

DIAGEO CAPITAL PLC

Form FWP

May 16, 2018

Free Writing Prospectus dated May 15, 2018

Filed Pursuant to Rule 433(d)  
Registration Statement No. 333-224340  
May 15, 2018

**Diageo Capital plc**

**\$500,000,000 Floating Rate Notes due 2020**

**Guaranteed as to the payment of Principal and Interest by**

**Diageo plc**

**Final Term Sheet**

<b>Issuer:</b>	Diageo Capital plc
<b>Guarantor:</b>	Diageo plc
<b>Notes:</b>	\$500,000,000 Floating Rate Notes due 2020
<b>Format:</b>	SEC registered
<b>Principal Amount:</b>	\$500,000,000
<b>Net Proceeds (after underwriting discount before expenses):</b>	\$499,375,000
<b>Use of Proceeds:</b>	General corporate purposes
<b>Minimum Denomination:</b>	\$200,000
<b>Day Count:</b>	Actual/360, Modified Following, Adjusted
<b>Re-offer Price:</b>	100%
<b>Issue Date:</b>	May 18, 2018 (T+3)
<b>Maturity Date:</b>	May 18, 2020
<b>Floating Interest Rate:</b>	For the first Interest Period, LIBOR as determined on May 16, 2018 plus 0.240% per annum. Thereafter, LIBOR as determined on the applicable Interest Determination Date plus 0.240% per annum.
<b>Interest Payment Dates:</b>	August 18, November 18, February 18 and May 18 of each year, commencing on August 18, 2018
<b>Interest Reset Dates:</b>	August 18, November 18, February 18 and May 18 of each year, commencing on August 18, 2018
<b>Interest Periods:</b>	From and including an Interest Payment Date to but excluding the next succeeding Interest Payment Date.
<b>Interest Determination Dates:</b>	The second London Banking Day preceding the applicable Interest Reset Date.
<b>Business Days:</b>	New York, London

<b>Tax Redemption:</b>	Redeemable as described under Description of Notes Optional Tax Redemption in the Preliminary Prospectus Supplement.
<b>Preliminary Prospectus Supplement:</b>	Preliminary Prospectus Supplement dated May 15, 2018 (the Preliminary Prospectus Supplement, incorporating the Prospectus dated April 19, 2018 relating to the Notes). If there is any discrepancy or contradiction between this Final Term Sheet and the Preliminary Prospectus Supplement, this Final Term Sheet shall prevail.
<b>Risk Factors:</b>	An investment in the Notes involves risks. See Risk Factors beginning on page S-9 of the Preliminary Prospectus Supplement.

<b>Joint Bookrunners:</b>	Barclays Capital Inc.  Goldman Sachs & Co. LLC  Merrill Lynch, Pierce, Fenner & Smith  Incorporated  Santander Investment Securities Inc.  Standard Chartered Bank  UBS Securities LLC
<b>Settlement:</b>	DTC; Book-entry; Transferable
<b>Expected Rating:*</b>	Moody's: A3 / S&P: A- / Fitch: A-
<b>Expected Listing:</b>	London Stock Exchange
<b>CUSIP</b>	25243Y AW9
<b>ISIN</b>	US25243YAW93
<b>Governing Law:</b>	New York law
<b>Selling Restrictions:</b>	See Underwriting beginning on page S-19 of the Preliminary Prospectus Supplement.
<b>Definitions:</b>	Unless otherwise defined herein, all capitalized terms have the meaning set forth in the Preliminary Prospectus Supplement.

**Diageo Capital plc**

**\$500,000,000 3.000% Notes due 2020**

**Guaranteed as to the payment of Principal and Interest by**

**Diageo plc**

**Final Term Sheet**

<b>Issuer:</b>	Diageo Capital plc
<b>Guarantor:</b>	Diageo plc
<b>Notes:</b>	\$500,000,000 3.000% Notes due 2020
<b>Format:</b>	SEC registered
<b>Principal Amount:</b>	\$500,000,000
<b>Net Proceeds (after underwriting discount before expenses):</b>	\$499,115,000
<b>Use of Proceeds:</b>	General corporate purposes
<b>Minimum Denomination:</b>	\$200,000
<b>Day Count:</b>	30/360, Following, Unadjusted
<b>Re-offer Price:</b>	99.948%
<b>Re-offer Yield:</b>	3.027%
<b>Issue Date:</b>	May 18, 2018 (T+3)
<b>Maturity Date:</b>	May 18, 2020
<b>Coupon:</b>	3.000%
<b>Interest Payment Dates:</b>	November 18 and May 18 of each year, commencing on November 18, 2018
<b>Underlying Treasury:</b>	2.375% due April 30, 2020
<b>Treasury Price / Yield:</b>	99.617 / 2.577%
<b>Spread:</b>	0.45%
<b>Business Days:</b>	New York, London
<b>Tax Redemption:</b>	Redeemable as described under Description of Notes Optional Tax Redemption in the Preliminary Prospectus Supplement.
<b>Preliminary Prospectus Supplement:</b>	Preliminary Prospectus Supplement dated May 15, 2018 (the Preliminary Prospectus Supplement, incorporating the Prospectus dated April 19, 2018 relating to the Notes). If there is any discrepancy or contradiction between this Final Term Sheet and the Preliminary Prospectus Supplement, this Final Term Sheet shall prevail.
<b>Risk Factors:</b>	

An investment in the Notes involves risks. See Risk Factors beginning on page S-9 of the Preliminary Prospectus Supplement.

**Joint Bookrunners:**

Barclays Capital Inc.

Goldman Sachs & Co. LLC

Merrill Lynch, Pierce, Fenner & Smith

Incorporated

Santander Investment Securities Inc.

Standard Chartered Bank

UBS Securities LLC

<b>Settlement:</b>	DTC; Book-entry; Transferable
<b>Expected Rating:*</b>	Moody's: A3 / S&P: A- / Fitch: A-
<b>Expected Listing:</b>	London Stock Exchange
<b>CUSIP:</b>	25243Y AX7
<b>ISIN:</b>	US25243YAX76
<b>Governing Law:</b>	New York law
<b>Selling Restrictions:</b>	See Underwriting beginning on page S-19 of the Preliminary Prospectus Supplement.
<b>Definitions:</b>	Unless otherwise defined herein, all capitalized terms have the meaning set forth in the Preliminary Prospectus Supplement.

**Diageo Capital plc**

**\$500,000,000 3.500% Notes due 2023**

**Guaranteed as to the payment of Principal and Interest by**

**Diageo plc**

**Final Term Sheet**

<b>Issuer:</b>	Diageo Capital plc
<b>Guarantor:</b>	Diageo plc
<b>Notes:</b>	\$500,000,000 3.500% Notes due 2023
<b>Format:</b>	SEC registered
<b>Principal Amount:</b>	\$500,000,000
<b>Net Proceeds (after underwriting discount before expenses):</b>	\$497,735,000
<b>Use of Proceeds:</b>	General corporate purposes
<b>Minimum Denomination:</b>	\$200,000
<b>Day Count:</b>	30/360, Following, Unadjusted
<b>Re-offer Price:</b>	99.777%
<b>Re-offer Yield:</b>	3.547%
<b>Issue Date:</b>	May 18, 2018 (T+3)
<b>Maturity Date:</b>	September 18, 2023
<b>Coupon:</b>	3.500%
<b>Interest Payment Dates:</b>	September 18 and March 18 of each year, commencing on September 18, 2018 (short first coupon payment date)
<b>Underlying Treasury:</b>	2.750% due April 30, 2023
<b>Treasury Price / Yield:</b>	99.234 / 2.917%
<b>Spread:</b>	0.63%
<b>Business Days:</b>	New York, London
<b>Optional Redemption:</b>	Prior to August 18, 2023, the greater of 100% of principal amount or present value at a discount rate of Treasury plus 10 bps.

On or after August 18, 2023, 100% of the principal amount.

<b>Tax Redemption:</b>	Redeemable as described under Description of Notes Optional Tax Redemption in the Preliminary Prospectus Supplement.
<b>Preliminary Prospectus Supplement:</b>	Preliminary Prospectus Supplement dated May 15, 2018 (the Preliminary Prospectus Supplement, incorporating the Prospectus dated April 19, 2018 relating to the Notes). If there is any discrepancy or contradiction between this Final Term Sheet and the Preliminary Prospectus Supplement, this Final Term Sheet shall prevail.
<b>Risk Factors:</b>	An investment in the Notes involves risks. See Risk Factors beginning on page S-9 of the Preliminary Prospectus Supplement.



<b>Joint Bookrunners:</b>	Barclays Capital Inc.  Goldman Sachs & Co. LLC  Merrill Lynch, Pierce, Fenner & Smith  Incorporated  Santander Investment Securities Inc.  Standard Chartered Bank  UBS Securities LLC
<b>Settlement:</b>	DTC; Book-entry; Transferable
<b>Expected Rating:*</b>	Moody's: A3 / S&P: A- / Fitch: A-
<b>Expected Listing:</b>	London Stock Exchange
<b>CUSIP:</b>	25243Y AY5
<b>ISIN:</b>	US25243YAY59
<b>Governing Law:</b>	New York law
<b>Selling Restrictions:</b>	See Underwriting beginning on page S-19 of the Preliminary Prospectus Supplement.
<b>Definitions:</b>	Unless otherwise defined herein, all capitalized terms have the meaning set forth in the Preliminary Prospectus Supplement.

**Diageo Capital plc**

**\$500,000,000 3.875% Notes due 2028**

**Guaranteed as to the payment of Principal and Interest by**

**Diageo plc**

**Final Term Sheet**

<b>Issuer:</b>	Diageo Capital plc
<b>Guarantor:</b>	Diageo plc
<b>Notes:</b>	\$500,000,000 3.875% Notes due 2028
<b>Format:</b>	SEC registered
<b>Principal Amount:</b>	\$500,000,000
<b>Net Proceeds (after underwriting discount before expenses):</b>	\$496,505,000
<b>Use of Proceeds:</b>	General corporate purposes
<b>Minimum Denomination:</b>	\$200,000
<b>Day Count:</b>	30/360, Following, Unadjusted
<b>Re-offer Price:</b>	99.631%
<b>Re-offer Yield:</b>	3.920%
<b>Issue Date:</b>	May 18, 2018 (T+3)
<b>Maturity Date:</b>	May 18, 2028
<b>Coupon:</b>	3.875%
<b>Interest Payment Dates:</b>	November 18 and May 18 of each year, commencing on November 18, 2018
<b>Underlying Treasury:</b>	2.875% due May 15, 2028
<b>Treasury Price / Yield:</b>	98.328 / 3.070%
<b>Spread:</b>	0.85%
<b>Business Days:</b>	New York, London
<b>Optional Redemption:</b>	Prior to February 18, 2028, the greater of 100% of principal amount or present value at a discount rate of Treasury plus 15 bps.
	On or after February 18, 2028, 100% of the principal amount.
<b>Tax Redemption:</b>	Redeemable as described under Description of Notes Optional Tax Redemption in the Preliminary Prospectus Supplement.

**Preliminary Prospectus Supplement:**

Preliminary Prospectus Supplement dated May 15, 2018 (the Preliminary Prospectus Supplement, incorporating the Prospectus dated April 19, 2018 relating to the Notes). If there is any discrepancy or contradiction between this Final Term Sheet and the Preliminary Prospectus Supplement, this Final Term Sheet shall prevail.

**Risk Factors:**

An investment in the Notes involves risks. See Risk Factors beginning on page S-9 of the Preliminary Prospectus Supplement.

<b>Joint Bookrunners:</b>	Barclays Capital Inc.  Goldman Sachs & Co. LLC  Merrill Lynch, Pierce, Fenner & Smith  Incorporated  Santander Investment Securities Inc.  Standard Chartered Bank  UBS Securities LLC
<b>Settlement:</b>	DTC; Book-entry; Transferable
<b>Expected Rating:*</b>	Moody's: A3 / S&P: A- / Fitch: A-
<b>Expected Listing:</b>	London Stock Exchange
<b>CUSIP:</b>	25243Y AZ2
<b>ISIN:</b>	US25243YAZ25
<b>Governing Law:</b>	New York law
<b>Selling Restrictions:</b>	See Underwriting beginning on page S-19 of the Preliminary Prospectus Supplement.
<b>Definitions:</b>	Unless otherwise defined herein, all capitalized terms have the meaning set forth in the Preliminary Prospectus Supplement.

**\* A security rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time by the assigning rating organization. Each rating should be evaluated independently of any other rating.**

**Diageo has filed a registration statement (including a prospectus) (File No. 333-224340) with the U.S. Securities and Exchange Commission ( 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 Diageo 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, Diageo or any underwriter participating in the offering will arrange to send you the prospectus if you request it by calling Barclays on 1-888-603-5847; BofA Merrill Lynch on 1-800-294-1322; Goldman Sachs & Co. LLC on 1-866-471-2526; or UBS Securities LLC on 1-888-827-7275.**

**MiFID II professionals / ECPs-only / No PRIIPs KID** Manufacturer target market for MIFID II product governance purposes is eligible counterparties and professional clients only (all distribution channels). No PRIIPs key information document (KID) has been prepared as not available to retail in the European Economic Area.

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