

STANLEY BLACK & DECKER, INC.  
Form FWP  
February 27, 2019

**Free Writing Prospectus**

**Filed pursuant to Rule 433**

**To Prospectus dated October 25, 2017**

**Preliminary Prospectus Supplement dated February 27, 2019**

**Registration Statement File No. 333-221127**

**Stanley Black & Decker, Inc.**

**Offering of:**

**\$500,000,000 3.400% Notes due 2026 (the Notes )**

**(the Offering )**

**Term Sheet**

**February 27, 2019**

*The information in this pricing term sheet relates to the Offering and should be read together with the preliminary prospectus supplement dated February 27, 2019 (the Preliminary Prospectus Supplement ), including the documents incorporated by reference therein and the related base prospectus dated October 25, 2017, filed pursuant to Rule 424(b) under the Securities Act of 1933 (Registration Statement File No. 333-221127). Terms used but not defined herein, with respect to the Offering, have the meanings ascribed to them in the Preliminary Prospectus Supplement.*

|                                   |   |
|-----------------------------------|---|
| Issuer:                           | Stanley Black & Decker, Inc. (NYSE: SWK)              |
| Trade Date:                       | February 27, 2019                                     |
| Settlement Date (T+2):            | March 1, 2019   |
| Title of Security:                | 3.400% Notes due 2026                                 |
| Principal Amount:                 | \$500,000,000   |
| Maturity Date:                    | March 1, 2026   |
| Coupon:                           | 3.400% accruing from March 1, 2019                    |
| Interest Payment Dates:           | March 1 and September 1, commencing September 1, 2019 |
| Benchmark Treasury:               | 2.625% due January 31, 2026                           |
| Benchmark Treasury Price / Yield: | 100-10+ / 2.573%                                      |

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|                               |  |
|-------------------------------|--|
| Spread to Benchmark Treasury: | T + 85 bps   |
| Yield to Maturity:            | 3.423%   |
| Price to Public:              | 99.858% of the Principal Amount, plus accrued interest, if any, from the Settlement Date |

Optional Redemption Provision:

Make-Whole Call: Prior to January 1, 2026 (the date that is two months prior to the maturity date),  
make-whole call at Treasury rate plus 15 bps

Par Call: At any time on or after January 1, 2026

CUSIP / ISIN: 854502 AK7 / US854502AK74

Day Count Convention: 30/360

Payment Business Days: New York

Expected Ratings\*:

Moody s: Baa1 (Stable)

S&P: A (Stable)

Fitch: A- (Stable)

Joint Book-Running Managers: Citigroup Global Markets Inc.

Deutsche Bank Securities Inc.

RBC Capital Markets, LLC

Wells Fargo Securities, LLC

**\*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.**

**The issuer has filed a registration statement, including a prospectus, with the Securities and Exchange Commission (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, copies may be obtained by contacting Citigroup Global Markets Inc., c/o Broadridge Financial Solutions, 1155 Long Island Avenue, Edgewood, New York 11717, or by emailing at [prospectus@citi.com](mailto:prospectus@citi.com), or by calling at (800) 831-9146; Deutsche Bank Securities Inc., Attention: Prospectus Group, 60 Wall Street, New York, New York 10005, or by emailing at [prospectus.CPDG@db.com](mailto:prospectus.CPDG@db.com) or by calling at (800) 503-4611; RBC Capital Markets, LLC, 200 Vesey Street, 8th Floor, New York, New York 10281, Attention: Transaction Management, or by emailing at [rbcnyfixedincomeprospectus@rbccm.com](mailto:rbcnyfixedincomeprospectus@rbccm.com), or by calling at (866) 375-6829, or by fax at (212) 658-6137; and Wells Fargo Securities, LLC, 608 2nd Avenue South, Suite 1000, Attention: WFS Customer Service, Minneapolis, Minnesota 55402, or by emailing at [wfscustomerservice@wellsfargo.com](mailto:wfscustomerservice@wellsfargo.com), or by calling (800) 645-3751.**

**This communication should be read in conjunction with the Preliminary Prospectus Supplement and the accompanying base prospectus. The information in this communication supersedes the information in the Preliminary Prospectus Supplement and the accompanying base prospectus to the extent inconsistent with the information in the Preliminary Prospectus Supplement and the accompanying base prospectus.**

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