

BB&T CORP  
Form FWP  
April 24, 2013

Filed Pursuant to Rule 433

Registration No. 333-175538

April 24, 2013

**Term Sheet**

**Depository Shares, Each Representing a 1/1,000th Interest**

**in a Share of Series G Non-Cumulative Perpetual Preferred Stock**

**Issuer:** BB&T Corporation (Ticker: BBT)

**Security:** Depository shares, each representing a 1/1,000<sup>th</sup> interest in a share of Series G Non-Cumulative Perpetual Preferred Stock

**Size:** \$450,000,000 (18 million depository shares)

**Over-allotment**

**Option:** \$50,000,000 (2 million depository shares)

**Maturity:** Perpetual

**Expected Ratings\*:** Baa2 (negative) / BBB (negative) / BBB- (stable) / BBB (stable) (Moody's / S&P / Fitch / DBRS)

**Liquidation**

**Preference:** \$25,000 per share (equivalent to \$25 per depository share)

**Dividend Rate**

**(Non-Cumulative):** At a rate *per annum* equal to 5.200% from the date of issuance

**Dividend Payment**

**Date:** 1<sup>st</sup> day of March, June, September and December of each year, commencing on June 1, 2013

**Optional Redemption:** On or after June 1, 2018, the Series G Preferred Stock may be redeemed at the Issuer's option, in whole, or in part, at a redemption price equal to \$25,000 per share (equivalent to \$25 per depository share), plus any declared and unpaid dividends, without accumulation of any undeclared dividends.

The Series G Preferred Stock also may be redeemed at the Issuer's option in whole, but not in part, prior to June 1, 2018 upon the occurrence of a regulatory capital treatment event, as described in the prospectus supplement, at a redemption price equal to \$25,000 per share (equivalent to \$25 per depository share), plus

## Edgar Filing: BB&T CORP - Form FWP

any declared and unpaid dividends, without accumulation of any undeclared dividends. Neither the holders of Series G Preferred Stock nor holders of depositary shares will have the right to require the redemption or repurchase of the Series G Preferred Stock.

**Trade Date:** April 24, 2013

**Settlement Date:** May 1, 2013 (T + 5)

**Public Offering** \$25.00 per depositary share

**Price:**

**Underwriting Discount:** \$12,408,560

**Net Proceeds (before expenses)** \$437,591,440

**to Issuer:**

**Joint Book-Running** Merrill Lynch, Pierce, Fenner & Smith

**Managers:** Incorporated

BB&T Capital Markets, a division of BB&T Securities, LLC

Deutsche Bank Securities Inc.

Morgan Stanley & Co. LLC

UBS Securities LLC

Wells Fargo Securities, LLC

**Listing:** We intend to apply to list the depositary shares on the New York Stock Exchange under the symbol BBT PrG.

**CUSIP/ISIN:** 054937800 / US0549378000

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

This communication is intended for the sole use of the person to whom it is provided by us. 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 Merrill Lynch, Pierce, Fenner & Smith Incorporated at 1-800-294-1322, BB&T Capital Markets, a division of BB&T Securities, LLC via e-mail at [prospectusrequests@bbandtcm.com](mailto:prospectusrequests@bbandtcm.com), Deutsche Bank Securities Inc. at 1-800-503-4611 or via e-mail at [prospectus.CPDG@db.com](mailto:prospectus.CPDG@db.com), Morgan Stanley & Co. LLC at 1-866-718-1649, UBS Securities LLC at 1-877-827-6444, ext. 561 3884, or Wells Fargo Securities, LLC at 1-800-326-5897.