

SOUTHERN COPPER CORP/  
Form 424B2  
April 21, 2015  
TABLE OF CONTENTS

**Filed Pursuant to Rule 424(b)(2)**  
**Registration Number 333-203237**

**CALCULATION OF REGISTRATION FEE**

<b>Title of Each Class of Securities to be Registered</b>	<b>Proposed Maximum Aggregate Offering Price</b>	<b>Amount of Registration Fee(1)</b>
3.875% Notes due 2025	\$ 500,000,000	\$ 58,100
5.875% Notes due 2045	\$ 1,500,000,000	\$ 174,300

(1) Calculated in accordance with Rule 457(r) of the Securities Act of 1933, as amended.

TABLE OF CONTENTS**PROSPECTUS SUPPLEMENT**

(To Prospectus dated April 3, 2015)

**U.S.\$2,000,000,000****U.S.\$500,000,000 3.875% Notes due 2025****U.S.\$1,500,000,000 5.875% Notes due 2045**

We are offering U.S.\$500,000,000 aggregate principal amount of 3.875% notes due 2025 (the 2025 notes ) and U.S.\$1,500,000,000 aggregate principal amount of 5.875% notes due 2045 (the 2045 notes ). The 2025 notes will bear interest at a rate of 3.875% per year, and the 2045 notes will bear interest at a rate of 5.875% per year. We will pay interest on each series of notes semi-annually in arrears on April 23 and October 23 of each year, beginning on October 23, 2015. The 2025 notes will mature on April 23, 2025, and the 2045 notes will mature on April 23, 2045. We refer to both series of notes offered hereby collectively as our notes.

The notes will constitute our general unsecured obligations and the series of notes will rank *pari passu* with each other and will rank *pari passu* in right of payment with all of our other existing and future unsecured and unsubordinated indebtedness. The notes will not be guaranteed by any of our subsidiaries and as a result will be structurally subordinated to all existing and future indebtedness and other obligations of our subsidiaries, including trade payables.

We may, at our option, at any time, redeem some or all of the notes by paying the greater of the principal amount of the notes to be redeemed and the applicable make-whole amount, plus in each case, accrued interest to the redemption date. See Description of the Notes — Optional Redemption.

**Investing in the notes involves risks, including those described in the Risk Factors section on page S-10 of this prospectus supplement and the section entitled Risk Factors beginning on page 12 of our annual report on Form 10-K for the fiscal year ended December 31, 2014, which is incorporated by reference into this prospectus supplement and the accompanying prospectus.**

Application has been made to the Irish Stock Exchange plc (the Irish Stock Exchange ) for the approval of this document as Listing Particulars (as defined below). Application has been made to the Irish Stock Exchange for the notes to be admitted to the Official List and trading on the Global Exchange Market which is the exchange regulated market of the Irish Stock Exchange. The Global Exchange Market is not a regulated market for the purposes of Directive 2004/39/EC.

	<b>Per 2025</b>		<b>Per 2045</b>	
	<b>Note</b>	<b>Total</b>	<b>Note</b>	<b>Total</b>
Initial public offering price	99.459 % U.S.\$	497,295,000	98.833 % U.S.\$	1,482,495,000
Underwriting discount	0.300 % U.S.\$	1,500,000	0.400 % U.S.\$	6,000,000
Price to underwriters/Proceeds, before expenses	99.159 % U.S.\$	495,795,000	98.433 % U.S.\$	1,476,495,000

Price: The initial public offering price plus accrued interest, if any, from April 23, 2015.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

Edgar Filing: SOUTHERN COPPER CORP/ - Form 424B2

The underwriters expect to deliver the notes to purchasers in book-entry form only through the facilities of The Depository Trust Company for the accounts of its direct and indirect participants, including Clearstream Banking, société anonyme and Euroclear Bank S.A/N.V., on or about April 23, 2015.

Joint Lead Managers and Joint Bookrunners

**Credit Suisse**

**Morgan Stanley**

Joint Bookrunners

**BofA Merrill Lynch**

**HSBC**

**UBS Investment Bank**

The date of this prospectus supplement is April 20, 2015.

TABLE OF CONTENTS

The Company has not authorized anyone to provide you with information different from that contained in this prospectus supplement and the accompanying prospectus. This prospectus supplement and the accompanying prospectus may only be used where it is legal to sell these securities. The information contained in this prospectus supplement and the accompanying prospectus is accurate only as of the date of this prospectus supplement, regardless of the time of delivery of this prospectus supplement or any sales of the notes.

This document supplements, and should be read in conjunction with, the prospectus dated April 3, 2015, relating to the registered offering of certain securities by Southern Copper Corporation, all of which together constitute the Listing Particulars relating to the notes.

**TABLE OF CONTENTS**

**Prospectus Supplement**

<u>SUMMARY INFORMATION</u>	<u>S-1</u>
<u>THE OFFERING</u>	<u>S-5</u>
<u>SUMMARY HISTORICAL CONSOLIDATED FINANCIAL DATA</u>	<u>S-8</u>
<u>RISK FACTORS</u>	<u>S-10</u>
<u>CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS</u>	<u>S-12</u>
<u>USE OF PROCEEDS</u>	<u>S-13</u>
<u>CAPITALIZATION</u>	<u>S-14</u>
<u>BOARD OF DIRECTORS AND EXECUTIVE OFFICERS</u>	<u>S-15</u>
<u>DESCRIPTION OF THE NOTES</u>	<u>S-16</u>
<u>UNITED STATES FEDERAL INCOME TAX CONSEQUENCES TO NON-U.S. HOLDERS</u>	<u>S-29</u>
<u>EUROPEAN UNION SAVINGS DIRECTIVE</u>	<u>S-32</u>
<u>UNDERWRITING</u>	<u>S-33</u>
<u>LEGAL MATTERS</u>	<u>S-37</u>
<u>EXPERTS</u>	<u>S-37</u>
<u>ENFORCEMENT OF CIVIL LIABILITIES</u>	<u>S-37</u>
<u>LISTING AND GENERAL INFORMATION</u>	<u>S-38</u>

**Prospectus**

<u>ABOUT THIS PROSPECTUS</u>	<u>ii</u>
<u>SUMMARY INFORMATION</u>	<u>1</u>
<u>RISK FACTORS</u>	<u>2</u>
<u>CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS</u>	<u>3</u>
<u>RATIO OF EARNINGS TO FIXED CHARGES</u>	<u>4</u>
<u>USE OF PROCEEDS</u>	<u>5</u>
<u>PLAN OF DISTRIBUTION</u>	<u>6</u>
<u>SECURITIES WE MAY OFFER</u>	<u>10</u>
<u>DESCRIPTION OF CAPITAL STOCK</u>	<u>11</u>

<u>DESCRIPTION OF DEBT SECURITIES</u>	<u>13</u>
<u>LEGAL MATTERS</u>	<u>15</u>
<u>EXPERTS</u>	<u>15</u>
<u>WHERE YOU CAN FIND MORE INFORMATION</u>	<u>15</u>
<u>DOCUMENTS INCORPORATED BY REFERENCE</u>	<u>16</u>

This prospectus supplement and the accompanying prospectus are part of a registration statement that we filed with the Securities and Exchange Commission using a shelf registration process. Under the shelf registration process, we may offer from time to time senior or subordinated debt securities and common stock. In the accompanying prospectus, we provide you with a general description of the securities we may offer from time to time under our shelf registration statement. In this prospectus supplement, we provide you with specific information about the notes that we are selling in this offering. Both this prospectus supplement and the

## TABLE OF CONTENTS

accompanying prospectus include important information about us, our debt securities and other information you should know before investing. This prospectus supplement also adds, updates and changes information contained in the accompanying prospectus. You should read both this prospectus supplement and the accompanying prospectus as well as additional information described in the section entitled "Documents Incorporated by Reference" in the accompanying prospectus before investing in the notes.

We are responsible for the information contained and incorporated by reference in this prospectus supplement and in any free-writing prospectuses we prepare. To the best of our knowledge and belief the information contained in this prospectus supplement and the documents incorporated by reference herein is in accordance with the facts and does not omit anything likely to affect the import of such information. We have not authorized anyone to give you any other information, and we take no responsibility for any other information that others may give you. Neither we nor the underwriters are making any recommendation that you purchase the notes, and no one has been authorized by us or the underwriters to make any such recommendation. Neither we nor the underwriters are making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted. Our business, financial condition, results of operations and prospects may have changed since the date hereof.

In connection with this offering, underwriters may engage in transactions that stabilize, maintain or otherwise affect the price of the notes stabilizing and short-covering transactions in the notes, and the imposition of a penalty bid during and after this offering of the notes. Such stabilization, if commenced, may be discontinued at any time. For a description of these stabilization activities, see "Underwriting."

This communication is only being distributed to and is only directed at (i) persons who are outside the United Kingdom or (ii) investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "Order") or (iii) high net worth companies, and other persons to whom it may lawfully be communicated, falling within Article 49(2)(a) to (d) of the Order (all such persons together being referred to as "relevant persons") the notes are only available to, and any invitation, offer or agreement to subscribe, purchase or otherwise acquire such notes will be engaged in only with, relevant persons. Any person who is not a relevant person should not act or rely on this document or any of its contents.

In any Member State of the European Economic Area ("EEA") that has implemented the Prospectus Directive (as defined below) (each, a "Relevant Member State"), this communication is only addressed to and is only directed at qualified investors in that Member State within the meaning of the Prospectus Directive.

This prospectus supplement has been prepared on the basis that any offer of notes in any Relevant Member State will be made pursuant to an exemption under the Prospectus Directive from the requirement to publish a prospectus for offers of notes. Accordingly any person making or intending to make any offer within the EEA of notes which are the subject of the offering contemplated in this prospectus supplement may only do so in circumstances in which no obligation arises for us or any of the underwriters to publish a prospectus pursuant to Article 3 of the Prospectus Directive in relation to such offer. Neither we nor the underwriters have authorized, nor do they authorize, the making of any offer (other than Permitted Public Offers) of notes in circumstances in which an obligation arises for us or the underwriters to publish a prospectus for such offer.

Application has been made to the Irish Stock Exchange for the notes to be admitted to the Official List and trading on the Global Exchange Market, which is the exchange regulated market of the Irish Stock Exchange. We expect the total fees and expenses in connection with the admission of the notes to trading on the Global Exchange Market to be approximately €5,000.

### **Purchasers' representation**

Each person in a Relevant Member State who receives any communication in respect of, or who acquires any notes under, the offers contemplated in this prospectus supplement will be deemed to have represented, warranted and agreed to and with each underwriter and us that:

- (a) it is a qualified investor within the meaning of the law in that Relevant Member State implementing Article 2(1)(e) of the Prospectus Directive; and  
in the case of any notes acquired by it as a financial intermediary, as that term is used in Article 3(2) of the
- (b) Prospectus Directive, (i) the notes acquired by it in the offer have not been acquired on behalf of, nor have they been acquired with a view to their offer or resale to, persons in any Relevant Member

TABLE OF CONTENTS

State other than qualified investors, as that term is defined in the Prospectus Directive, or in circumstances in which the prior consent of underwriters has been given to the offer or resale; or (ii) where notes have been acquired by it on behalf of persons in any Relevant Member State other than qualified investors, the offer of those notes to it is not treated under the Prospectus Directive as having been made to such persons.

For the purposes of this representation, the expression an offer to the public in relation to any notes in any Relevant Member State means the communication in any form and by any means of sufficient information on the terms of the offer and any notes to be offered so as to enable an investor to decide to purchase or subscribe for the notes, as the same may be varied in that Relevant Member State by any measure implementing the Prospectus Directive in that Relevant Member State and the expression Prospectus Directive means Directive 2003/71/EC (and amendments thereto, including the 2010 PD Amending Directive, to the extent implemented in the Relevant Member State), and includes any relevant implementing measure in the Relevant Member State and the expression 2010 PD Amending Directive means Directive 2010/73/EU.

## TABLE OF CONTENTS

### **SUMMARY INFORMATION**

*This summary highlights selected information more fully described elsewhere in this prospectus supplement and the accompanying prospectus. This summary does not contain all of the information you should consider before investing in the notes. You should read this prospectus supplement, the accompanying prospectus, any free writing prospectus and the documents incorporated by reference herein and therein carefully, especially the risks of investing in the notes discussed in Risk Factors below and in the incorporated documents.*

*Throughout the remainder of this prospectus supplement, except as otherwise indicated, references to Southern Copper, we, us, our, SCC and the Company refer collectively to Southern Copper Corporation and its consolidated subsidiaries. Unless stated otherwise, references herein to U.S. dollars, dollars or U.S.\$ are to United States dollars.*

### **Southern Copper Corporation**

We are one of the largest integrated copper producers in the world. We produce copper, molybdenum, zinc and silver. All of our mining, smelting and refining facilities are located in Peru and Mexico and we conduct exploration activities in those countries and in Argentina, Chile and Ecuador. Our operations make us one of the largest mining companies in Peru and Mexico. We believe we have the largest copper reserves in the world. We were incorporated in Delaware in 1952 and have conducted copper mining operations since 1960. Since 1996, our common stock has been listed on both the New York and Lima Stock Exchanges.

Our Peruvian copper operations involve mining, milling and flotation of copper ore to produce copper concentrates and molybdenum concentrates; the smelting of copper concentrates to produce anode copper; and the refining of anode copper to produce copper cathodes. As part of this production process, we also produce significant amounts of molybdenum concentrate. Our precious metals plant at the Ilo refinery produces refined silver and gold, as well as other materials. Additionally, we produce refined copper using solvent extraction/electrowinning ( SX-EW ) technology. We operate the Toquepala and Cuajone mines high in the Andes Mountains, approximately 860 kilometers southeast of the city of Lima, Peru. We also operate a smelter and refinery west of the Toquepala and Cuajone mines in the coastal city of Ilo, Peru.

Our Mexican operations are conducted through our subsidiary, Minera Mexico, S.A. de C.V. ( Minera Mexico ), which we acquired in 2005. Minera Mexico engages primarily in the mining and processing of copper, molybdenum, zinc, silver, gold and lead. Minera Mexico operates through subsidiaries that are grouped into three separate units. Mexicana de Cobre, S.A. de C.V. (together with its subsidiaries) operates La Caridad, an open-pit copper mine, a copper ore concentrator, a SX-EW plant, a smelter, a refinery and a rod plant. The La Caridad refinery has a precious metals plant which produces refined silver and gold as well as other materials. Operadora de Minas e Instalaciones Mineras, S.A. de C.V. operates Buenavista, formerly named Cananea, an open-pit copper mine, which is located at the site of one of the world's largest copper ore deposits, a copper concentrator and three SX-EW plants. Industrial Minera Mexico, S.A. de C.V. (together with its subsidiaries) operates five underground mines that produce zinc, lead, copper, silver and gold, a coal mine and a zinc refinery.

We utilize modern, state-of-the art mining and processing methods, including global positioning systems and computerized mining operations. Our operations have a high level of vertical integration that allows us to manage the entire production process, from the mining of the ore to the production of refined copper, copper rod and other products and most related transport and logistics functions, using our own facilities, employees and equipment.

The sales prices for our products are largely determined by market forces outside of our control. Our management, therefore, focuses on cost control and production enhancement to remain profitable. We endeavor to achieve these

goals through capital spending programs, exploration efforts and cost reduction programs. Our focus is to remain profitable during periods of low copper prices and on maximizing results in periods of high copper prices.

Our principal executive offices are located at 1440 E. Missouri Avenue Suite 160, Phoenix, Arizona and our telephone number at that address is (602) 264-1375. Our website address is [www.southerncoppercorp.com](http://www.southerncoppercorp.com). The information on, or accessible through, our website is not part of this prospectus supplement and should not be relied upon in connection with making any investment decision with respect to the securities offered by this prospectus supplement.

S-1

## TABLE OF CONTENTS

### **Recent Developments**

#### **Copper Sulfate Solution Spill**

On August 6, 2014, an accidental spill of approximately 40,000 cubic meters of copper sulfate solution occurred at a leaching pond of the new SX-EW III plant at our Buenavista del Cobre mine in the State of Sonora, Mexico. The solution reached the Bacanuchi river, a tributary of the Sonora river. Our subsidiary Buenavista del Cobre, S.A. de C.V. ( BVC ) proceeded to notify the Mexican Federal Bureau of Environmental Protection (*Procuraduría Federal de Protección al Ambiente*; PROFEPA ) of the incident and to take immediate action to contain the spill and to comply with all legal requirements.

The National Water Commission (*Comisión Nacional del Agua*; CONAGUA ) and PROFEPA initiated administrative proceedings to determine whether or not the spill was the result of violations of environmental laws and to evaluate environmental damages. On August 19, 2014, PROFEPA announced the filing of a criminal complaint against BVC and those determined to be responsible for the environmental damages. The criminal complaint is in its procedural stages, and we are vigorously defending against it. On March 2, 2015, PROFEPA imposed administrative fines on BVC for an aggregate amount of approximately 30 million Mexican pesos. Additional sanctions may be imposed, including to cover the cost of clean-up and remediation of the contaminated sites, as well as for economic compensation to persons who provide evidence that they suffered direct damages from the spill.

On September 15, 2014, we executed an administrative agreement with PROFEPA, providing for the presentation to the Mexican Ministry of Environment and Natural Resources (*Secretaría de Medio Ambiente y Recursos Naturales*; SEMARNAT ) of a remedial action program. The remediation program was submitted to SEMARNAT on November 27, 2014 and approved on January 6, 2015.

We also created a trust with Nacional Financiera, S.N.C., a Mexican development bank, acting as trustee, to serve as a vehicle to support environmental remedial actions in connection with the spill, to comply with the remedial action plan and to compensate for damages caused to persons adversely affected by the spill. We committed up to 2.0 billion Mexican pesos to the trust, of which approximately 1.0 billion Mexican pesos have already been contributed. A technical committee of the trust was created with representatives from the federal government, us and independent environmental experts to ensure the proper use of these resources. Along with the administrative agreement executed with PROFEPA, the trust serves as an alternative mechanism for dispute resolution to mitigate public and private litigation risks.

Independently of the execution of the administrative agreement with PROFEPA and the creation of the abovementioned trust, since the first day of the copper solution spill, we have taken actions to remediate the contaminated sites. On August 29, 2014, we hired more than 1,200 workers and environmental specialists to clean the river. We believe that most of the damage caused by the spill has been corrected.

As of December 31, 2014, we estimated the contingent liability resulting from this spill at U.S.\$91.4 million (of which U.S.\$16.4 million had been paid previous to the establishment of the trust, and approximately U.S.\$74.9 million were deposited in the trust), and we made an environmental remediation provision in that amount, which we recorded as an operating expense in our 2014 year end results.

In addition to the administrative proceedings initiated by PROFEPA directly derived from the spill, CONAGUA and the Federal Commission for the Protection of Sanitary Risks (*Comisión Federal para la Protección contra Riesgos Sanitarios*; COFEPRIS ) have initiated certain proceedings, not directly linked to the spill, to monitor our compliance with the applicable environmental and sanitary laws. We have also been served with three collective action lawsuits seeking damages for injuries related to the spill. We consider that these lawsuits are without merit and are vigorously

defending against them.

We do not expect that the legal proceedings resulting from the spill, individually or in the aggregate, would have a material effect on our financial position or results of operations.

S-2

## TABLE OF CONTENTS

### **Tia Maria Project (Peru)**

Our Tia Maria mine project in Peru has experienced a delay pending the resolution of certain differences with community groups. The Peruvian government is promoting a dialogue roundtable with the community groups that are opposed to our Tia Maria project for the resolution of these differences, which we expect will be settled soon. We believe that this mechanism will allow us to reach an agreement satisfactory to the community, the Peruvian government and us. Pending resolution of the issues, we expect to receive the construction permit for the Tia Maria mine project before the end of 2015.

### **Dividend**

On January 29, 2015, we declared a dividend of U.S.\$0.10 per share of common stock, which was paid on March 3, 2015, to our shareholders of record at the close of business on February 17, 2015.

### **Share Repurchase Program**

On January 29, 2015 our Board of Directors approved a U.S.\$1.0 billion increase in our share repurchase program. As a result of this increase, our authorized share repurchase program currently amounts to U.S.\$3.0 billion, of which approximately U.S.\$1.0 billion is available as of the date of this prospectus supplement.

### **First Quarter 2015 Financial Results**

Our results for the first quarter of 2015 are not yet available as of the date of this prospectus supplement. We expect to finalize our condensed consolidated interim financial statements as of and for the three-month period ended March 31, 2015 (the First Quarter 2015 Financial Statements), after this offering is completed, and we expect to report our results to the Securities and Exchange Commission thereafter consistent with past practice.

Prices for copper, molybdenum and zinc were lower in the first quarter of 2015 than in the fourth quarter of 2014. Based on published prices on the London Metal Exchange, average prices in the first quarter were 12% lower for copper, 9% lower for molybdenum and 7% lower for zinc, compared to average prices in the fourth quarter of 2014. Average prices in the first quarter were 2% higher for both gold and silver than in the fourth quarter of 2014.

Based on preliminary information available as of the date of this prospectus supplement, our net sales for the first quarter of 2015, compared to the fourth quarter of 2014, were adversely affected by lower prices for copper, molybdenum and zinc and, to a lesser degree, by lower production and shipping delays resulting from heavy rains and high seas affecting our operations in Peru (substantially consistent with first-quarter weather conditions in previous years). Also based on preliminary information, the decline in margin and net income as a result of lower net sales was partially offset by lower operating cash cost per pound due to lower production cost and treatment and refining charges. Based on preliminary information, capital expenditures for the first quarter of 2015 were in line with our budgeted capital expenditures. Share repurchases in the first quarter of 2015 totaled approximately \$370 million.

The information above is based on our reasonable estimates and preliminary information available as of the date of this prospectus supplement. Internal reviews and procedures necessary to complete our First Quarter 2015 Financial Statements are ongoing as of the date of this prospectus supplement.

We cannot ensure, therefore, that our First Quarter 2015 Financial Statements will be consistent with the trends and financial and operating performance shown in the financial information included in or incorporated by reference into this prospectus supplement, or that the results set forth in our First Quarter 2015 Financial Statements (or the market perception of such results) will not adversely affect the trading price of our securities. Our preliminary financial

information for the three months ended March 31, 2015 has not been audited, reviewed or subject to any procedures by our independent auditors, and it is possible that auditor review may result in adjustments to the preliminary information discussed above.

S-3

TABLE OF CONTENTS

**Toquepala Expansion Project**

On April 14, 2015, we received the approval from the Peruvian Ministry of Mining and Energy (*Ministerio de Energía y Minas*) to increase the production capacity of the Toquepala concentrator from 60,000 to 120,000 metric tons per day, which is expected to add to its production 100,000 tons of refined copper and 3,100 metric tons of molybdenum per year, commencing in 2017. Following the completion of this expansion project, we estimate that the copper production of Toquepala will reach 231,000 metric tons per year.

The Toquepala concentrator expansion project represents an investment of \$1.2 billion. We estimate that this project will generate 2,200 jobs during the construction phase and 300 permanent jobs in Peru for the duration of its operation. This project will not require the use of additional fresh water and it is expected to allow for higher water recovery from the tailings facilities which, in turn, will be recycled for use in the concentration process.

S-4

## TABLE OF CONTENTS

### **THE OFFERING**

#### **Issuer**

Southern Copper Corporation

#### **Securities Offered**

U.S.\$500,000,000 aggregate principal amount of 3.875% notes due 2025.

U.S.\$1,500,000,000 aggregate principal amount of 5.875% notes due 2045.

#### **Price to Public**

The 2025 notes: 99.459%, plus accrued interest, if any, from April 23, 2015.

The 2045 notes: 98.833%, plus accrued interest, if any, from April 23, 2015.

#### **Issue Date**

April 23, 2015

#### **Maturity Date**

The 2025 notes: April 23, 2025.

The 2045 notes: April 23, 2045.

#### **Interest Rate**

The 2025 notes: 3.875% per annum, payable semi-annually in arrears.

The 2045 notes: 5.875% per annum, payable semi-annually in arrears.

#### **Interest Payment Dates**

April 23 and October 23 of each year, commencing on October 23, 2015.

#### **Optional Redemption**

We may, at our option, at any time, redeem some or all of the notes by paying the greater of the principal amount of the notes to be redeemed and the applicable make-whole amount, plus in each case, accrued interest to the redemption date, as described under Description of the Notes — Optional Redemption.

#### **Ranking**

The notes will constitute our senior unsecured obligations and will rank *pari passu* in right of payment with all of our other present and future unsecured and unsubordinated indebtedness. The notes will not be guaranteed by any of our subsidiaries and as a result will be structurally subordinated to all existing and future indebtedness and other obligations of our subsidiaries, including trade payables. See Description of the Notes — General.

#### **Further Issuances**

We may from time to time, without notice to or consent of the holders of the notes, create and issue an unlimited principal amount of additional notes of the same series as any of the notes offered pursuant to this prospectus supplement.

#### **Certain Covenants**

The indenture relating to the notes contains certain covenants, including limitations on liens, limitations on sale and leaseback transactions, and limitations on consolidations, mergers, sales or conveyances. All of these limitations and restrictions are subject to a number of significant exceptions. See Description of the Notes — Covenants.

S-5

## TABLE OF CONTENTS

### **Change of Control**

If we experience a Change of Control Triggering Event (as defined in the indenture governing the notes), we must offer to repurchase the notes at a purchase price equal to 101% of the principal amount thereof, plus accrued and unpaid interest, if any. See Description of the Notes — Covenants — Repurchase of Notes at the Option of Holders Upon a Change of Control Triggering Event.

### **Book Entry; Form and Denominations**

Each series of the notes will be issued in the form of one or more global notes without coupons, registered in the name of a nominee of The Depository Trust Company, or DTC, as depository, for the accounts of its participants including Clearstream Banking, *société anonyme* ( Clearstream ) and Euroclear Bank S.A./N.V. ( Euroclear ). Notes in definitive certificated form will not be issued in exchange for the global notes except under limited circumstances. Each series of the notes will be issued in minimum denominations of U.S.\$2,000 and integral multiples of U.S.\$1,000 in excess thereof. See Description of the Notes — Form, Denomination and Title.

### **Use of Proceeds**

We intend to use the net proceeds from this offering for general corporate purposes, including the financing of our capital expenditure program.

### **United States Federal Income Tax Consequences to Non-U.S. Holders**

You should consult your tax advisor with respect to the U.S. federal income tax consequences of owning the notes in light of your own particular situation and with respect to any tax consequences arising under the laws of any state, local, foreign or other taxing jurisdiction. See United States Federal Income Tax Consequences to Non-U.S. Holders.

### **Governing Law**

The notes and the indenture will be governed by the laws of the State of New York.

### **Trustee, Registrar and Paying Agent**

Wells Fargo Bank, National Association

### **Listing and Trading**

We will apply to list the notes on the Global Exchange Market of the Irish Stock Exchange.

### **Irish Listing Agent**

Arthur Cox Listing Services Limited

### **Risk Factors**

See Risk Factors beginning on page S-10 of this prospectus supplement and the section entitled Risk Factors beginning on page 12 of our annual report on Form 10-K for the fiscal year ended December 31, 2014, for a discussion of certain relevant factors you should carefully consider before deciding to invest in the notes.

S-6

TABLE OF CONTENTS

**Securities Codes**

The notes will be assigned the following securities codes:

The 2025 notes:

CUSIP: 84265V AH8

ISIN: US84265VAH87