

Edgar Filing: Sally Beauty Holdings, Inc. - Form FWP

Sally Beauty Holdings, Inc.  
Form FWP  
October 24, 2013

**Issuer Free Writing Prospectus**

**Filed pursuant to Rule 433 under the Securities Act of 1933**

**Registration Statement on Form S-3: No. 333-181351**

\$200,000,000

**SALLY HOLDINGS LLC**

**SALLY CAPITAL INC.**

**5.50% SENIOR NOTES DUE 2023**

**PRICING TERM SHEET**

**October 24, 2013**

<b>Issuers:</b>	Sally Holdings LLC and Sally Capital Inc.
<b>Title of Securities:</b>	5.50% Senior Notes due 2023
<b>Principal Amount:</b>	\$200,000,000
<b>Gross Proceeds:</b>	\$200,000,000
<b>Final Maturity Date:</b>	November 1, 2023
<b>Issue Price:</b>	100%, plus accrued interest, if any, from October 29, 2013
<b>Coupon:</b>	5.50%
<b>Yield:</b>	5.50%

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**Interest Payment Dates:** May 1 and November 1

**First Interest Payment Date:** May 1, 2014

**Interest Record Dates:** April 15 and October 15

**Optional Redemption:** The notes will be redeemable, at the Company's option, in whole or in part, at any time on or after November 1, 2018 at the redemption prices set forth below plus accrued and unpaid interest, if any, if redeemed during the twelve-month period commencing on November 1 of the years set forth below:

2018	102.750%
2019	101.833%
2020	100.917%
2021 and thereafter	100.000%

In addition, the Company at its option may redeem up to 35% of the aggregate principal amount of the notes prior to November 1, 2016, with the net proceeds from certain equity offerings at a redemption price of 105.500%, plus accrued and unpaid interest.

The notes may also be redeemed or purchased (by the Company or any other person), in whole or in part, at the Company's option, at any time prior to November 1, 2018 at a price equal to 100% of the principal amount of the notes redeemed plus the Applicable Premium and accrued and unpaid interest.

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**Joint Book-Running Managers:** Merrill Lynch, Pierce, Fenner & Smith  
Incorporated  
J.P. Morgan Securities LLC  
Wells Fargo Securities, LLC  
Credit Suisse Securities (USA) LLC  
Deutsche Bank Securities Inc.  
Goldman, Sachs & Co.  
RBC Capital Markets, LLC

**Trade Date:** October 24, 2013

**Settlement Date:** October 29, 2013 (T+3)

**Denominations:** \$2,000 and integral multiples of \$1,000 in excess thereof

**Distribution:** SEC registered

**CUSIP and ISIN Numbers:** CUSIP: 79546V AK2  
ISIN: US79546VAK26

**Other information (including financial information) is deemed to have changed to the extent affected by the changes described above.**

The issuers have filed a registration statement (including a prospectus and a prospectus supplement) with the Securities and Exchange Commission ( 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 issuers and Sally Beauty Holdings, Inc. have filed with the SEC for more complete information about the issuers and this offering. You may obtain these documents for free by visiting EDGAR on the SEC website at [www.sec.gov](http://www.sec.gov). Alternatively, the issuers, 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 BofA Merrill Lynch at 1-800-294-1322 or email [dg.prospectus\\_requests@baml.com](mailto:dg.prospectus_requests@baml.com).

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