

GOODYEAR TIRE & RUBBER CO /OH/  
Form FWP  
March 03, 2017

**Filed Pursuant to Rule 433**  
**Registration No. 333-207723**  
**March 2, 2017**

**Pricing Term Sheet**

Issuer:	The Goodyear Tire & Rubber Company
Security:	4.875% Senior Notes due 2027
Maturity:	March 15, 2027
Face Amount:	\$700,000,000
Gross Proceeds:	\$700,000,000
Net Proceeds exclusive of accrued interest (after deducting underwriting discounts and commissions but before offering expenses):	\$691,250,000
Coupon:	4.875%
Offering Price:	100.000% plus accrued interest, if any, from March 7, 2017
Yield:	4.875%
Trade Date:	March 2, 2017
Settlement Date:	March 7, 2017 (T+3)
Interest Payment Dates:	March 15 and September 15, beginning September 15, 2017
Record Dates:	March 1 and September 1
Make-Whole Call:	Prior to December 15, 2026 (three months prior to the maturity date), at greater of par and make-whole at discount rate of Treasury plus 50 basis points
Par Call:	At any time on or after December 15, 2026 (three months prior to the maturity date)
Spread to Treasury:	+ 238bps
Reference Treasury:	UST 2.25% due February 15, 2027
Underwriters:	J.P. Morgan Securities LLC  Barclays Capital Inc.  BNP Paribas Securities Corp.  Citigroup Global Markets Inc.  Credit Agricole Securities (USA) Inc.

Deutsche Bank Securities Inc.

Goldman, Sachs & Co.

HSBC Securities (USA) Inc.

Merrill Lynch, Pierce, Fenner & Smith

Incorporated

Wells Fargo Securities, LLC

Natixis Securities Americas LLC

BB Securities Limited

Capital One Securities, Inc.

MUFG Securities Americas Inc.

UniCredit Capital Markets LLC

Regions Securities LLC

The Huntington Investment Company

CUSIP/ISIN:

382550 BG5 / US382550BG56

**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 calling J.P. Morgan Securities LLC toll free at 1-800-999-2000.**