

Edgar Filing: TOTAL S.A. - Form FWP

TOTAL S.A.  
Form FWP  
January 11, 2013

Filed pursuant to Rule 433  
Registration Statements Nos. 333-180967  
and 333-180967-01  
January 10, 2013

**Final Term Sheet**

**TOTAL CAPITAL INTERNATIONAL**

**(A wholly-owned subsidiary of TOTAL S.A.)**

**\$250,000,000 0.750% Guaranteed Notes Due 2016**

**Guaranteed on an unsecured, unsubordinated basis by**

**TOTAL S.A.**

Issuer	Total Capital International
Guarantee	Payment of the principal of, premium, if any, and interest on the notes is guaranteed by TOTAL S.A.
Format	SEC-registered global notes
Title	\$250,000,000 0.750% Guaranteed Notes Due 2016 (to be consolidated and form a single series with the 0.750% Guaranteed Notes due 2016 issued on September 25, 2012)
Total Principal Amount Being Issued in Re-opening	\$250,000,000
Total Principal Amount in Series	\$750,000,000
Issue Price	99.734%
Pricing Date	January 10, 2013
Expected Settlement Date	January 25, 2013 (T+10)
Maturity Date	January 25, 2016, unless earlier redeemed
Day Count	30/360
Business Day Convention	Following, unadjusted
Optional Redemption Terms	Make-whole call at Treasury Rate plus 10 basis points Tax call at par
Interest Rate	0.750% per annum
Benchmark Treasury	0.250% due Dec 2015
Benchmark Treasury Price	99-21 <sup>3</sup> / <sub>4</sub>
Benchmark Treasury Yield	0.360%
Spread to Benchmark Treasury	Plus 48 basis points
Yield to Maturity	0.840%

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Date Interest Starts Accruing

January 25, 2013

Interest Payment Dates

Each January 25 and July 25

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First Interest Payment Date July 25, 2013  
Regular Record Dates for Interest Each January 10 and July 10  
Trustee The Bank of New York Mellon  
Listing None  
Denominations \$2,000 and increments of \$1,000 above that amount  
Expected Ratings of the Notes Moody s: Aa1/Negative  
Standard & Poor s: AA-/Stable

Ratings are not a recommendation to purchase, hold or sell notes, inasmuch as the ratings do not comment as to market price or suitability for a particular investor. The ratings are based upon current information furnished to the rating agencies by Total Capital International and TOTAL S.A. and information obtained by the rating agencies from other sources. The ratings are only accurate as of the date thereof and may be changed, superseded or withdrawn as a result of changes in, or unavailability of, such information, and therefore a prospective purchaser should check the current ratings before purchasing the notes. Each rating should be evaluated independently of any other rating.

CUSIP / ISIN 89153V AD1 / US89153VAD10  
Selling Restrictions European Economic Area, France, United Kingdom  
Joint Book-Running Managers Barclays Capital Inc.  
Merrill Lynch, Pierce, Fenner & Smith  
Incorporated  
Morgan Stanley & Co. LLC  
RBC Capital Markets, LLC  
SG Americas Securities, LLC

***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 Barclays Capital Inc. toll-free at 1-888-603-5847, Merrill Lynch, Pierce, Fenner & Smith Incorporated toll-free at 1-800-294-1322, Morgan Stanley & Co. LLC toll-free at 1-866-718-1649, RBC Capital Markets, LLC toll-free at 1-866-375-6829 or SG Americas Securities, LLC toll-free at 1-855-881-2108.***