

HOME DEPOT INC  
Form FWP  
May 28, 2015

Filed Pursuant to Rule 433

Registration No. 333-183621

Final Term Sheet

May 28, 2015

**THE HOME DEPOT, INC.**

**\$1,250,000,000 2.625% Senior Notes due 2022**

**\$1,250,000,000 4.250% Senior Notes due 2046**

|   |  |
|---|--|
| <b>Issuer:</b>                                    | The Home Depot, Inc.   |
| <b>Title of Securities:</b>                       | \$1,250,000,000 2.625% Senior Notes due June 1, 2022 (the Notes due 2022 )<br><br>\$1,250,000,000 4.250% Senior Notes due April 1, 2046 (the Notes due 2046 and, together with the Notes due 2022, the Notes )             |
| <b>Principal Amount:</b>                          | Notes due 2022: \$1,250,000,000<br><br>Notes due 2046: \$1,250,000,000   |
| <b>Expected Ratings (Moody s/S&amp;P/Fitch)*:</b> | A2/A/A   |
| <b>Trade Date:</b>                                | May 28, 2015   |
| <b>Settlement Date (T+3):</b>                     | June 2, 2015   |
| <b>Maturity Date:</b>                             | Notes due 2022: June 1, 2022<br><br>Notes due 2046: April 1, 2046  |
| <b>Interest Payment Dates:</b>                    | Notes due 2022: Semi-annually on each June 1 and December 1, commencing December 1, 2015<br><br>Notes due 2046: Semi-annually on each April 1 and October 1, commencing October 1, 2015                                    |
| <b>Optional Redemption:</b>                       | Notes due 2022: Prior to May 1, 2022, make-whole call at T+12.5 bps; par call on and after May 1, 2022<br><br>Notes due 2046: Prior to October 1, 2045, make-whole call at T+25 bps; par call on and after October 1, 2045 |
| <b>Treasury Benchmark:</b>                        | Notes due 2022: 1.750% due 4/30/2022<br><br>Notes due 2046: 2.500% due 2/15/2045   |

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|                             |                                  |
|-----------------------------|----------------------------------|
| <b>Benchmark Yield:</b>     | Notes due 2022: 1.883%           |
|                             | Notes due 2046: 2.915%           |
| <b>Spread to Benchmark:</b> | Notes due 2022: 80 bps           |
|                             | Notes due 2046: 135 bps          |
| <b>Reoffer Yield:</b>       | Notes due 2022: 2.683%           |
|                             | Notes due 2046: 4.265%           |
| <b>Coupon:</b>              | Notes due 2022: 2.625% per annum |
|                             | Notes due 2046: 4.250% per annum |
| <b>Price to Public:</b>     | Notes due 2022: 99.632%          |
|                             | Notes due 2046: 99.749%          |

**CUSIP/ISIN:**

Notes due 2022: 437076 BG6 / US437076BG61

Notes due 2046: 437076 BH4 / US437076BH45

**Joint Book-Running Managers:**

Credit Suisse Securities (USA) LLC

Goldman, Sachs & Co.

J.P. Morgan Securities LLC

Merrill Lynch, Pierce, Fenner & Smith Incorporated

**Co-Managers:**

Barclays Capital Inc.

BNY Mellon Capital Markets, LLC

Citigroup Global Markets Inc.

Deutsche Bank Securities Inc.

Fifth Third Securities, Inc.

Mizuho Securities USA Inc.

Morgan Stanley & Co. LLC

RBC Capital Markets, LLC

SunTrust Robinson Humphrey, Inc.

TD Securities (USA) LLC

The Williams Capital Group, L.P.

U.S. Bancorp Investments, Inc.

Wells Fargo Securities, LLC

Lebenthal & Co., LLC

**The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus 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 get 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 if you request it by contacting (i) Credit Suisse Securities (USA) LLC, Prospectus Department, toll-free at 1-800-221-1037, (ii) Goldman, Sachs & Co., Prospectus Department, toll-free at 1-866-471-2526, (iii) J.P. Morgan Securities LLC collect at 1-212-834-4533 or (iv) Merrill Lynch, Pierce, Fenner & Smith Incorporated toll-free at 1-800-294-1322.**

**\*Note: A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.**