

MAGNA INTERNATIONAL INC  
Form FWP  
June 11, 2014

Filed Pursuant to Rule 433  
Registration No. 333-194892  
June 11, 2014

**Magna International Inc.**

**Pricing Term Sheet**

**\$750,000,000 3.625% Senior Notes due 2024**

<b>Issuer:</b>	Magna International Inc.
<b>Trade Date:</b>	June 11, 2014
<b>Settlement Date:</b>	June 16, 2014 (T+3)
<b>Ratings*:</b>	Baa1 (Stable) Moody's Investors Service Inc. A- (Stable) Standard & Poor's Rating Services
<b>Issue of Securities:</b>	3.625% Senior Notes due 2024
<b>Aggregate Principal Amount Offered:</b>	\$750,000,000
<b>Maturity:</b>	June 15, 2024
<b>Interest Rate:</b>	3.625%
<b>Benchmark Treasury:</b>	UST 2.500% due May 15, 2024
<b>Spread to Benchmark Treasury:</b>	+100 basis points
<b>Benchmark Treasury Price and Yield:</b>	98-25; 2.640%
<b>Yield to Maturity:</b>	3.640%
<b>Price to Public:</b>	99.875%, plus accrued interest, if any, from June 16, 2014
<b>Interest Payment Dates:</b>	Semi-annually in arrears on June 15 and December 15 of each year, beginning on December 15, 2014

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**Make-Whole Call:** Prior to March 15, 2024, T+15 basis points

**Par call:** On or after March 15, 2024

**CUSIP/ISIN:** 559222 AQ7 / US559222AQ72

**Joint Book-Running Managers:** Citigroup Global Markets Inc.  
Merrill Lynch, Pierce, Fenner & Smith  
  
Incorporated  
  
BNP Paribas Securities Corp.  
Scotia Capital (USA) Inc.

**Co-Managers:** CIBC World Markets Corp.  
Mitsubishi UFJ Securities (USA), Inc.  
RBC Capital Markets, LLC  
Commerz Markets LLC  
ING Financial Markets LLC  
RBS Securities Inc.  
Santander Investment Securities Inc.  
TD Securities (USA) LLC  
BMO Capital Markets Corp.  
J.P. Morgan Securities LLC  
RB International Markets (USA) LLC  
Sandler O'Neill & Partners, L.P.

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\* 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 any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Citigroup Global Markets Inc. toll-free at (800) 831-9146 or calling Merrill Lynch, Pierce, Fenner & Smith Incorporated toll-free at (800) 294-1322.

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