

BORGWARNER INC  
Form FWP  
September 13, 2010

**Filed Pursuant to Rule 433  
Registration No. 333-149539**

Issuer Free Writing Prospectus dated September 13, 2010 relating to  
Preliminary Prospectus Supplement dated September 13, 2010  
(To Prospectus Dated March 4, 2008)

**BorgWarner Inc.**  
**\$250,000,000**  
**4.625% Senior Notes due 2020**  
**Final Term Sheet**

<b>Issuer:</b>	BorgWarner Inc.
<b>Title of Securities:</b>	4.625% Senior Notes due 2020
<b>Trade Date:</b>	September 13, 2010
<b>Settlement Date (T+3):</b>	September 16, 2010
<b>Maturity Date:</b>	September 15, 2020
<b>Aggregate Principal Amount Offered:</b>	\$250,000,000
<b>Price to Public (Issue Price):</b>	98.991%
<b>Benchmark Treasury:</b>	2.625% US Treasury Notes due August 15, 2020
<b>Benchmark Treasury Price and Yield:</b>	98-28+; 2.753%
<b>Spread to Benchmark Treasury:</b>	200 basis points
<b>Anticipated Ratings:*</b>	S&P: BBB / Fitch: BBB / Moody's: Ba1
<b>Interest Rate:</b>	4.625 per annum
<b>Yield to Maturity:</b>	4.753%
<b>Interest Payment Dates:</b>	Semi-annually on each March 15 and September 15, commencing on March 15, 2011
<b>Record Dates:</b>	March 1 and September 1
<b>Denominations:</b>	\$2,000 and integral multiples of \$1,000 in excess thereof
<b>Optional Redemption:</b>	Make-whole call at any time at the greater of 100% of the principal amount of the notes being redeemed or discounted present value at the treasury rate plus 30 basis points
<b>Lead Manager:</b>	Morgan Stanley & Co. Incorporated



**Senior Co-Managers:** Banc of America Securities LLC  
Deutsche Bank Securities Inc.

**Co-Managers:** Citigroup Global Markets Inc.  
KeyBanc Capital Markets Inc.  
U.S. Bancorp Investments, Inc.  
Wells Fargo Securities, LLC

**CUSIP/ISIN:** 099724AG1/US099724AG17

**\* None of these ratings is a recommendation to buy, sell or hold these securities. Each rating may be subject to revision or withdrawal at any time, and should be evaluated independently of any other rating.**

The issuer has filed a registration statement including a prospectus and a prospectus supplement with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus and prospectus supplement 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 obtain 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 and the prospectus supplement if you request them by calling Morgan Stanley at (866) 718-1649.

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