

OLIN CORP  
Form FWP  
March 07, 2017

**Filed pursuant to Rule 433**

**Issuer Free Writing Prospectus**

**Registration Statement No. 333-216461**

**(To the Preliminary Prospectus Supplement dated March 6, 2017)**

**\$500,000,000**

**Olin Corporation**

**5.125% Senior Notes due 2027**

**Term Sheet**

**March 6, 2017**

<b>Issuer:</b>	Olin Corporation
<b>Offering Size:</b>	\$500,000,000
<b>Title of Securities:</b>	5.125% Senior Notes due 2027 (the Notes )
<b>Maturity:</b>	September 15, 2027
<b>Offering Price:</b>	100.00%, plus accrued interest, if any, from March 9, 2017
<b>Coupon:</b>	5.125%
<b>Yield to Maturity:</b>	5.125%
<b>Gross Proceeds:</b>	\$500,000,000
<b>Underwriting Discount:</b>	1.25%
<b>Net Proceeds to Issuer before Estimated Expenses:</b>	\$493,750,000
<b>Interest Payment Dates:</b>	March 15 and September 15, commencing September 15, 2017
<b>Record Dates:</b>	March 1 and September 1
<b>Optional Redemption:</b>	Make-whole call at T+50 basis points until March 15, 2022. Callable thereafter at the following prices: For the twelve-month period beginning on March 15 of the years indicated below:

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<u>Year</u>	<u>Percentage</u>
2022	102.563%
2023	101.708%
2024	100.854%
2025 and thereafter	100.000%

**Equity Clawback:** Up to 35% at 105.125% until March 15, 2020.

**Joint Book-Running Managers:** Merrill Lynch, Pierce, Fenner & Smith

Incorporated  
J.P. Morgan Securities LLC  
Wells Fargo Securities, LLC  
Citigroup Global Markets Inc.  
SMBC Nikko Securities America, Inc.  
PNC Capital Markets LLC  
Scotia Capital (USA) Inc.  
MUFG Securities Americas Inc.

**Co-Manager:** TD Securities (USA) LLC

**Trade Date:** March 6, 2017

**Settlement Date:** March 9, 2017 (T+3)

**Distribution:** SEC Registered Offering

**CUSIP Number:** 680665 AJ5

**ISIN Number:** US680665AJ53

The Issuer has filed a registration statement (including a prospectus) with the Securities and Exchange Commission ( SEC ) for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement, the preliminary prospectus supplement 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 the Next-Generation EDGAR System on the SEC web site at [www.sec.gov](http://www.sec.gov). Interested parties may also obtain a prospectus and the related prospectus supplement from Merrill Lynch, Pierce, Fenner & Smith Incorporated, NC1-004-03-43, 200 North College Street, 3rd Floor, Charlotte, NC 28255-001, Attention: Prospectus Department, or by email at: [dg.prospectus\\_requests@baml.com](mailto:dg.prospectus_requests@baml.com).

The information in this communication is qualified in its entirety by reference to the preliminary prospectus supplement and supplements the information in the preliminary prospectus supplement and supersedes the information in the preliminary prospectus supplement to the extent it is inconsistent with such information. Other information (including financial information) presented in the preliminary prospectus supplement is deemed to have changed to the extent affected by the changes described herein. Before you invest, you should read the preliminary prospectus supplement (including the documents incorporated by reference therein) for more information concerning the Issuer and the Notes.

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