

NATIONAL RURAL UTILITIES COOPERATIVE FINANCE CORP /DC/  
 Form 424B3  
 May 23, 2014

Rule 424 (b) (3)  
 Registration No. 333-177949

CALCULATION OF REGISTRATION FEE

| Title of Each Class of Securities Offered | Maximum Aggregate Offering Price | Amount of Registration Fee(1)(2) |
|---|----------------------------------|----------------------------------|
| Senior Debt Securities                    | \$100,000.00                     | \$12.88                          |

- (1) Calculated in accordance with Rule 457(r) of the Securities Act of 1933.
- (2) The amount in this column has been transmitted to the SEC in connection with the securities offered by means of this pricing supplement.

TRADE DATE: 5/23/2014  
 PRICING SUPPLEMENT NO. 6385 DATED May 23, 2014  
 TO PROSPECTUS SUPPLEMENT DATED November 17, 2011  
 AND BASE PROSPECTUS DATED November 14, 2011

NATIONAL RURAL UTILITES COOPERATIVE FINANCE CORPORATION  
 Medium-Term Notes, Series C  
 Due Nine Months or More from Date of Issue

|   |                             |
|---|-----------------------------|
| Principal Amount:                             | \$100,000.00                |
| Issue Price:                                  | 100% of Principal Amount    |
| Original Issue Date:                          | 05/29/14                    |
| Maturity Date:                                | 05/15/24                    |
| Interest Rate:                                | 3.75% per annum             |
| Regular Record Dates:                         | Each January 1 and July 1   |
| Interest Payment Dates:                       | Each January 15 and July 15 |
| Redemption Date:                              | None                        |
| Agent's Commission:                           | None                        |
| Form of Note:<br>(Book-Entry or Certificated) | Certificated                |
| Other Terms:                                  | None                        |

Medium-Term Notes, Series C may be issued by the Company in an unlimited aggregate principal amount.