

Goodyear Canada Inc.  
 Form 424B2  
 May 12, 2016  
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**CALCULATION OF REGISTRATION FEE**

<b>Title of each Class of Securities to be Registered</b>	<b>Amount to be Registered</b>	<b>Maximum Aggregate Offering Price</b>	<b>Amount of Registration Fee(1)</b>
5.000% Senior Notes due 2026	\$900,000,000	\$900,000,000	\$90,630
Guarantees of 5.000% Senior Notes due 2026	(2)	(2)	(2)

- (1) The registration fee, calculated in accordance with Rule 457(r), is being transmitted to the SEC on a deferred basis pursuant to Rule 456(b).
- (2) In accordance with Rule 457(n), no separate fee is payable with respect to guarantees of 5.000% Senior Notes due 2026 being registered.

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Filed Pursuant to Rule 424(b)(2)

Registration No. 333-207723

**PROSPECTUS SUPPLEMENT TO PROSPECTUS DATED NOVEMBER 2, 2015****\$900,000,000****The Goodyear Tire & Rubber Company****5.000% Senior Notes due 2026**

We are offering \$900,000,000 of our 5.000% Senior Notes due 2026 (the Notes ). We will pay interest on the Notes on May 31 and November 30 of each year. The first interest payment on the Notes will be made on November 30, 2016. The Notes will mature on May 31, 2026. We have the option to redeem the Notes, in whole or in part, at any time on or after May 31, 2021. Prior to May 31, 2021, we may redeem the Notes, in whole or in part, at a price equal to 100% of the principal amount plus a make-whole premium. In addition, prior to May 31, 2019, we may redeem up to 35% of the Notes from the proceeds of certain equity offerings. The redemption prices and make-whole premium are described in Description of Notes Optional Redemption.

The Notes will be our senior unsecured obligations and will rank equally in right of payment with all of our existing and future senior unsecured obligations and senior to any of our future subordinated indebtedness. The Notes will be effectively subordinated to our existing and future secured indebtedness to the extent of the assets securing that indebtedness. The Notes will be guaranteed by our wholly-owned U.S. and Canadian subsidiaries that also guarantee our obligations under certain of our senior secured credit facilities and senior unsecured notes (such as guarantees, the Guarantees ; and, such as guaranteeing subsidiaries, the Subsidiary Guarantors ). These Guarantees will be senior unsecured obligations of the Subsidiary Guarantors and will rank equally in right of payment with all existing and future senior unsecured obligations of our Subsidiary Guarantors. The Guarantees will be effectively subordinated to existing and future secured indebtedness of the Subsidiary Guarantors to the extent of the assets securing that indebtedness.

*Investing in the Notes involves risks. See Risk Factors on page S-10 of this prospectus supplement and on page 5 of the accompanying prospectus.*

	Per Note	Total
Public offering price <sup>(1)</sup>	\$ 1,000.00	\$ 900,000,000
Underwriting discounts and commissions	\$ 12.50	\$ 11,250,000
Proceeds, before expenses, to us	\$ 987.50	\$ 888,750,000

(1) Plus accrued and unpaid interest, if any, from May 13, 2016

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

The underwriters expect to deliver the Notes in book-entry form only through the facilities of The Depository Trust Company against payment in New York, New York on or about May 13, 2016.

*Joint book-running managers*

<b>Citigroup</b>	<b>Barclays</b>	<b>BNP PARIBAS</b>	<b>Credit Agricole CIB</b>	<b>Deutsche Bank Securities</b>
<b>Goldman, Sachs &amp; Co.</b>	<b>J.P. Morgan</b>	<b>HSBC</b>	<b>BofA Merrill Lynch</b>	<b>Wells Fargo Securities</b>

*Co-managers*

<b>MUFG</b>	<b>Natixis</b>	<b>Capital One Securities</b>	<b>COMMERZBANK</b>
	<b>PNC Capital Markets LLC</b>	<b>UniCredit Capital Markets</b>	<b>US Bancorp</b>

The date of this prospectus supplement is May 10, 2016.

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In making your investment decision, you should rely only on the information contained in or incorporated by reference in this prospectus supplement, the accompanying prospectus or any other offering material filed or provided by us. We have not, and the underwriters have not, authorized any other person to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. You should not assume that the information contained in this prospectus supplement, the accompanying prospectus or any other offering material is accurate as of any date other than the date of such document. Any information incorporated by reference in this prospectus supplement or the accompanying prospectus is accurate only as of the date of the document incorporated by reference. Our business, financial condition, results of operations and prospects may have changed since that date.

We and the underwriters are not making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted.

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**ABOUT THIS PROSPECTUS SUPPLEMENT**

This prospectus supplement and the accompanying prospectus are part of a registration statement that we filed with the Securities and Exchange Commission (the SEC) using a shelf registration process. In this prospectus supplement, we provide you with specific information about the Notes that we are selling in this offering and about the offering itself. Both this prospectus supplement and the accompanying prospectus include or incorporate by reference important information about us and other information you should know before investing in the Notes. This prospectus supplement also adds, updates and changes information contained or incorporated by reference in the accompanying prospectus. To the extent that any statement that we make in this prospectus supplement is inconsistent with the statements made in the accompanying prospectus, the statements made in the accompanying prospectus are deemed modified or superseded by the statements made in this prospectus supplement. You should read both this prospectus supplement and the accompanying prospectus, as well as the additional information contained in the documents described under Incorporation of Certain Documents by Reference, before investing in the Notes.

**NON-GAAP FINANCIAL MEASURES**

The body of accounting principles generally accepted in the United States is commonly referred to as GAAP. A non-GAAP financial measure is generally defined by the SEC as a numerical measure that purports to measure historical or future financial performance, financial position or cash flows, but excludes or includes amounts that would not be so adjusted in the most comparable GAAP measures. In this prospectus supplement, we disclose Adjusted EBITDAP. As used herein, Adjusted EBITDAP represents net income before interest expense, income tax (benefit) expense, depreciation and amortization expense, net periodic pension cost, rationalization charges, other (income) expense, and the loss on the deconsolidation of our Venezuelan subsidiary effective December 31, 2015. We have presented this measure because we believe Adjusted EBITDAP and other financial measures like it are widely used by investors to evaluate a company's operating performance. Adjusted EBITDAP is not a measure of our financial performance under GAAP and should not be construed as an alternative to net income or other financial measures presented in accordance with GAAP. It should be noted that companies calculate non-GAAP financial measures like Adjusted EBITDAP differently; as a result, Adjusted EBITDAP as presented herein may not be comparable to similarly-titled measures reported by other companies.

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**WHERE YOU CAN FIND MORE INFORMATION**

We are subject to the information reporting requirements of the Securities Exchange Act of 1934, as amended (the Exchange Act), and, accordingly, we file annual, quarterly and current reports, proxy statements and other information with the SEC. Our SEC filings are available at the SEC's website (<http://www.sec.gov>). The information contained on the SEC's website is expressly not incorporated by reference into this prospectus supplement or the accompanying prospectus, except as expressly set forth under the caption Incorporation of Certain Documents by Reference. You may also read any document we file with the SEC at its Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549. You may also obtain copies of the documents at prescribed rates from the Public Reference Room of the SEC. You may call the SEC at 1-800-SEC-0330 for further information on the operation of the Public Reference Room. Our SEC filings are also available at the offices of the NASDAQ Global Select Market, One Liberty Plaza, 165 Broadway, New York, NY 10006 and through our website (<http://www.goodyear.com>). The contents of our website are not part of, and shall not be deemed incorporated by reference in, this prospectus supplement or the accompanying prospectus. Our internet address is included in this document as an inactive textual reference only.

**INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE**

The SEC allows us to incorporate by reference documents that we file with the SEC into this prospectus supplement, which means that we can disclose important information to you by referring you to those documents. The information incorporated by reference in this prospectus supplement is considered part of this prospectus supplement. Any statement in this prospectus supplement or incorporated by reference into this prospectus supplement shall be automatically modified or superseded for purposes of this prospectus supplement to the extent that a statement contained herein or in a subsequently filed document that is incorporated by reference in this prospectus supplement modifies or supersedes such prior statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this prospectus supplement.

We incorporate by reference the following documents that have been filed with the SEC (other than any portion of such filings that are furnished under applicable SEC rules rather than filed):

Annual Report on Form 10-K for the year ended December 31, 2015 ( 2015 Form 10-K );

Quarterly Report on Form 10-Q for the quarter ended March 31, 2016 ( 1Q 2016 Form 10-Q );

Definitive Proxy Statement on Schedule 14A filed on March 11, 2016; and

Current Reports on Form 8-K filed on April 8, 2016 and April 15, 2016.

All documents and reports that we file with the SEC (other than any portion of such filings that are furnished under applicable SEC rules rather than filed) under Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act from the date of this prospectus supplement until the termination of the offering of all securities under this prospectus supplement, shall be deemed to be incorporated in this prospectus supplement by reference. The information contained on our website (<http://www.goodyear.com>) is not incorporated into this prospectus supplement.

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You may request a copy of any documents incorporated by reference herein at no cost by writing or telephoning us at:

**The Goodyear Tire & Rubber Company**

**200 Innovation Way**

**Akron, Ohio 44316-0001**

**Attention: Investor Relations**

**Telephone number: 330-796-3751**

Exhibits to the filings will not be sent, however, unless those exhibits have specifically been incorporated by reference into this prospectus supplement.

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**FORWARD-LOOKING INFORMATION SAFE HARBOR STATEMENT**

Certain information set forth herein or incorporated by reference herein (other than historical data and information) may constitute forward-looking statements regarding events and trends that may affect our future operating results and financial position. The words estimate, expect, intend and project, as well as other words or expressions of similar meaning, are intended to identify forward-looking statements. You are cautioned not to place undue reliance on forward-looking statements, which speak only as of the date of this prospectus supplement or, in the case of information incorporated by reference herein, as of the date of the document in which such information appears. Such statements are based on current expectations and assumptions, are inherently uncertain, are subject to risks and should be viewed with caution. Actual results and experience may differ materially from the forward-looking statements as a result of many factors, including:

if we do not successfully implement our strategic initiatives, our operating results, financial condition and liquidity may be materially adversely affected;

we face significant global competition and our market share could decline;

deteriorating economic conditions in any of our major markets, or an inability to access capital markets or third-party financing when necessary, may materially adversely affect our operating results, financial condition and liquidity;

our international operations have certain risks that may materially adversely affect our operating results, financial condition and liquidity;

we have foreign currency translation and transaction risks that may materially adversely affect our operating results, financial condition and liquidity;

if we experience a labor strike, work stoppage or other similar event our business, results of operations, financial condition and liquidity could be materially adversely affected;

our long-term ability to meet our obligations, to repay maturing indebtedness or to implement strategic initiatives may be dependent on our ability to access capital markets in the future and to improve our operating results;

financial difficulties, work stoppages, supply disruptions or economic conditions affecting our major original equipment ( OE ) customers, dealers or suppliers could harm our business;

our capital expenditures may not be adequate to maintain our competitive position and may not be implemented in a timely or cost-effective manner;

raw material and energy costs may materially adversely affect our operating results and financial condition;

we have a substantial amount of debt, which could restrict our growth, place us at a competitive disadvantage or otherwise materially adversely affect our financial health;

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any failure to be in compliance with any material provision or covenant of our debt instruments, or a material reduction in the borrowing base under our revolving credit facility, could have a material adverse effect on our liquidity and operations;

our variable rate indebtedness subjects us to interest rate risk, which could cause our debt service obligations to increase significantly;

we have substantial fixed costs and, as a result, our operating income fluctuates disproportionately with changes in our net sales;

we may incur significant costs in connection with our contingent liabilities and tax matters;

our reserves for contingent liabilities and our recorded insurance assets are subject to various uncertainties, the outcome of which may result in our actual costs being significantly higher than the amounts recorded;

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we are subject to extensive government regulations that may materially adversely affect our operating results;

we may be adversely affected by any disruption in, or failure of, our information technology systems due to computer viruses, unauthorized access, cyber attack, natural disasters or other similar disruptions;

if we are unable to attract and retain key personnel, our business could be materially adversely affected; and

we may be impacted by economic and supply disruptions associated with events beyond our control, such as war, acts of terror, political unrest, public health concerns, labor disputes or natural disasters.

It is not possible to foresee or identify all such factors. We will not revise or update any forward-looking statement or disclose any facts, events or circumstances that occur after the date hereof that may affect the accuracy of any forward-looking statement.

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**SUMMARY**

*The following summary contains basic information about this offering of Notes. It may not contain all of the information that is important to you, and it is qualified in its entirety by the more detailed information included or incorporated by reference in this prospectus supplement and the accompanying prospectus. You should carefully consider all of the information contained in and incorporated by reference in this prospectus supplement and the accompanying prospectus, including the information set forth or referenced under the heading "Risk Factors" on page S-10 of this prospectus supplement and on page 5 of the accompanying prospectus. In addition, certain statements contained or incorporated by reference in this prospectus supplement and the accompanying prospectus include forward-looking information that involves risks and uncertainties. See "Forward-Looking Information" and "Safe Harbor Statement."*

*The terms "Goodyear," "Company" and "we," "us" or "our" as used herein refer to The Goodyear Tire & Rubber Company together with its consolidated domestic and foreign subsidiary companies, and the term "The Goodyear Tire & Rubber Company" as used herein refers to The Goodyear Tire & Rubber Company exclusive of its subsidiaries, in each case unless otherwise indicated or the context otherwise requires.*

**Overview of Goodyear**

We are one of the world's leading manufacturers of tires, engaging in operations in most regions of the world. In 2015, our net sales were \$16,443 million and Goodyear net income was \$307 million, including an after-tax charge of \$577 million related to the deconsolidation of our Venezuelan subsidiary. For the three months ended March 31, 2016, our net sales were \$3,691 million and Goodyear net income was \$184 million. Together with our U.S. and international subsidiaries, we develop, manufacture, market and distribute tires for most applications. We also manufacture and market rubber-related chemicals for various applications. We are one of the world's largest operators of commercial truck service and tire retreading centers. In addition, we operate approximately 1,100 tire and auto service center outlets where we offer our products for retail sale and provide automotive repair and other services. We manufacture our products in 49 manufacturing facilities in 22 countries, including the United States, and we have marketing operations in almost every country around the world. We employ approximately 66,000 full-time and temporary associates worldwide.

Historically, we operated our business through four operating segments representing our regional tire businesses: North America; Europe, Middle East and Africa (EMEA); Asia Pacific; and Latin America. Effective January 1, 2016, we combined our North America and Latin America strategic business units into one Americas strategic business unit. We have combined the North America and Latin America reportable segments to align with the new organizational structure and the basis used for reporting to our Chief Executive Officer beginning in 2016.

Our principal business is the development, manufacture, distribution and sale of tires and related products and services worldwide. We manufacture and market numerous lines of rubber tires for:

automobiles;

trucks;

buses;

aircraft;

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motorcycles;

earthmoving and mining equipment;

farm implements;

industrial equipment; and

various other applications.

In each case, our tires are offered for sale to vehicle manufacturers for mounting as OE and for replacement worldwide. We manufacture and sell tires under the Goodyear, Dunlop, Kelly, Debica, Sava and Fulda brands and various other Goodyear owned house brands, and the private-label brands of certain customers. In certain geographic areas we also:

retread truck, aviation and off-the-road, or OTR, tires;

manufacture and sell tread rubber and other tire retreading materials;

sell chemical products; and

provide automotive repair services and miscellaneous other products and services.

Our principal products are new tires for most applications. Approximately 87% of our sales in 2015 and 2014 were for new tires, compared to 86% in 2013. Sales of chemical products and natural rubber to unaffiliated customers were 2% in 2015, 3% in 2014 and 4% in 2013 of our consolidated sales.

New tires are sold under highly competitive conditions throughout the world. On a worldwide basis, we have two major competitors: Bridgestone (based in Japan) and Michelin (based in France). Other significant competitors include Continental, Cooper, Hankook, Kumho, Pirelli, Sumitomo Rubber Industries, Ltd. ( SRI ), Toyo, Yokohama and various regional tire manufacturers.

We compete with other tire manufacturers on the basis of product design, performance, price and terms, reputation, warranty terms, customer service and consumer convenience. Goodyear and Dunlop brand tires enjoy a high recognition factor and have a reputation for performance and product design. The Kelly, Debica, Sava and Fulda brands and various house brand tire lines offered by us, and tires manufactured and sold by us to private brand customers, compete primarily on the basis of value and price.

The Goodyear Tire & Rubber Company is an Ohio corporation organized in 1898. Our principal executive offices are located at 200 Innovation Way, Akron, Ohio 44316-0001. Our telephone number at that address is (330) 796-2121.

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**The Offering**

*The following summary contains basic information about the Notes and is not intended to be complete. It does not contain all the information that is important to you. For a more complete understanding of the Notes, please refer to the section of this document entitled Description of Notes.*

<b>Issuer</b>	The Goodyear Tire & Rubber Company, an Ohio corporation.
<b>Notes Offered</b>	\$900,000,000 aggregate principal amount of 5.000% Senior Notes due 2026.
<b>Maturity Date</b>	The Notes will mature on May 31, 2026.
<b>Interest Rate</b>	5.000% per annum.
<b>Interest Payment Dates</b>	May 31 and November 30 of each year, beginning on November 30, 2016. Interest will accrue from May 13, 2016.
<b>Ranking</b>	<p>The Notes will be our senior unsecured obligations and will rank equally in right of payment with all of our existing and future senior unsecured obligations and senior to any of our future subordinated indebtedness. The Notes will be effectively subordinated to our existing and future secured indebtedness to the extent of the assets securing that indebtedness. The Guarantees will be senior unsecured obligations of the Subsidiary Guarantors and will rank equally in right of payment with all existing and future senior unsecured obligations of our Subsidiary Guarantors. The Guarantees will be effectively subordinated to existing and future secured indebtedness of the Subsidiary Guarantors to the extent of the assets securing that indebtedness.</p> <p>The Notes are structurally subordinated to all of the existing and future debt and other liabilities, including trade payables, of our subsidiaries that do not guarantee the Notes (the Non-Guarantors ). The Non-Guarantors will have no obligation, contingent or otherwise, to pay amounts due under the Notes or to make funds available to pay those amounts.</p> <p>As of March 31, 2016:</p> <p style="padding-left: 40px;">The Goodyear Tire &amp; Rubber Company and the Subsidiary Guarantors had total assets of approximately \$13.0 billion; and</p> <p style="padding-left: 40px;">the Non-Guarantors had total assets of approximately \$9.0 billion.</p> <p>As of March 31, 2016, there was outstanding:</p> <p style="padding-left: 40px;">approximately \$4.1 billion of senior indebtedness of The Goodyear Tire &amp; Rubber Company, of which approximately \$1.0 billion was secured (exclusive of unused commitments under its credit agreements);</p> <p style="padding-left: 40px;">approximately \$3.7 billion of senior indebtedness of the Subsidiary Guarantors, including guarantees of indebtedness of The Goodyear Tire &amp; Rubber Company, of which approximately \$1.0 billion was secured; and</p>

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approximately \$2.0 billion of total indebtedness of the Non-Guarantors (exclusive of unused commitments under their credit agreements).

For the year ended December 31, 2015:

The Goodyear Tire & Rubber Company and the Subsidiary Guarantors generated net sales of approximately \$9.7 billion and net income of approximately \$349 million; and

the Non-Guarantors generated net sales of approximately \$10.3 billion and net income of approximately \$33 million.

For the three months ended March 31, 2016:

The Goodyear Tire & Rubber Company and the Subsidiary Guarantors generated net sales of approximately \$2.1 billion and net income of approximately \$206 million; and

the Non-Guarantors generated net sales of approximately \$2.0 billion and net income of approximately \$94 million.

The above financial information presents investments in subsidiaries following the equity method of accounting and does not represent financial information of The Goodyear Tire & Rubber Company on a consolidated basis. This financial information is presented before any adjustment related to minority interests of The Goodyear Tire & Rubber Company or its subsidiaries and before any elimination of intercompany transactions. These consolidating adjustments are, however, made in the preparation of our consolidated financial statements.

Please refer to Note to the Consolidated Financial Statements No. 22, Consolidating Financial Information, in our 2015 Form 10-K ( Note 22 ), and Note to the Consolidated Financial Statements No. 15, Consolidating Financial Information, in our 1Q 2016 Form 10-Q ( Note 15 ), where we present financial information separately for:

The Goodyear Tire & Rubber Company;  
the Subsidiary Guarantors, on a combined basis;  
the Non-Guarantors, on a combined basis;  
consolidating entries and eliminations; and

The Goodyear Tire & Rubber Company and subsidiaries, on a consolidated basis.

**Guarantees**

The Notes will be guaranteed, jointly and severally, on a senior unsecured basis, by the Subsidiary Guarantors, which consist of our wholly-owned U.S. and Canadian subsidiaries that also guarantee our obligations under certain of our senior secured credit facilities and senior unsecured notes. See Description of Notes Subsidiary Guarantees and Certain Covenants Future Subsidiary Guarantors.

If the Notes are assigned an investment grade rating by at least two of Moody's Investors Service, Inc. ( Moody's ), Standard &

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Poor's Ratings Services ( S&P ) and Fitch Ratings, Inc. ( Fitch ) and no default or event of default has occurred and is continuing, we may elect to suspend the Guarantees. If both (a) one or more ratings on the Notes subsequently declines to below investment grade, resulting in the Notes no longer having an investment grade rating from at least two of Moody's, S&P and Fitch, and (b) the terms of any other debt securities of The Goodyear Tire & Rubber Company or certain of its subsidiaries in an aggregate principal amount of greater than \$100 million then outstanding include previously suspended covenants (that are substantially the same as those that will be contained in the indenture that will govern the Notes) that have become applicable upon a substantially concurrent reversion as a result of substantially the same ratings downgrade with respect to such debt securities, then the Guarantees will be reinstated.

**Optional Redemption**

We have the option to redeem the Notes, in whole or in part, at any time on or after May 31, 2021, at the redemption prices set forth in this prospectus supplement. Prior to May 31, 2021, we may redeem the Notes, in whole or in part, at a price equal to 100% of the principal amount plus the make-whole premium described in this prospectus supplement. In addition, prior to May 31, 2019, we may redeem up to 35% of the Notes from the proceeds of certain equity offerings.

The redemption prices and make-whole premium are described in this prospectus supplement under the caption Description of Notes Optional Redemption.

**Change of Control**

If we experience a change of control, we will be required to make an offer to repurchase the Notes at a price equal to 101% of their principal amount, plus accrued and unpaid interest to the date of repurchase. See Description of Notes Change of Control.

**Certain Covenants**

The indenture governing the Notes will contain covenants that limit our ability and the ability of certain of our subsidiaries to, among other things:

- incur additional indebtedness or issue redeemable preferred stock;
- pay dividends, repurchase shares, make distributions in respect of our capital stock or make certain other restricted payments or investments;
- incur liens;
- sell assets;
- incur restrictions on the ability of our subsidiaries to pay dividends or to make other payments to us;
- enter into transactions with our affiliates;
- enter into sale/leaseback transactions; and
- consolidate, merge, sell or otherwise dispose of all or substantially all of our assets.



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These covenants are subject to a number of important exceptions and qualifications. For example, if the Notes are assigned an investment grade rating by at least two of Moody's, S&P and Fitch and no default or event of default has occurred and is continuing, certain covenants will be suspended. If both (a) one or more ratings on the Notes subsequently declines to below investment grade, resulting in the Notes no longer having an investment grade rating from at least two of Moody's, S&P and Fitch, and (b) the terms of any other debt securities of The Goodyear Tire & Rubber Company or certain of its subsidiaries in an aggregate principal amount of greater than \$100 million then outstanding include previously suspended covenants (that are substantially the same as those that will be contained in the indenture that will govern the Notes) that have become applicable upon a substantially concurrent reversion as a result of substantially the same ratings downgrade with respect to such debt securities, then the suspended covenants that will be contained in the indenture that will govern the Notes will be reinstated. See Description of Notes Certain Covenants.

**Use of Proceeds**

We estimate that the net proceeds from this offering, after deducting underwriting discounts and commissions and estimated offering expenses payable by us, will be approximately \$887 million.

We intend to use the net proceeds from this offering, together with our current cash and cash equivalents, to redeem in full our 6.5% Senior Notes due 2021 (the 2021 Notes) promptly following, and subject to, the completion of this offering, at a redemption price equal to 104.875% of the principal amount thereof, plus accrued and unpaid interest to the redemption date. Pending the use of proceeds as described above, we may temporarily apply the net proceeds from this offering to repay outstanding balances under our revolving credit facilities. See Use of Proceeds.

**Book-Entry Form**

The Notes will be issued in book-entry form and will be represented by permanent global certificates deposited with a custodian for and registered in the name of a nominee of The Depository Trust Company, commonly known as DTC. Beneficial interests in any of the Notes will be shown on, and transfers will be effected only through, records maintained by DTC and its direct and indirect participants. Such interests may not be exchanged for certificated Notes, except in limited circumstances.

**Trading**

The Notes will not be listed on any securities exchange or included in any automated quotation system. No assurance can be given as to the liquidity of or trading market for the Notes.

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**Risk Factors**

Before investing in the Notes, you should carefully consider all of the information contained in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference herein and therein as set out in the section entitled "Incorporation of Certain Documents by Reference," including, in particular, the matters, risks, uncertainties and assumptions described under the caption "Risk Factors" included herein and therein. For information regarding documents incorporated by reference in this prospectus supplement and the accompanying prospectus, see "Incorporation of Certain Documents by Reference."

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**Table of Contents****Summary Consolidated Historical Financial Data**

The following table sets forth summary consolidated historical financial data for The Goodyear Tire & Rubber Company and its subsidiaries. The summary historical balance sheet data as of December 31, 2015 and 2014 and the summary historical statements of operations data for the years ended December 31, 2015, 2014 and 2013 have been derived from our audited consolidated financial statements and related notes thereto appearing in our 2015 Form 10-K, which is incorporated by reference herein. The summary historical balance sheet data as of December 31, 2013 have been derived from our audited consolidated financial statements and related notes thereto, which appear in our Annual Report on Form 10-K for the year ended December 31, 2013. The summary historical balance sheet data in the Form 10-Ks referred to above has been adjusted to reflect changes in the presentation of debt issuance costs and deferred income tax. The summary historical balance sheet data as of March 31, 2016 and the summary historical statements of operations data for the three months ended March 31, 2016 and 2015 have been derived from our unaudited consolidated financial statements and related notes thereto appearing in our 1Q 2016 Form 10-Q, which is incorporated by reference herein. The interim financial statements should be read in conjunction with the annual financial statements and related notes thereto referenced above.

You should read this information in conjunction with our financial statements and related notes thereto in (a) our 2015 Form 10-K, including Note 22, and (b) our 1Q 2016 Form 10-Q, including Note 15. Note 22 and Note 15 present consolidating financial information separately for: (i) The Goodyear Tire & Rubber Company, (ii) the Subsidiary Guarantors, on a combined basis, (iii) the Non-Guarantors, on a combined basis, (iv) consolidating entries and eliminations and (v) The Goodyear Tire & Rubber Company and subsidiaries, on a consolidated basis.

(in millions)	Year Ended December 31,			Three Months Ended	
	2015	2014	2013	March 31, 2016	March 31, 2015
				(unaudited)	(unaudited)
<b>Statements of operations data<sup>(1)</sup> :</b>					
Net Sales	\$ 16,443	\$ 18,138	\$ 19,540	\$ 3,691	\$ 4,024
Income Before Income Taxes	608	687	813	267	359
United States and Foreign Tax (Benefit) Expense	232	(1,834)	138	78	