purchase and maintain a representative inventory of products.

Net revenues by segment in the nine months ended September 30, 2017 and 2016 and the years ended December 31, 2016, 2015 and 2014 were as follows:

	Nine Months Ended September 30,		Year Ended		
	2017	2016	2016	2015	2014
			(in millions)		
Revenues:					
Agricultural Equipment	$ 7,890	$ 7,291	$ 10,120	$ 11,025	$ 15,204
Construction Equipment	1,841	1,726	2,304	2,542	3,346
Commercial Vehicles	7,203	6,754	9,553	9,542	10,888
Powertrain	3,213	2,755	3,707	3,560	4,464
Eliminations and other	(1,777)	(1,539)	(2,015)	(1,992)	(2,704)
Total Net sales of Industrial Activities	18,370	16,987	23,669	24,677	31,198
Financial Services	1,205	1,173	1,570	1,603	1,828
Eliminations and other	(316)	(286)	(367)	(368)	(471)
Total Revenues	$ 19,259	$ 17,874	$ 24,872	$ 25,912	$ 32,555

Our geographic regions are: (1) NAFTA; (2) EMEA; (3) LATAM; and (4) APAC. These geographic designations have the following meanings:

NAFTA United States, Canada and Mexico;

EMEA member countries of the European Union, member countries of the European Free Trade Association, Ukraine, Balkans, African continent and the Middle East (excluding Turkey);

LATAM Central and South America, and the Caribbean Islands; and

APAC Continental Asia (including Turkey and Russia), Oceania and member countries of the Commonwealth of Independent States (excluding Ukraine).

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Net revenues by region in the three months ended September 30, 2017 and the years ended December 31, 2016, 2015 and 2014 were as follows:

	Three months ended September 30, 2017		Year Ended 2016		2015		2014	
			(in millions)	(%)	(in millions)	(%)	(in millions)	(%)
Revenues:								
EMEA	$ 3,366	53.2%	$ 13,320	53.5%	$ 13,122	50.7%	$ 14,762	45.4%
NAFTA	1,224	19.3	5,895	23.7	6,869	26.5	9,190	28.2
LATAM	757	12.0	2,558	10.3	2,882	11.1	4,955	15.2
APAC	984	15.5	3,099	12.5	3,039	11.7	3,648	11.2
Total Revenues	$ 6,331	100.0	$ 24,872	100.0	$ 25,912	100.0	$ 32,555	100.0

Corporate Structure

CNH Industrial N.V. is the company formed by the merger, completed on September 29, 2013, of Fiat Industrial and CNH Global with and into CNH Industrial N.V. (the Merger). CNH Industrial N.V. is incorporated in, and under the laws of, the Netherlands. A primary objective of the Merger was to simplify the capital structure of Fiat Industrial (CNH Industrial N.V. subsequent to the Merger) by creating a single class of liquid stock listed on the New York Stock Exchange (NYSE) and on the Mercato Telematico Azionario, organized and managed by Borsa Italiana S.p.A.

The following chart sets forth information relating to outstanding debt securities issued by certain subsidiaries of CNH Industrial N.V. that are guaranteed by CNH Industrial N.V.:

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CNH Industrial Finance Europe S.A. issued 650 million in principal amount of 1.750% Notes due 2025 in September 2017 and 500 million 1.375% Notes due 2022 in May 2017. In addition, CNH Industrial Finance Europe S.A. repurchased 347 million of its outstanding 1.2 billion 6.250% Notes due 2018, and 453 million of its outstanding 1.0 billion 2.750% Notes due 2019. In addition to the debt referenced in the chart above, CNH Industrial Capital LLC, our captive finance subsidiary in the United States, had $3.7 billion of unsecured debt securities outstanding at September 30, 2017, with maturity ranging from 2018 to 2022, which are not guaranteed by CNH Industrial N.V. On October 31, 2017, the Company announced the early redemption of all of the outstanding $600 million in principal amount of CNH Industrial Capital LLC 3.875% Notes due 2018.

Corporate Information

Our principal office is located at 25 St. James s Street, London, England, United Kingdom (telephone number: +44-207-7660-346).

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The Offering

Issuer of the Notes Offered	CNH Industrial N.V.
Notes Offered	$500,000,000 aggregate principal amount of 3.850% notes due 2027.
Maturity Date	November 15, 2027.
Interest	The notes will bear interest at a rate of 3.850% per annum.
Interest Payment Dates	May 15 and November 15 of each year, commencing on May 15, 2018.
Denominations	Each note will have a minimum denomination of $2,000 and will be offered only in integral multiples of $1,000 in excess thereof.
Ranking	The notes will be senior unsecured obligations of CNH Industrial N.V. and will rank:
	equally in right of payment with any of CNH Industrial N.V. s existing and future unsubordinated unsecured debt;
	effectively junior in right of payment to any of CNH Industrial N.V. s existing and future secured indebtedness to the extent of the value of the assets securing such indebtedness; and
	senior in right of payment to any of CNH Industrial N.V. s existing or future indebtedness which by its terms is subordinated in right of payment to the notes , if any.
	As of September 30, 2017, CNH Industrial N.V. had no secured debt outstanding.

Because CNH Industrial N.V. is primarily a holding company and most of the operations of CNH Industrial are conducted through subsidiaries, the notes effectively rank junior to the liabilities of such subsidiaries to the extent of the assets of such subsidiaries.

Of CNH Industrial s total indebtedness at September 30, 2017, totaling approximately $25.5 billion, approximately $18.9 billion of external

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	indebtedness related to financial services subsidiaries. Of the remaining indebtedness:
	CNH Industrial and its treasury subsidiaries had an aggregate of approximately $5.8 billion of unsecured industrial indebtedness outstanding, including certain bank debt and global medium-term notes incurred or issued by treasury subsidiaries and guaranteed by CNH Industrial N.V., all of which effectively rank on parity with the notes; and
	industrial subsidiaries had approximately $0.8 billion of external indebtedness outstanding, which effectively ranks senior to the notes to the extent of the assets of such subsidiaries.
Make-Whole Redemption	We may redeem the notes, at our option, in whole at any time or in part from time to time prior to August 15, 2027 (the date that is 90 days prior to the maturity of the notes) (the Par Call Date), at a redemption price equal to the greater of (i) 101% of the principal amount of the notes to be redeemed or (ii) the sum of the present values of the remaining scheduled payments of principal, premium and interest (excluding accrued but unpaid interest, if any, to the redemption date) on the notes to be redeemed to the Par Call Date (as if the notes matured on the Par Call Date), discounted to the redemption date on a semi-annual basis (assuming a 360-day year consisting of twelve 30-day months), at the Applicable Treasury Rate plus 25 basis points, plus in each case unpaid interest, if any, accrued to, but excluding, such redemption date.
Par Call	We may redeem the notes, at our option, in whole at any time or in part from time to time on or after the Par Call Date, at a redemption price equal to the principal amount of the notes to be redeemed, plus in each case unpaid interest, if any, accrued to, but excluding, such redemption date.
Change of Control Triggering Event	Upon a Change of Control Triggering Event (as defined in Description of the Notes Certain Definitions), if we do not redeem the notes, each holder of notes will be entitled to require us to purchase all or a portion of its notes at a purchase price equal to 101%

of the principal amount thereof, plus accrued and unpaid interest thereon, if any, to, but excluding, the date of repurchase. Our ability to purchase the notes upon a Change of Control

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	Triggering Event will be limited by the terms of our other debt agreements. We cannot assure you that we will have the financial resources to purchase the notes in such circumstances. See Description of the Notes Repurchase at the Option of Holders Upon a Change of Control Triggering Event.
Additional Amounts; Redemption Upon a Tax Event	All payments in respect of the notes made by us will be made without withholding or deduction for any taxes or other governmental charges, except to the extent required by law. If withholding or deduction is required by law, subject to certain exceptions, we will pay additional amounts so that the net amount payable by us after such withholding or deduction (including withholding or deduction from such additional amounts) is no less than what would have been payable in the absence of such withholding or deduction. See Description of the Notes Payment of Additional Amounts.
	If certain changes in the law of any relevant tax jurisdiction become effective that would impose withholding taxes or other deductions on the payments on the notes and, as a result, we would be required to pay additional amounts with respect to such withholding taxes or other deductions, we may redeem the notes in whole, but not in part, at a redemption price of 100% of the principal amount thereof, plus accrued and unpaid interest, if any, to (but not including) the date of redemption. See Description of the Notes Redemption Upon a Tax Event .
Indenture	The notes will be issued under an indenture, dated as of August 18, 2016, with U.S. Bank National Association, as trustee, and an officers certificate pursuant thereto dated on or about the settlement date of the notes.
Certain Covenants	The indenture governing the notes and the officers certificate pursuant thereto limit, among other things:
	CNH Industrial N.V. s ability to consolidate or merge or to convey, transfer or lease all or substantially all of its properties and assets; and

	CNH Industrial N.V. s ability to create liens upon its assets.
	These covenants are subject to important exceptions and limitations. For more information, see Description of the Notes in this prospectus supplement.
Governing Law	The indenture is, and the notes will be, governed by the laws of the State of New York.

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Listing	We will apply to list the notes on the New York Stock Exchange. See Description of the Notes Listing. If we are unable to obtain or maintain such listing on the New York Stock Exchange, we may list the notes on another recognised stock exchange, as defined in Section 1005 of the Income Tax Act 2007 of the United Kingdom, in our sole discretion.
Use of Proceeds	We intend to use the net proceeds from this offering for working capital and other general corporate purposes. See Use of Proceeds in this prospectus supplement.
Risk Factors	Investing in the notes involves substantial risk. We urge you to read and consider carefully the section entitled Risk Factors in this prospectus supplement, along with the risks that are discussed in our annual report on Form 20-F for the year ended December 31, 2016, which is incorporated by reference in this prospectus supplement, together with all of the other information included or incorporated by reference in this prospectus supplement, before deciding whether to invest in the notes.
Tax Consequences	For a discussion of the material U.S. federal income tax consequences and certain Netherlands and U.K. tax consequences of an investment in the notes, see Material Tax Considerations. You should consult your own tax advisor to determine the U.S. federal, state, local and other tax consequences of an investment in the notes.

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SUMMARY FINANCIAL DATA AND RATIO OF EARNINGS TO FIXED CHARGES

The following table presents selected consolidated financial data as of September 30, 2017 and for the nine months ended September 30, 2017 and 2016 and as of and for each of the fiscal years in the five-year period ended December 31, 2016. The selected consolidated financial data as of September 30, 2017 and for the nine months ended September 30, 2017 and 2016 have been derived from and should be read in conjunction with our unaudited consolidated financial statements and Management s Discussion and Analysis of Financial Condition and Results of Operations in our quarterly report for the three and nine months ended September 30, 2017 (prepared in accordance with U.S. GAAP) furnished on Form 6-K on November 6, 2017, incorporated by reference in this prospectus supplement. The selected financial data as of December 31, 2016 and 2015 and for each of the three years ended December 31, 2016, 2015 and 2014 have been derived from and should be read in conjunction with our audited consolidated financial statements and Item 5. Operating and Financial Review and Prospects in our annual report on Form 20-F for the year ended December 31, 2016, incorporated by reference in this prospectus supplement. The selected consolidated financial data as of December 31, 2014, 2013 and 2012 and for the years ended December 31, 2013 and 2012 have been derived from our aud