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Calculation of Registration Fee

	<u>Title of each class of securities to be registered</u>	<u>Amount reg</u>
0.800% Senior Notes due 2016		\$ 300
1.550% Senior Notes due 2018		\$ 800
3.000% Senior Notes due 2023		\$ 500
4.500% Senior Notes due 2043		\$1,000
TOTAL		<u>\$2,600</u>

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

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Prospectus Supplement to Prospectus dated January 28, 2013

\$2,600,000,000

Berkshire Hathaway Inc.

\$300,000,000 0.800% Senior Notes due 2016
\$800,000,000 1.550% Senior Notes due 2018
\$500,000,000 3.000% Senior Notes due 2023
\$1,000,000,000 4.500% Senior Notes due 2043

We are offering (i) \$300,000,000 of our 0.800% Senior Notes due 2016, (ii) \$800,000,000 of our 1.550% Senior Notes due 2018, (iii) \$500,000,000 of our 3.000% Senior Notes due 2023, and (iv) \$1,000,000,000 of our 4.500% Senior Notes due 2043 (together, the “notes”).

Interest on the 0.800% Senior Notes due 2016, the 3.000% Senior Notes due 2023, and the 4.500% Senior Notes due 2043 will accrue from the date of original issuance, expected to be February 11, 2013, and will be payable on February 11 and August 11 of each year, commencing on February 11, 2013, and will be payable on February 11 and August 11 of each year, commencing on August 9, 2013. The 0.800% Senior Notes due 2016 will mature on February 11, 2016, the 1.550% Senior Notes due 2018 will mature on February 9, 2018, the 3.000% Senior Notes due 2023 will mature on February 11, 2023, and the 4.500% Senior Notes due 2043 will mature on February 11, 2043.

We may redeem the 1.550% Senior Notes due 2018, the 3.000% Senior Notes due 2023, and the 4.500% Senior Notes due 2043 at any time at the redemption prices as described under “Description of the Notes — Optional Redemption.”

We will not have the right to redeem the 0.800% Senior Notes due 2016 prior to their maturity.

The notes will be senior unsecured indebtedness of Berkshire Hathaway Inc. and will rank equally with all of its other existing unsecured indebtedness.

The notes will not be listed on any securities exchange. Currently, there is no public market for the notes.

The risks involved in investing in our debt securities are described in the [“Risk Factors”](#) section on page S-6 of this prospectus.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.

	<u>Per 0.800% Senior Note due 2016</u>	<u>Per 1.550% Senior Note due 2018</u>	<u>Per 3.000% Senior Note due 2023</u>	<u>Per Se d</u>
Initial public offering price(1)	99.991%	99.861%	99.154%	
Underwriting discount	0.200%	0.325%	0.425%	
Proceeds, before expenses, to Berkshire Hathaway Inc.	99.791%	99.536%	98.729%	

(1) Plus accrued interest from February 11, 2013, if delivery of the notes occurs after such date.

The underwriters expect to deliver the notes to purchasers through the book-entry delivery system of The Depository Trust Company, including Euroclear Bank S.A./N.V. and Clearstream Banking, société anonyme, on or about February 11, 2013.

Goldman, Sachs & Co.

Prospectus Supplement dated January 29, 2013

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Prospectus

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You should read this prospectus supplement, the accompanying prospectus and any related free writing prospectus Exchange Commission (the “SEC”) carefully before you invest in the notes. This document contains or incorporates information you should consider before making your investment decision. You should rely only on the information contained in this prospectus supplement, the accompanying prospectus and any such free writing prospectus. We have not, authorized anyone else to provide you with any different or additional information. You should not assume that the information in this prospectus supplement, the accompanying prospectus (as updated by this prospectus supplement) or any such free writing prospectus is accurate as of any date other than their respective dates, or that the information we previously filed with the SEC and incorporated by reference in this prospectus supplement or the accompanying prospectus is accurate as of any date other than the date of the document to which it is incorporated by reference. Our business, financial condition, results of operations and prospects may have changed since those dates.

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FORWARD-LOOKING INFORMATION

Certain statements contained, or incorporated by reference, in this prospectus supplement are “forward-looking” statements as defined by the Private Securities Litigation Reform Act of 1995. Forward-looking statements include statements that are predictive in nature, that relate to future events or conditions, that include words such as “expects,” “anticipates,” “intends,” “plans,” “believes,” “estimates,” or similar expressions, and statements concerning future financial performance (including future revenues, earnings or growth rates), ongoing business strategies, and future actions by us, which may be provided by management are also forward-looking statements as defined by the Private Securities Litigation Reform Act of 1995. Forward-looking statements are based on current expectations and projections about future events and are subject to risks and uncertainties about us, economic and market factors and the industries in which they do business, among other things. These statements are not guarantees of performance and we have no specific intention to update these statements.

Actual events and results may differ materially from those expressed or forecasted in forward-looking statements due to various important risk factors that could cause our actual performance and future events and actions to differ materially from such forward-looking statements but are not limited to, continuing volatility in the capital or credit markets and other changes in the securities and capital markets, investments in fixed maturity and equity securities, losses realized from derivative contracts, the occurrence of one or more catastrophic events such as earthquake, hurricane, or act of terrorism that causes losses insured by our insurance subsidiaries, changes in laws or regulations, and changes in general economic and market factors that affect the prices of securities or the industries in which we and our subsidiaries do business.

Unless required by law, we undertake no obligation to publicly update or revise any forward-looking statements to reflect changes in our expectations after the date of this prospectus supplement.

ABOUT THIS PROSPECTUS SUPPLEMENT

This document is in two parts. The first part is this prospectus supplement, which describes the terms of the offering of the securities and updates information contained in the accompanying prospectus and the documents incorporated by reference into this prospectus supplement. The second part is the accompanying prospectus, which provides more general information. To the extent there is any inconsistency between the information contained in this prospectus supplement, on the one hand, and the information contained in the accompanying prospectus and the documents incorporated herein and therein by reference, on the other hand, you should rely on the information contained in this prospectus supplement.

The information in this prospectus supplement is not complete and may be changed. You should rely only on the information contained in this prospectus supplement, the accompanying prospectus, or documents to which we otherwise refer you. We are not making any offer of securities in any jurisdiction where the offer or sale is not permitted. You should assume that the information appearing in this prospectus supplement, as well as information we have filed or will file with the SEC and incorporated by reference in this prospectus supplement, is accurate only as of the date of the applicable document or other date referred to in that document and that our financial condition and results of operations may have changed since that date.

In this prospectus supplement, unless otherwise specified or the context otherwise implies, references to “dollars” and “\$” indicate otherwise or unless the context indicates otherwise.

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requires otherwise, all references in this prospectus supplement to “Berkshire,” “we,” “us,” “our,” or similar references are to B consolidated subsidiaries.

This prospectus supplement is based on information provided by us and by other sources that we believe are reliable. W information from other sources is accurate or complete. This prospectus supplement summarizes certain documents and other them for a more complete understanding of what we discuss in this prospectus supplement.

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The following summary is qualified in its entirety by the more detailed information included elsewhere in or incorporated by reference into the prospectus supplement or the accompanying prospectus. Because this is a summary, it does not contain all the information you should consider in making an investment decision. You should carefully read the entire prospectus supplement and the accompanying prospectus, together with documents incorporated by reference into them, in their entirety before making an investment decision.

About Berkshire Hathaway Inc.

We are incorporated in Delaware and are a holding company owning subsidiaries that engage in a number of diverse businesses, including insurance and reinsurance, freight rail transportation, utilities and energy, finance, manufacturing, services and retailing. Included among our insurance and reinsurance subsidiaries that underwrite insurance and reinsurance is GEICO, the third largest private passenger auto insurer in the United States and the world, General Re and the Berkshire Hathaway Reinsurance Group. Other subsidiaries that underwrite property and casualty insurance are National Indemnity Company, Columbia Insurance Company, National Fire & Marine Insurance Company, National Liability and Fire Insurance Company, Berkshire Hathaway Homestate Insurance Company, Medical Protective Company, Applied Underwriters, U.S. Liability Insurance Company, Kansas Bankers Surety, Cypress Insurance Company, Boat U.S. and the Guard Insurance Company.

Burlington Northern Santa Fe, LLC ("BNSF") is a holding company that, through its subsidiaries, is engaged primarily in the railroad business. BNSF's rail operations make up one of the largest railroad systems in North America. MidAmerican Energy Holding Company is an international energy holding company owning a wide variety of operating companies engaged in the generation, transmission and distribution of electricity. Among MidAmerican's operating energy companies are Northern Powergrid; MidAmerican Energy Company; PacifiCorp Energy Company; Mountain Power; and Kern River Gas Transmission Company and Northern Natural Gas. In addition, MidAmerican owns HomeStar, an estate brokerage firm. Our finance and financial products businesses primarily engage in proprietary investing strategies (Berkshire Capital Management, Inc. (Clayton Homes, Inc.) and transportation equipment and furniture leasing (XTRA and CORT). McLane Company is a wholesaler of nonfood items to discount retailers, convenience stores, quick service restaurants and others. The Marmon Group is an international holding company of approximately 150 manufacturing and service businesses that operate independently within diverse business sectors. The Lubrizol Corporation is a chemical company that produces and supplies chemical products for transportation, industrial and consumer markets.

Numerous business activities are conducted through our other manufacturing, services and retailing subsidiaries. Shaw Industries is a manufacturer of tufted broadloom carpet. Benjamin Moore is a formulator, manufacturer and retailer of architectural and industrial coatings. A leading manufacturer of insulation and building products. Acme Building Brands is a manufacturer of face brick and concrete masonry products. Fruit of the Loom, Russell O'Brien, Fechtel, H.H. Brown Shoe Group, Justin Brands, and Brooks manufacture, license and distribute apparel and footwear. FlightSafety International provides training to aircraft operators. NetJets provides fractional ownership programs for general aviation aircraft. Furniture Mart, R.C. Willey Home Furnishings, Star Furniture and Jordan's Furniture are retailers of home furnishings. Borsari and Ben Bridge Jeweler are retailers of fine jewelry.

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In addition, other manufacturing, service and retail businesses include: Buffalo News and the BH Media Group, publishers of newspapers; See's Candies, a manufacturer and seller of boxed chocolates and other confectionery products; Scott Fetzer, a manufacturer and distributor of commercial and industrial products; Larson-Juhl, a designer, manufacturer and distributor of high-quality picture frames; International, a manufacturer of equipment for the livestock and agricultural industries; International Dairy Queen, a licensor of a chain of 6,100 stores that offer prepared dairy treats and food; The Pampered Chef, the premier direct seller of kitchen tools in the United States; a leading manufacturer of leisure vehicles in the United States; Business Wire, the leading global distributor of corporate news releases and filings; Iscar Metalworking Companies, an industry leader in the metal cutting tools business; TTI, Inc., a leading distributor of industrial tools; Richline Group, a leading jewelry manufacturer; and Oriental Trading Company, a direct retailer of party supplies and novelties.

Operating decisions for our various businesses are made by managers of the business units. Investment decisions and financing decisions are made for us and our subsidiaries by Warren E. Buffett, in consultation with Charles T. Munger. Mr. Buffett is Chairman of Berkshire's Board of Directors. Our businesses collectively employ approximately 288,000 people.

Our executive offices are located at 3555 Farnam Street, Omaha, Nebraska 68131, and our telephone number is (402) 486-7000.

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	The Offering
Issuer	Berkshire Hathaway Inc.
Securities Offered	<p>\$300,000,000 aggregate principal amount of 0.800% Senior Notes due 2016.</p> <p>\$800,000,000 aggregate principal amount of 1.550% Senior Notes due 2018.</p> <p>\$500,000,000 aggregate principal amount of 3.000% Senior Notes due 2023.</p> <p>\$1,000,000,000 aggregate principal amount of 4.500% Senior Notes due 2043.</p>
Offering Price	99.991% in respect of the 0.800% Senior Notes due 2016. 99.800% in respect of the 1.550% Senior Notes due 2018. 99.154% in respect of the 3.000% Senior Notes due 2023. 99.154% in respect of the 4.500% Senior Notes due 2043.
Maturity Date	February 11, 2016, in respect of the 0.800% Senior Notes due 2016. February 11, 2018, in respect of the 1.550% Senior Notes due 2018. February 11, 2023, in respect of the 3.000% Senior Notes due 2023. February 11, 2043, in respect of the 4.500% Senior Notes due 2043.
Interest	<p>The 0.800% Senior Notes due 2016 will bear interest at a rate payable semi-annually in arrears on February 11 and August 11 of each year, beginning on February 11, 2013.</p> <p>The 1.550% Senior Notes due 2018 will bear interest at a rate payable semi-annually in arrears on February 9 and August 9 of each year, beginning on February 9, 2013.</p> <p>The 3.000% Senior Notes due 2023 will bear interest at a rate payable semi-annually in arrears on February 11 and August 11 of each year, beginning on February 11, 2013.</p> <p>The 4.500% Senior Notes due 2043 will bear interest at a rate payable semi-annually in arrears on February 11 and August 11 of each year, beginning on February 11, 2013.</p>

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Ranking	The notes will be our unsecured senior obligations, will rank pari passu with our unsecured, unsubordinated indebtedness and will be senior to our unsecured, subordinated indebtedness. As of September 30, 2012, we had \$8.3 billion of indebtedness, and our subsidiaries had \$54.2 billion of indebtedness.
Redemption	We will have the option to redeem the 1.550% Senior Notes due 2018, the 3.000% Senior Notes due 2023, and the 4.500% Senior Notes due 2043, in whole or in part, at any time after the date of issuance, at a redemption price equal to the greater of (A) 100% of the principal amount of the notes to be redeemed or (B) as determined by the quotation agent and as described in “Description of the Notes—Optional Redemption,” the sum of the scheduled payments of principal and interest on the notes to be redeemed, plus a portion of such payments of interest accrued as of the date on which the notes are redeemed, discounted to the date on which the notes are to be redeemed, on a semi-annual basis, assuming a 360-day year consisting of twelve 30-day months. The redemption price for the 1.550% Senior Notes due 2018, 15 basis points with respect to the 1.550% Senior Notes due 2018, 15 basis points with respect to the 3.000% Senior Notes due 2023, or 20 basis points with respect to the 4.500% Senior Notes due 2043, in each case, plus accrued interest to the date on which the notes are redeemed. We will not have the right to redeem the 0.800% Senior Notes due 2018.
Repayment	The notes will not be repayable at the option of the holder prior to maturity.
Sinking Fund	The notes are not subject to a sinking fund provision.
Form and Denomination	The Depository Trust Company (“DTC”) will act as securities depository for the notes. The notes will be issued only as fully registered global securities registered in the name of DTC, for credit to an account of a direct or indirect participant in DTC. One or more fully registered global notes will be issued to DTC for the account of the issuer. The notes will be issued in minimum denominations of \$2,000 and integral multiples thereof.
Use of Proceeds	We expect to use the proceeds of this offering to repay our 2.125% Senior Notes due 2018 having an aggregate principal amount of \$1.4 billion and our Floating Rate Senior Notes due 2018 having an aggregate principal amount of \$1.2 billion, each at 100% of their face value, plus accrued interest thereon.

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Trustee	accrued and unpaid interest thereon. See "Use of Proceeds" in t The Bank of New York Mellon Trust Company, N.A.
Governing Law	New York
Risk Factors	You should carefully consider the specific factors set forth under this prospectus supplement as well as the information and data i incorporated by reference in this prospectus supplement or the a before making an investment decision.

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An investment in our securities involves some degree of risk. Prior to making a decision about investing in our securities, risks described in the section entitled "Risk Factors" in any prospectus supplement and the risks described in our most recent *A* with the SEC, in each case as these risk factors are amended or supplemented by subsequent Quarterly Reports on Form 10- risks could materially adversely affect our business, operating results and financial condition.

The risks and uncertainties we describe are not the only ones facing us. Additional risks and uncertainties not presently k deem immaterial may also impair our business or operations. Any adverse effect on our business, financial condition or operati in the value of our securities and the loss of all or part of your investment.

There is currently no trading market for the notes and an active trading market for the notes may not develop.

The notes are a new issue of securities with no established trading market, and we do not intend to list them on any sec quotation system. As a result, an active trading market for the notes may not develop, or if one does develop, it may not be su fails to develop or cannot be sustained, you may not be able to resell your notes at their fair market value or at all.

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USE OF PROCEEDS

We intend to use all of the net proceeds that we receive from the sale of the notes to repay our \$1.2 billion principal amount of \$1.4 billion principal amount 2.125% Notes that mature on February 11, 2013.

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DESCRIPTION OF THE NOTES

The following description of certain material terms of the notes does not purport to be complete.

This description of the notes is intended to be an overview of the material provisions of the notes and is intended to supplement, and not to replace, the description of the general terms and provisions of the debt securities set forth in the accompanying prospectus. The notes will be issued under an indenture, dated as of February 1, 2010 (the “indenture”) among us, Berkshire Hathaway Financial Services, L.P., a Delaware limited liability partnership, New York Mellon Trust Company, N.A., a New York banking corporation, as trustee (the “trustee”). Since this description of the notes is intended to be an overview, you should read the indenture (including definitions of terms used therein) and the form of note because they, and not this description, govern the rights of the holder of the notes. You may request copies of these documents from us at our address set forth above under “Summary—About the Notes.” The indenture and a form of the note are included or incorporated by reference as an exhibit to the registration statement of which this prospectus supplement is a part.

General

The 0.800% Senior Notes due 2016, the 1.550% Senior Notes due 2018, the 3.000% Senior Notes due 2023, and the 4.500% Senior Notes due 2043 will be referred to herein as the notes.

Each series of the notes offered by this prospectus supplement will be issued as a separate series under the indenture. The notes are unsecured obligations and will be initially limited in aggregate principal amount to \$300,000,000 in the case of the 0.800% Senior Notes due 2016, \$500,000,000 in the case of the 1.550% Senior Notes due 2018, \$500,000,000 in the case of the 3.000% Senior Notes due 2023, and \$1,000,000,000 in the case of the 4.500% Senior Notes due 2043.

We may at any time, without notice to or consent of the holders of the notes offered by this prospectus supplement, issue additional series as any series of the notes offered hereby. Any such additional notes will have the same ranking, interest rate, maturity date and other terms as the notes offered hereby, except for possible variations permitted under the indenture. Any such additional notes, together with the notes offered hereby, will constitute a single series of notes under the indenture.

The entire principal amount of the 0.800% Senior Notes due 2016 will mature and become due and payable, together with any accrued and unpaid interest thereon, on February 11, 2016. The entire principal amount of the 1.550% Senior Notes due 2018 will mature and become due and payable, together with any accrued and unpaid interest thereon, on February 9, 2018. The entire principal amount of the 3.000% Senior Notes due 2023 will mature and become due and payable, together with any accrued and unpaid interest thereon, on February 11, 2023. The entire principal amount of the 4.500% Senior Notes due 2043 will mature and become due and payable, together with any accrued and unpaid interest thereon, on February 11, 2043.

The notes will be evidenced by one or more global notes deposited with a custodian for and registered in the name of a trustee described herein, beneficial interests in the global notes will be shown on, and transfers thereof will be effected only through, the trustee and direct and indirect participants. See “—Book-Entry Delivery and Form.”

You will not have the right to cause us to repurchase the notes in whole or in part at any time before they mature. The notes do not have a sinking fund provision.

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Interest

The 0.800% Senior Notes due 2016 will accrue interest at a rate of 0.800% per annum. The 1.550% Senior Notes due 2018 will accrue interest at a rate of 1.550% per annum. The 3.000% Senior Notes due 2023 will accrue interest at a rate of 3.000% per annum. The 4.500% Senior Notes due 2043 will accrue interest at a rate of 4.500% per annum.

The 0.800% Senior Notes due 2016, the 3.000% Senior Notes due 2023, and the 4.500% Senior Notes due 2043 will accrue interest on their stated principal amount from February 11, 2013, or from the most recent date to which interest has been paid or duly provided for, and interest will be payable semi-annually in arrears on February 11 and August 11 of each year, which we refer to as “interest payment dates.” The 1.550% Senior Notes due 2018 will accrue interest on their stated principal amount from February 11, 2013, or from the most recent date to which interest has been paid or duly provided for, and accrued and unpaid interest will be payable semi-annually in arrears on February 9 and August 9 of each year, which we refer to as “interest payment dates,” commencing on August 9, 2013.

Interest will be paid to the person in whose name a note is registered at the close of business on February 1 and August 1 of each year, which we refer to as the “record dates,” immediately preceding the relevant interest payment date.

The amount of interest payable on the notes for any full semi-annual interest period will be computed on the basis of a 30-day month.

The amount of interest payable for any period shorter than a full semi-annual interest period for which interest is computed will be computed on the basis of 30-day months and, for periods of less than a month, the actual number of days elapsed per 30-day month. If any date on which interest is payable is not a business day, then payment of the interest payable on such date will be made on the next succeeding day that is a business day (or other payment in respect of any such delay) with the same force and effect as if made on such interest payment date. For purposes of this prospectus supplement, a “business day” means any day, other than a Saturday or Sunday, that is not a day on which banking institutions in the City of New York are authorized or required by law, regulation or executive order to close.

Any amounts payable on any notes that are not punctually paid on any payment date will cease to be payable to the person in whose name such notes are registered on the relevant record date, and such defaulted payment will instead be payable to the person in whose name such notes are registered on the record date or other specified date determined in accordance with the indenture.

Ranking

The notes will be our senior unsecured obligations and will rank *pari passu* in right of payment with all of our unsecured obligations. The notes will be senior in right of payment to all of our subordinated indebtedness. As of September 30, 2012, we had no secured indebtedness, and our subsidiaries had \$54.2 billion of indebtedness.

Optional Redemption

1.550% Senior Notes due 2018, 3.000% Senior Notes due 2023, and 4.500% Senior Notes due 2043

We will have the option to redeem the 1.550% Senior Notes due 2018, the 3.000% Senior Notes due 2023, and the 4.500% Senior Notes due 2043, in whole or in part, at any time at a redemption price of 100% plus accrued interest.

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price equal to the greater of (A) 100% of the principal amount of the notes to be redeemed or (B) as determined by the quotation agent, which shall be the sum of the present values of the remaining scheduled payments of principal and interest on the notes to be redeemed, not including accrued interest, plus interest of interest accrued as of the date on which the notes are to be redeemed, discounted to the date on which the notes are to be redeemed, assuming a 360-day year consisting of twelve 30-day months, at the adjusted treasury rate described below plus 12.5 basis points for the 0.800% Senior Notes due 2018, 15 basis points with respect to the 3.000% Senior Notes due 2023, or 20 basis points with respect to the 4.500% Senior Notes due 2043, in each case, plus accrued interest to the date on which the notes are to be redeemed.

We will utilize the following procedures to calculate the adjusted treasury rate described in the previous paragraph. We will select a primary U.S. Government securities dealer in New York City, each of Goldman Sachs & Co. and a primary U.S. Government Securities dealer in New York City selected by Wells Fargo Securities, or its successors; provided, however, that, if either of the foregoing shall cease to be a primary U.S. Government securities dealer in New York City, we will substitute for it another primary U.S. Government securities dealer in New York City. We will appoint Goldman Sachs & Co. or its successor as our quotation agent. If Goldman Sachs & Co. or its successor is no longer a primary U.S. Government securities dealer, we will substitute another primary U.S. Government securities dealer in its place as our quotation agent.

The quotation agent will select a United States Treasury security which has a maturity comparable to the remaining maturity of the notes to be redeemed, used in accordance with customary financial practice to price new issues of corporate debt securities with a maturity comparable to the remaining maturity of the notes. The reference dealers will provide us with the bid and asked prices for that comparable United States Treasury security (as of the third business day before the redemption date) on the third business day before the redemption date. We will calculate the average of the bid and asked prices provided by the reference dealers, eliminate the highest and the lowest reference dealer quotations and then calculate the average of the remaining reference dealer quotations. If we obtain fewer than three reference dealer quotations, we will calculate the average of all the reference dealer quotations and use this average quotation as the comparable treasury price. The adjusted treasury rate will be the semi-annual equivalent yield to maturity of the comparable treasury price, equal to the comparable treasury price, in each case expressed as a percentage of its principal amount.

We may redeem the 1.550% Senior Notes due 2018, the 3.000% Senior Notes due 2023, and the 4.500% Senior Notes due 2043 on the redemption date of our choice. However, we must give the holders of such notes notice of the redemption not less than 30 days before the redemption date. We will give the notice in the manner described under “—Notices.” If we elect to redeem fewer than all the notes, we will select the particular notes to be redeemed on a pro rata basis, by lot or by such other method of random selection, if any, that the trustee shall determine.

0.800% Senior Notes due 2016

We will not have the right to redeem the 0.800% Senior Notes due 2016 prior to maturity.

Book-Entry Delivery and Form

General

The notes offered hereby will be issued in registered, global form in minimum denominations of \$2,000 and integral multiples thereof. The notes will be issued on the issue date therefor only against payment in immediately available funds.

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The notes offered hereby initially will be represented by one or more permanent global certificates (which may be subdivided into certificated form without interest coupons, which we refer to as the “global notes.”

The global notes will be deposited upon issuance with the trustee as custodian for DTC in New York, New York, and registered nominee for credit to an account of a direct or indirect participant in DTC (including the Euroclear Bank S.A./N.V. (“Euroclear”) and Clearstream, anonymer (“Clearstream”)), as described below under “—Depository Procedures.”

Except as set forth below, the global notes may be transferred, in whole and not in part, only to another nominee of DTC or registered nominee. Beneficial interests in the global notes may not be exchanged for notes in certificated form except in the limited circumstances described below under “—Exchange of Book-Entry Notes for Certificated Notes.”

Transfers of beneficial interests in the global notes will be subject to the applicable rules and procedures of DTC and its registered nominee (including, if applicable, those of Euroclear and Clearstream), which may change from time to time.

Depository Procedures

The following description of the operations and procedures of DTC, Euroclear and Clearstream is provided solely as a matter of information. The operations and procedures are solely within the control of the respective settlement systems and are subject to changes by the systems. Investors should consult these operations and procedures and urge investors to contact the systems or their participants directly to discuss these matters.

DTC is a limited-purpose trust company created to hold securities for its participating organizations, referred to as “participants.” DTC provides clearance and settlement of transactions in those securities between DTC’s participants through electronic book-entry changes and maintains records of such transactions for its participants. DTC’s participants include securities brokers and dealers (including the underwriters), banks, trust companies, clearing organizations and other organizations. Access to DTC’s system is also available to other entities such as banks, brokers, dealers and trust companies that have a custodial relationship with a DTC participant, either directly or indirectly, which entities are referred to as “indirect participants.” Only DTC’s participants may beneficially own securities held by or on behalf of DTC only through participants or indirect participants. DTC does not have any beneficial owners of securities held by or on behalf of DTC. DTC’s records reflect only the identity of its participants to whose accounts securities are held. The ownership interests and transfer of ownership interests of each beneficial owner of each security held by or on behalf of DTC are reflected in DTC’s participants and indirect participants.

Pursuant to procedures established by DTC:

- upon deposit of the global notes, DTC will credit the accounts of its participants designated by the underwriters with the proceeds of the global notes; and
- ownership of such interests in the global notes will be maintained by DTC (with respect to its participants) or by DTC’s registered nominee (with respect to other owners of beneficial interests in the global notes).

Investors in the global notes may hold their interests therein directly through DTC, if they are participants in such system, or through DTC’s registered nominee (including Euroclear and Clearstream) that are participants or indirect participants in such system. Euroclear and Clearstream will

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interests in the notes on behalf of their participants through customers' securities accounts in their respective names on the books of DTC, which are Euroclear Bank, S.A./N.V., as operator of Euroclear, and Citibank, N.A., as operator of Clearstream. The depositaries' securities accounts in customers' securities accounts in the depositaries' names on the books of DTC.

All interests in a global note, including those held through Euroclear or Clearstream, will be subject to the procedures and requirements of these systems. Interests held through Euroclear or Clearstream will also be subject to the procedures and requirements of these systems. The ability to transfer beneficial interests that certain persons take physical delivery of certificates evidencing securities they own. Consequently, the ability to transfer beneficial interests of such persons will be limited to that extent. Because DTC can act only on behalf of its participants, which in turn act on behalf of the beneficial owners of interests in a global note to pledge such interests to persons or entities that do not participate in the DTC system, the ability in respect of such interests, may be affected by the lack of a physical certificate evidencing such interests. For certain other requirements of the notes, see "—Exchange of Book-Entry Notes for Certificated Notes."

Except as described below, owners of interests in the global notes will not have notes registered in their names, will not have notes in certificated form and will not be considered the registered owners or holders thereof under the indenture for any purpose.

Payments in respect of the principal of, and interest on, a global note registered in the name of DTC or its nominee will be made by the paying agent (if other than the trustee) to DTC in its capacity as the registered holder under the indenture. We and the trustee whose names the notes, including the global notes, are registered as the owners thereof for the purpose of receiving such payments and interest, in whole or in part, whatsoever. Consequently, neither we nor the trustee or any of our respective agents has or will have any responsibility or liability for

- any aspect of DTC's records or any participant's or indirect participant's records relating to or payments made on or interest on interests in the global notes, or for maintaining, supervising or reviewing any of DTC's records or any participant's records relating to the beneficial ownership interests in the global notes; or
- any other matter relating to the actions and practices of DTC or any of its participants or indirect participants.

DTC has advised us that its current practice, upon receipt of any payment in respect of securities such as the notes (including interest), is to credit the accounts of the relevant participants with the payment on the payment date in amounts proportionate to their respective interests in the relevant security as shown on the records of DTC, unless DTC has reason to believe it will not receive payment on such date. Payments to participants and the indirect participants to the beneficial owners of notes will be governed by standing instructions and customary practices, the responsibility of the participants or the indirect participants and will not be the responsibility of DTC, the trustee or us. Neither we nor the trustee will be responsible for any delay by DTC or any of its participants in identifying the beneficial owners of the notes, and we and the trustee may conclude that it is prudent in relying on instructions from DTC or its nominee for all purposes.

Transfers between participants in DTC will be effected in accordance with DTC's procedures, and will be settled in same currency as the notes. Transfers between participants in Euroclear and Clearstream will be effected in accordance with their respective rules and operating procedures.

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Cross-market transfers between participants in DTC, on the one hand, and Euroclear or Clearstream participants, on the other, will be effected through DTC in accordance with DTC's rules on behalf of Euroclear or Clearstream, as the case may be, by their depositaries. Participants in DTC require delivery of instructions to Euroclear or Clearstream, as the case may be, by the counterparty in that system in accordance with and within the established deadlines (Brussels time) of that system. Euroclear or Clearstream, as the case may be, will, if the terms of the requirements, deliver instructions to its respective depositaries to take action to effect final settlement on its behalf by delivering the relevant global note in DTC, and making or receiving payment in accordance with normal procedures for same-day funds settlement. Euroclear and Clearstream participants may not deliver instructions directly to the depositaries for Euroclear or Clearstream.

Because of time zone differences, the securities account of a Euroclear or Clearstream participant purchasing an interest in DTC will be credited and reported to the relevant Euroclear or Clearstream participant, during the securities settlement process (the next business day for Euroclear and Clearstream) immediately following the settlement date of DTC. DTC has advised us that cash proceeds from sales of interests in a global note by or through a Euroclear or Clearstream participant to a participant in DTC will be valued on the settlement date of DTC but will be available in the relevant Euroclear or Clearstream cash account only as of the business day following DTC's settlement date.

DTC has advised us that it will take any action permitted to be taken by a holder of notes only at the direction of one or more participants with DTC interests in the global notes are credited and only in respect of such portion of the aggregate principal amount of the notes as such participant or participants has or have given such direction.

Although DTC, Euroclear and Clearstream have agreed to the foregoing procedures to facilitate transfers of interests in global notes between participants in DTC, Euroclear and Clearstream, they are under no obligation to perform or to continue to perform such procedures and they may be discontinued at any time. Neither Berkshire nor the trustee will have any responsibility for the performance by DTC, Euroclear or Clearstream or their respective participants or indirect participants of their respective obligations under the rules and procedures governing their operations.

The information in this section concerning DTC, Euroclear and Clearstream and their book-entry systems has been obtained from DTC, Euroclear and Clearstream and is believed to be reliable, but we take no responsibility for the accuracy thereof.

Exchange of Book-Entry Notes for Certificated Notes

The global notes are exchangeable for certificated notes in definitive, fully registered form without interest coupons only in the following circumstances:

- DTC notifies us that (1) it is unwilling or unable to continue as depositary for the global notes or (2) it has ceased to act as depositary under the Exchange Act,
- if there shall have occurred and be continuing an event of default with respect to the notes, or
- if we determine, in our sole discretion, that the global notes are exchangeable in accordance with the terms of the notes.

In all cases, certificated notes delivered in exchange for any global note or beneficial interests therein will be registered in the appropriate approved denominations, requested by or on behalf of DTC (in accordance with its customary procedures).

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Notices

Except as otherwise described herein, notice to registered holders of the notes will be given by mail to the addresses as registered. Notices will be deemed to have been given on the date of such mailing.

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MATERIAL UNITED STATES FEDERAL INCOME AND ESTATE TAX CONSIDERATIONS

The following is a summary of the material U.S. federal income and estate tax considerations that may be relevant to investors. This summary is limited to holders that purchase notes in the initial offering for cash at their issue price within the meaning of Section 1221 of the Internal Revenue Code of 1986, as amended (the "Code"), and that hold the notes as capital assets within the meaning of Section 1221 of the Code. The summary does not purport to address all of the tax considerations that may be relevant to a particular holder or to deal with all of the tax consequences that may be relevant to holders in special tax situations, such as banks, thrifts, real estate investment trusts, regulated investment companies, pass-through entities, insurance companies, dealers in securities or currencies, traders in securities electing to mark to market, persons electing an extended tax year, tax-exempt organizations, expatriates and certain former citizens or long-term residents of the United States (to the extent specifically provided below), tax-exempt organizations, expatriates and certain former citizens or long-term residents of the United States (to the extent specifically provided below), part of a straddle, hedge, conversion transaction, "synthetic security" or other integrated investment, persons deemed to sell to a non-U.S. person under the provisions of the Code, or U.S. holders (as defined below) whose "functional currency" is not the U.S. dollar, nor does it address the consequences of state, local, or foreign taxes.

If a partnership (including any entity treated as a partnership for U.S. federal income tax purposes) or other pass-through entity is a partner or a member, the tax treatment of a partner or a member generally will depend upon the status of the partner or the member and upon the activities of the partnership or other pass-through entity. A partnership or pass-through entity considering a purchase of the notes, and partners or members in such a partnership or other pass-through entity, should consult their own tax advisers regarding the tax consequences to them of the purchase, ownership and disposition of the notes.

This summary is based upon the Code, Treasury regulations, IRS rulings and pronouncements and administrative and judicial interpretations, all of which are subject to change (possibly with retroactive effect) or possible differing interpretations. No ruling has been or will be issued by the IRS with respect to the U.S. federal income tax consequences of the purchase, ownership and disposition of the notes. As a result, the tax consequences discussed in this discussion.

Persons considering a purchase of the notes should consult their own tax advisers with respect to the tax consequences of the purchase, ownership and disposition of the notes in light of their own particular circumstances, including the tax consequences of state, local, foreign and other tax laws and the possible effects of any changes in applicable tax laws.

Consequences to U.S. Holders

The following discussion summarizes the material U.S. federal income tax considerations relevant to a U.S. holder. For purposes of this discussion, the term "U.S. holder" means a beneficial owner of the notes that is (1) an individual who is a citizen or resident of the United States, (2) a corporation treated as a corporation for U.S. federal income tax purposes, in each case, that is created or organized in or under the laws of the United States or a subdivision thereof, (3) a trust if it (i) is subject to the primary supervision of a U.S. court and the control of one or more U.S. persons, or (ii) has effect under applicable Treasury regulations to be treated as a U.S. person, or (4) an estate, the income of which is subject to U.S. federal income tax of its source.

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Payments or Accruals of Interest

Payments or accruals of interest on a note will be taxable to U.S. holders as ordinary interest income at the time such U.S. holder receives such amounts (in accordance with a holder's regular method of tax accounting).

Sale, Exchange, Redemption or Other Disposition of the Notes

When a U.S. holder disposes of a note by sale, exchange, redemption or other disposition, the holder will generally recognize a capital gain or loss equal to the difference between the amount the holder realizes on the transaction (less any accrued interest, which will be subject to tax in the "Payments or Accruals of Interest") and the holder's adjusted federal income tax basis in the note. A U.S. holder's tax basis in a note is the cost of the note to the holder.

The gain or loss that a U.S. holder recognizes on the sale, exchange, redemption or other disposition of a note will be capital gain or loss on the sale, exchange, redemption or other disposition of a note will be long-term capital gain or loss if the holder held the note for more than one year at the date of disposition. Capital gains recognized by individuals on assets held for longer than one year are subject to taxation at a rate of 15%. The deductibility of capital losses is subject to limitations.

3.8% Medicare Tax On "Net Investment Income"

As of January 1, 2013, U.S. holders that are individuals, estates, and certain trusts are subject to an additional 3.8% tax on "net investment income," which may include the interest payments and any gain realized with respect to the notes, to the extent of the net investment income when added to their other modified adjusted gross income, exceeds \$200,000 for an unmarried individual, \$250,000 for a married individual (or a surviving spouse), or \$125,000 for a married individual filing a separate return. U.S. holders should consult their advisors with respect to the 3.8% Medicare tax.

Backup Withholding and Information Reporting

Unless a U.S. holder is an exempt recipient, payments under the notes or proceeds received from the sale of the notes will be subject to information reporting and will generally also be subject to U.S. federal backup withholding tax if such U.S. holder fails to supply a correct taxpayer identification number or otherwise fails to comply with applicable U.S. information reporting or certification requirements. Any amounts so withheld will be allowed as a refund or a credit against the U.S. holder's U.S. federal income tax liability, provided that the requirements are met to the IRS.

Consequences to Non-U.S. Holders

The following discussion summarizes the material U.S. federal income and estate tax considerations relevant to a non-U.S. holder. In this discussion, the term "non-U.S. holder" means a beneficial owner of the notes that is for U.S. federal income tax purposes a non-U.S. individual, a corporation, or a trust or estate that is not a U.S. holder.

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Payments of Interest

Payments of interest on the notes made to a non-U.S. holder will generally be exempt from U.S. federal income and with

- the non-U.S. holder does not own, actually or constructively, 10 percent or more of the total combined voting power entitled to vote, and is not a controlled foreign corporation related, directly or indirectly, to us through stock owners;
- the non-U.S. holder is not a bank receiving interest on a loan entered into the ordinary course of its trade or business;
- the non-U.S. holder certifies on IRS Form W-8BEN (or a successor form), under penalties of perjury, that it is a non-U.S. holder and its name and address or otherwise satisfies applicable documentation requirements; and
- the payments are not effectively connected with the conduct by the non-U.S. holder of a trade or business in the United States (and, if applicable, are not attributable to a United States permanent establishment).

If a non-U.S. holder cannot satisfy the requirements described above, payments of interest made to such non-U.S. holder will be subject to federal withholding tax, unless such non-U.S. holder provides us with a properly executed:

- IRS Form W-8BEN (or a successor form) claiming an exemption from or reduction in withholding under the benefit of a tax treaty;
- IRS Form W-8ECI (or a successor form) stating that interest paid on the notes is not subject to withholding tax because it is not effectively connected with the non-U.S. holder's conduct of a trade or business in the United States.

If payments of interest on the notes are effectively connected with the conduct by a non-U.S. holder of a trade or business in the United States (and, where a tax treaty applies, are attributable to a United States permanent establishment), then such non-U.S. holder will be subject to U.S. federal income tax on interest payments on a net income basis in the same manner as a U.S. holder (but without regard to the 3.8% Medicare tax, described above). If a non-U.S. holder will be exempt from the 30% U.S. federal withholding tax if the certification requirements discussed above are satisfied. A non-U.S. holder that is a foreign corporation may be subject to an additional branch profits tax equal to 30% (or lower applicable tax treaty rate) on such interest payments. See "Taxation of Interest" for more information on tax adjustments.

Sale, Exchange, or Redemption

Any gain realized by a non-U.S. holder upon a sale, exchange or redemption of the notes will generally not be subject to U.S. federal income tax if:

- the gain is effectively connected with the conduct of a trade or business in the United States by the non-U.S. holder (and, where a tax treaty applies, is attributable to a United States permanent establishment); or
- the non-U.S. holder is an individual who is present in the United States for 183 days or more in the taxable year of the sale, exchange or redemption and the conditions are met.

Any gain realized by a non-U.S. holder upon a sale, exchange or redemption of the notes that is effectively connected with the conduct of a trade or business in the United States (and, where a tax treaty applies, is attributable to a United States permanent establishment) will be taxable as discussed above with respect to effectively connected interest on the notes. If

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a non-U.S. holder is subject to United States federal income tax because the non-U.S. holder is an individual who is present in the United States for more than 183 days in the taxable year of the disposition, any gain realized by the non-U.S. holder on the sale, exchange or redemption of the notes is connected with the conduct by the non-U.S. holder of a trade or business in the United States will be subject to a flat 30% tax on the net gain on disposition (unless determined otherwise under an applicable income tax treaty), which gain may be offset by United States-sourced income.

Estate Tax

A note will generally not be subject to U.S. federal estate tax as a result of the death of a holder who is not a citizen or resident (as specifically defined for estate tax purposes) at the time of death, provided that the holder did not at the time of death actually exercise more than 10% of the combined voting power of all classes of our stock and, at the time of the holder's death, payments of interest on the notes were effectively connected with the conduct by the holder of a trade or business in the United States.

Backup Withholding and Information Reporting

Generally, we must report to the IRS and to each non-U.S. holder the amount of interest paid to such non-U.S. holder and the amount withheld with respect to those payments. These reporting requirements apply regardless of whether withholding is reduced or eliminated under an applicable income tax treaty. Copies of the information returns reporting such interest payments and any withholding may also be provided to the authorities in the country in which a non-U.S. holder resides under the provisions of an applicable tax treaty.

In general, a non-U.S. holder will not be subject to U.S. federal backup withholding with respect to payments of interest on the notes if we provides an IRS Form W-8BEN (or a successor form) with respect to such payments. In addition, no information reporting or backup withholding is required with respect to the proceeds of a sale of the notes by a non-U.S. holder made within the United States or conducted through related financial intermediaries if the payor receives such a form or the non-U.S. holder otherwise establishes an exemption.

Backup withholding is not an additional tax and any amounts so withheld will be allowed as a refund or a credit against the holder's income tax liability, provided that the required information is timely furnished to the IRS.

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Berkshire Hathaway Inc. has entered into an underwriting agreement with Goldman, Sachs & Co. and Wells Fargo Securities, LLC. Subject to certain conditions, each underwriter named below has severally agreed to purchase from us the principal amount of the notes included in this offering are subject to, among other customary conditions, the delivery of certain documents and the receipt of legal counsel. The underwriting agreement also provides that if an underwriter defaults, the purchase commitments of non-defaulting underwriters may be increased or the offering may be terminated.

	0.800% Senior Notes due 2016	1.550% Senior Notes due 2018	3.000% Senior Notes due 2023
Goldman, Sachs & Co.	\$ 150,000,000	\$ 400,000,000	\$ 250,000,000
Wells Fargo Securities, LLC	150,000,000	400,000,000	250,000,000
Total	<u>\$ 300,000,000</u>	<u>\$ 800,000,000</u>	<u>\$ 500,000,000</u>

The underwriters have agreed to purchase all of the notes if any of them are purchased. The underwriting agreement provides that the purchase commitments of the underwriters to purchase the notes included in this offering are subject to, among other customary conditions, the delivery of certain documents and the receipt of legal counsel. The underwriting agreement also provides that if an underwriter defaults, the purchase commitments of non-defaulting underwriters may be increased or the offering may be terminated.

The underwriters initially propose to offer the notes to the public at the public offering price that appears on the cover page of this prospectus. The underwriters may offer the notes to selected dealers at the public offering price minus a concession of up to (i) 0.150% of the principal amount of the 0.800% Senior Notes due 2016, (ii) 0.200% of the principal amount of the 1.550% Senior Notes due 2018, (iii) 0.250% of the principal amount of the 3.000% Senior Notes due 2023, and (iv) 0.450% of the principal amount of the 4.500% Senior Notes due 2043. In addition, the underwriters may allow certain dealers to receive a reallocation, a concession of up to (i) 0.125% of the principal amount of the 0.800% Senior Notes due 2016, (ii) 0.150% of the principal amount of the 1.550% Senior Notes due 2018, (iii) 0.200% of the principal amount of the 3.000% Senior Notes due 2023, and (iv) 0.250% of the principal amount of the 4.500% Senior Notes due 2043 to certain other dealers. After the initial offering, the underwriters may change the public offering price and any other offering terms. The offering of the notes by the underwriters is subject to receipt and approval of the issuer and the underwriters' right to reject any order in whole or in part.

In the underwriting agreement, we have agreed that, subject to certain exceptions, we will indemnify the underwriters against certain liabilities under the Securities Act, or contribute to payments that the underwriters may be required to make in respect of those liabilities.

The following table shows the underwriting discounts that we will pay to the underwriters in connection with this offering (as a percentage of the principal amount of the notes):

0.800% Senior Notes due 2016	<u>0.150%</u>
1.550% Senior Notes due 2018	<u>0.200%</u>
3.000% Senior Notes due 2023	<u>0.250%</u>
4.500% Senior Notes due 2043	<u>0.450%</u>
Total	<u>0.050%</u>

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We estimate that we will spend approximately \$2.25 million for printing, rating agency fees, trustee and legal fees and other expenses in connection with the offering.

The notes are new issues of securities with no established trading market. We do not intend to apply for the notes to be listed on any stock exchange or to arrange for the notes to be quoted on any quotation system. The underwriters have advised us that they intend to make a market for the notes, but they are not obligated to do so and may discontinue any market making at any time in their sole discretion. Therefore, we cannot assure you that a market will develop for the notes, that you will be able to sell your notes at a particular time or that the prices that you receive will be at least equal to the prices that you paid for the notes.

In connection with the offering, the underwriters may engage in overallotment, stabilizing transactions and syndicate covering transactions. Overallotment involves sales in excess of the offering size, which creates a short position for the underwriters. Stabilizing transactions involve purchases in the open market for the purpose of pegging, fixing or maintaining the price of the notes. Syndicate covering transactions involve purchases in the open market after the distribution has been completed in order to cover short positions. Stabilizing transactions and syndicate covering transactions may cause the price of the notes to be higher than it would otherwise be in the absence of those transactions. If the underwriters engage in stabilizing transactions, they may discontinue them at any time. The underwriters also may impose a penalty bid. This occurs when a portion of the notes is repurchased by the underwriters a portion of the underwriting discount received by it because the underwriters have repurchased notes sold by or for the issuer in stabilizing or short covering transactions.

Each underwriter and its affiliates are full service financial institutions engaged in various activities, which may include securities underwriting, investment banking, financial advisory, investment management, investment research, principal investment, hedging, financing and other financial services. The underwriter and certain of its affiliates have, from time to time, performed, and may in the future perform, various financial advisory services for Berkshire, for which they have received or will receive customary fees and expenses reimbursements. The underwriters may make investment recommendations and/or publish or express independent research views in respect of such securities or instruments and may buy or recommend to clients that they acquire, long and/or short positions in such securities and instruments.

In the ordinary course of their various business activities, the underwriters and their affiliates may make or hold a broad range of securities, including trade debt and equity securities (or related derivative securities) and financial instruments (including bank loans) for their own account or for their customers, and such investment and securities activities may involve securities and/or instruments of the issuer or its affiliates. The underwriter and its affiliates has a lending relationship with us, certain of those underwriters or their affiliates routinely hedge, and certain other of those underwriters may hedge, their credit exposure to us consistent with their customary risk management policies. Typically, such underwriters and their affiliates manage such exposure by entering into transactions which consist of either the purchase of credit default swaps or the creation of short positions in securities, including potentially the notes offered hereby. Any such credit default swaps or short positions could adversely affect future trading of the notes offered hereby.

We expect that delivery of the notes will be made against payment therefor on or about the date specified on the cover of the offering circular, which will be the ninth business day following the date of pricing of the notes (this settlement cycle being referred to as "T+9"). Under the Securities Exchange Act, trades in the secondary market generally are required to settle in three business days, unless the parties to any trade agree otherwise. Accordingly, purchasers who wish to trade the notes on the date of this prospectus supplement or the next five successive business days should be prepared to settle for the notes on or about the date specified on the cover of the offering circular.

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will be required, by virtue of the fact that the notes initially will settle in T+9, to specify an alternate settlement cycle at the time of a failed settlement. Purchasers of the notes who wish to make such trades should consult their own advisor.

Offering Restrictions

In relation to each Member State of the European Economic Area which has implemented the Prospectus Directive (each a "Relevant Member State"), each underwriter has represented and agreed that with effect from and including the date on which the Prospectus Directive is implemented in that Relevant Member State it has not made and will not make an offer of notes which are the subject of the offering contemplated by this prospectus supplement in that Relevant Member State other than:

- (a) to any legal entity which is a qualified investor as defined in the Prospectus Directive;
- (b) to fewer than 150 natural or legal persons (other than qualified investors as defined in the Prospectus Directive) in any Relevant Member State, subject to obtaining the prior consent of the relevant dealer or dealers nominated by us for that Relevant Member State;
- (c) in any other circumstances falling within Article 3(2) of the Prospectus Directive.

For the purposes of this provision, the expression an "offer of notes to the public" in relation to any notes in any Relevant Member State means any communication in any form and by any means of sufficient information on the terms of the offer and the notes to be offered so as to induce or persuade any person to purchase or subscribe the notes, as the same may be varied in that Member State by any measure implementing the Prospectus Directive in that Member State, the expression "Prospectus Directive" means Directive 2003/71/EC (and amendments thereto, including the 2010 PD Amending Directive) and any relevant implementing measure in the Relevant Member State, and the expression "2010 PD Amending Directive" means Directive 2010/23/EU.

Each underwriter has represented and agreed that:

- it has only communicated or caused to be communicated and will only communicate or cause to be communicated information relating to the notes to be offered to the public in any Relevant Member State and will not engage in investment activity (within the meaning of Section 21 of the Financial Services and Markets Act 2000 ("FSMA")) in connection with the issue or sale of the notes in circumstances in which Section 21(1) of the FSMA would not, if it applied, apply to us; and
- it has complied and will comply with all applicable provisions of the FSMA with respect to anything done by it in relation to the notes in any Relevant Member State or otherwise involving the United Kingdom.

The underwriters will not offer or sell any of the notes directly or indirectly in Japan or to, or for the benefit of any Japanese person, or re-offering or re-sale directly or indirectly in Japan or to any Japanese person, except in each case pursuant to an exemption from, and otherwise in compliance with, the Securities and Exchange Law of Japan and any other applicable laws and regulations. For the purposes of this paragraph, "Japanese person" means any person resident in Japan, including any corporation or other entity organized under the laws of Japan.

No underwriter nor any of their affiliates have (i) offered or sold, and will not offer or sell, in Hong Kong, by means of any prospectus, or (ii) issued or had in its possession for the purposes of issue, any prospectus, or (iii) engaged in any other activity in Hong Kong which would constitute an offer to the public within the meaning of that Ordinance or (iv) issued or had in its possession for the purposes of issue, any prospectus, or (v) engaged in any other activity in Hong Kong which would constitute an offer to the public within the meaning of that Ordinance or (vi) issued or had in its possession for the purposes of issue, any prospectus, or (vii) engaged in any other activity in Hong Kong which would constitute an offer to the public within the meaning of that Ordinance.

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and will not issue or have in its possession for the purposes of issue, whether in Hong Kong or elsewhere any advertisement, in notes which is directed at, or the contents of which are likely to be accessed or read by, the public in Hong Kong (except if permitted by the laws of Hong Kong) other than with respect to our securities which are or are intended to be disposed of only to persons outside Hong Kong who are “professional investors” as defined in the Securities and Futures Ordinance and any rules made under that Ordinance. The contents of this document have not been reviewed by any regulatory authority in Hong Kong. You are advised to exercise caution in relation to the offer. If you are in doubt as to the contents of this document, you should obtain independent professional advice.

This prospectus supplement or any other offering material relating to the notes has not been and will not be registered as securities with the Monetary Authority of Singapore, and the notes will be offered in Singapore pursuant to the exemptions under Section 274 and Section 275 of the Securities and Futures Act, Chapter 289 of Singapore (the “SFA”). Accordingly, this prospectus supplement and any other document or material in connection with the invitation for the subscription or purchase, of the notes may not be circulated or distributed, nor may the notes be offered or sold, nor any invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore other than (1) to an institutional investor as defined in the SFA, (2) to a relevant person under Section 275(1) and/or any person under Section 275(1A) of the SFA, and in accordance with the conditions of Section 275 of the SFA or (3) otherwise pursuant to, and in accordance with the conditions of, any other applicable provision of the SFA.

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LEGAL MATTERS

Certain legal matters in connection with the notes offered hereby will be passed upon for us by Munger, Tolles & Olson LLP for the underwriters by Simpson Thacher & Bartlett LLP, New York, New York.

Ronald L. Olson, a partner of Munger, Tolles & Olson LLP, is one of our directors. Mr. Olson and the other attorneys at M are representing us in connection with the offering of debt securities beneficially own, in the aggregate, approximately 360 shares and approximately 37,000 shares of our Class B common stock.

EXPERTS

The financial statements and the related financial statement schedule, incorporated in this prospectus supplement by reference to our Form 10-K for the year ended December 31, 2011, and the effectiveness of our internal control over financial reporting have been audited by PwC LLP, an independent registered public accounting firm, as stated in their reports which are incorporated herein by reference. Such financial statement schedule have been so incorporated in reliance upon the reports of such firm given upon their authority as experts.

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Berkshire Hathaway Inc.

Debt Securities

We from time to time may offer to sell debt securities. We may sell these debt securities in one or more offerings at prices and on other terms than those set forth in this prospectus supplement.

We will provide the specific terms of the debt securities to be offered in one or more supplements to this prospectus. You should read each prospectus supplement carefully before you invest in our debt securities.

The risks involved in investing in our debt securities are described in the “[Risk Factors](#)” section starting on page 10 of this prospectus.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the debt securities or the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.

This prospectus is dated January 28, 2013

[Table of Contents](#)**Table of Contents**[Forward-Looking Information](#)[About This Prospectus](#)[Where You Can Find More Information](#)[Incorporation by Reference](#)[Risk Factors](#)[Use of Proceeds](#)[Description of the Debt Securities](#)[Plan of Distribution](#)[Legal Matters](#)[Experts](#)**Forward-Looking Information**

Certain statements contained, or incorporated by reference, in this prospectus are “forward-looking” statements within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements include statements that are predictive in nature, that depend upon or refer to future events or conditions, such as “expects,” “anticipates,” “intends,” “plans,” “believes,” “estimates,” or similar expressions. In addition, any statements concerning future revenues, earnings or growth rates), ongoing business strategies or prospects, and possible future actions by us, which may be provided in this prospectus, are forward-looking statements as defined by the Private Securities Litigation Reform Act of 1995. Forward-looking statements are based on current expectations, assumptions, and estimates about future events and are subject to risks, uncertainties, and assumptions about us, economic and market factors and the industries in which they do business. Forward-looking statements are not guarantees of future performance and we have no specific intention to update these statements.

Actual events and results may differ materially from those expressed or forecasted in forward-looking statements due to a number of factors that could cause our actual performance and future events and actions to differ materially from such forward-looking statements, including: volatility in the capital or credit markets and other changes in the securities and capital markets, changes in market prices of our investments, losses realized from derivative contracts, the occurrence of one or more catastrophic events, such as an earthquake, hurricane, or act of terrorism, changes in insurance subsidiaries, changes in insurance laws or regulations, changes in federal income tax laws, and changes in general economic and market conditions in the securities or the industries in which we and our affiliates do business.

Unless required by law, we undertake no obligation to publicly update or revise any forward-looking statements to reflect events or changes in our business or the prospectus.

[Table of Contents](#)**About this Prospectus**

This prospectus is part of a “shelf” registration statement that we have filed with the United States Securities and Exchange Commission. In addition to the registration statement, we may sell debt securities in one or more offerings. This prospectus only provides a general description of the securities we are offering. To sell securities under the shelf registration, a supplement to this prospectus containing specific information about the terms of the securities we are offering. The supplement may also add, update or change information contained in this prospectus. Before purchasing any securities, you should read carefully the prospectus supplement, together with the additional information described under the heading “Where You Can Find More Information.”

This prospectus does not constitute an offer to sell, or the solicitation of an offer to buy, any securities other than the registered securities. This prospectus and the accompanying supplement constitute an offer to sell or a solicitation of an offer to buy these securities in any jurisdiction to any person to whom it is unlawful to sell securities in such jurisdiction.

The information in this prospectus is not complete and may be changed. You should rely only on the information provided in or incorporated by reference in this prospectus, the accompanying supplement, or documents to which we otherwise refer you. We are not making an offer of these securities in any jurisdiction where it is not permitted. You should assume that the information appearing in this prospectus and the accompanying supplement, as well as information we have incorporated by reference in this prospectus, is accurate as of the date of the applicable document or other date referred to in that document. Our financial condition and results of operations may have changed since that date.

In this prospectus, unless otherwise specified or the context otherwise implies, references to “dollars” and “\$” are to U.S. dollars. Unless the context requires otherwise, all references in this prospectus to “Berkshire,” “we,” “us,” “our,” or similar references are to Berkshire Hathaway and its subsidiaries.

This prospectus is based on information provided by us and by other sources that we believe are reliable. We cannot assure you that the information is complete. This prospectus summarizes certain documents and other information and we refer you to them for a more complete understanding.

Where You Can Find More Information

We are subject to the informational requirements of the Securities Exchange Act of 1934, as amended. Accordingly, we file reports, prospectuses and other information with the Securities and Exchange Commission (the “SEC”). You may read and copy any document we file at the SEC’s public reference room at 100 F Street, N.E., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information about the public reference room. These SEC filings are also available on the SEC’s website at www.sec.gov. In addition, our Class A common stock and Class B common stock are listed on the New York Stock Exchange, and other information can be inspected at the offices of the New York Stock Exchange, 20 Broad Street, New York, New York 10005.

We have filed a registration statement on Form S-3 with the SEC under the Securities Act of 1933, as amended, relating to the securities we are offering. This prospectus does not contain all of the information set forth in the registration statement. Some information has been omitted in accordance with the rules of the SEC. For further information, please refer to the registration statement and the exhibits and schedules filed with it.

[Table of Contents](#)**Incorporation by Reference**

In this document we “incorporate by reference” the information that we file with the SEC, which means that we can disclose important information. The information incorporated by reference is considered to be a part of this prospectus, and later information filed with the SEC is also considered to be a part of this prospectus. We incorporate by reference the documents listed below and any future filings we make with the SEC under Sections 13(a), 13(b), and 15(d) after the date of this prospectus:

- Berkshire’s Annual Report on Form 10-K for the year ended December 31, 2011,
- Berkshire’s Quarterly Reports on Form 10-Q for the quarters ended March 31, 2012, June 30, 2012 and September 30, 2012,
- Berkshire’s Current Reports on Form 8-K filed with the SEC on January 24, 2012, January 31, 2012, March 23, 2012, May 8, 2012, December 14, 2012, and January 15, 2013.

We will provide to each person to whom a copy of this prospectus is delivered, upon request and at no cost to such person, a copy of any information that has been incorporated by reference in this prospectus but not delivered with this prospectus. You may request a copy of such information by writing to:

Berkshire Hathaway Inc.
3555 Farnam Street
Omaha, Nebraska 68131
Attn: Corporate Secretary
Tel: (402) 346-1400

Berkshire Hathaway Inc.

We are incorporated in Delaware and are a holding company owning subsidiaries that engage in a number of diverse business activities including reinsurance, freight rail transportation, utilities and energy, finance, manufacturing, services and retailing. Included in the group of subsidiaries that engage in reinsurance is GEICO, the third largest private passenger auto insurer in the United States and two of the largest reinsurers in the world, General Reinsurance Group. Other subsidiaries that underwrite property and casualty insurance include National Indemnity Company, Columbia Insurance Company, Marine Insurance Company, National Liability and Fire Insurance Company, Berkshire Hathaway Homestate Insurance Company, Medical Protective Company, Underwriters, U.S. Liability Insurance Company, Central States Indemnity Company, Kansas Bankers Surety, Cypress Insurance Company, and other subsidiaries of the Group.

Burlington Northern Santa Fe, LLC (“BNSF”) is a holding company that, through its subsidiaries, is engaged primarily in the freight rail operations make up one of the largest railroad systems in North America. MidAmerican Energy Holdings Company (“MidAmerican”) is a holding company owning a wide variety of operating companies engaged in the generation, transmission and distribution of energy. Among MidAmerican’s operating companies are Northern Powergrid; MidAmerican Energy Company; PacifiCorp Energy; Pacific Power and Rocky Mountain Power; and Kern River Gas Transmission Company. In addition, MidAmerican owns HomeServices of America, a real estate brokerage firm. Our finance and financial products business includes proprietary investing strategies (BH Finance), consumer lending (Clayton Homes, Inc.) and transportation equipment and furniture leasing (Xenia). X is a wholesale distributor of groceries and nonfood items to discount retailers, convenience stores, quick service restaurants and others. The Group also owns an association of approximately 150 manufacturing and service businesses that

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operate independently within diverse business sectors. The Lubrizol Corporation is a specialty chemical company that produces and supplies industrial and consumer markets.

Numerous business activities are conducted through our other manufacturing, services and retailing subsidiaries. Shaw Industries is the manufacturer of tufted broadloom carpet. Benjamin Moore is a formulator, manufacturer and retailer of architectural and industrial coatings. Johns Manville is a manufacturer of insulation and building products. Acme Building Brands is a manufacturer of face brick and concrete masonry products. MiTek Inc. produces steel construction software for the building components market. Fruit of the Loom, Russell Athletic, Vanity Fair, Garan, Fechheimer, H.H. Brown Shoe Group, and others manufacture, license and distribute apparel and footwear under a variety of brand names. FlightSafety International provides training to aircraft operators and fractional ownership programs for general aviation aircraft. Nebraska Furniture Mart, R.C. Willey Home Furnishings, Star Furniture and Jordon's are furniture furnishings. Borsheims, Helzberg Diamond Shops and Ben Bridge Jeweler are retailers of fine jewelry.

In addition, other manufacturing, service and retail businesses include: Buffalo News and the BH Media Group, publishers of daily newspapers; a manufacturer and seller of boxed chocolates and other confectionery products; Scott Fetzer, a diversified manufacturer and distributor of construction equipment; Larson-Juhl, a designer, manufacturer and distributor of high-quality picture framing products; CTB International, a manufacturer of equipment for various industries; International Dairy Queen, a licensor and service provider to about 6,100 stores that offer prepared dairy treats and food; The Park Tool Company, a manufacturer of kitchen tools in the United States; Forest River, a leading manufacturer of leisure vehicles in the United States; Business Wire, the leading provider of multimedia and regulatory filings; Iscar Metalworking Companies, an industry leader in the metal cutting tools business; TTI, Inc., a leading provider of test and measurement equipment; Richline Group, a leading jewelry manufacturer; and Oriental Trading Company, a direct retailer of party supplies and novelties.

Operating decisions for our various businesses are made by managers of the business units. Investment decisions and all other capital allocation decisions for our company and our subsidiaries by Warren E. Buffett, in consultation with Charles T. Munger. Mr. Buffett is Chairman and Mr. Munger is Vice Chairman. Our businesses collectively employ approximately 288,000 people.

Our executive offices are located at 3555 Farnam Street, Omaha, Nebraska 68131, and our telephone number is (402) 346-1400.

[Table of Contents](#)**Risk Factors**

An investment in our securities involves some degree of risk. Prior to making a decision about investing in our securities, you should read the section entitled “Risk factors” in any prospectus supplement and the risks described in our most recent Annual Report on Form 10-K filed with the SEC. All risk factors are amended or supplemented by subsequent Quarterly Reports on Form 10-Q or Current Reports on Form 8-K, which have been incorporated by reference into this document. The occurrence of any of these risks could materially adversely affect our business, operating results and financial condition.

The risks and uncertainties we describe are not the only ones facing us. Additional risks and uncertainties not presently known to us or which we do not currently anticipate may also impair our business or operations. Any adverse effect on our business, financial condition or operating results could result in a decrease in the value of your investment or the loss of all or part of your investment.

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Use of Proceeds

Except as any accompanying prospectus supplement may state, the net proceeds from the sale of securities will be used for general co

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Description of the Debt Securities

We will issue senior debt securities on a senior unsecured basis under an indenture, dated as of February 1, 2010, by and among Berkshire Hathaway Inc. (“BHFC”) and The Bank of New York Mellon Trust Company, N.A. (the “trustee”). BHFC may also issue debt securities under the indenture. The debt securities described herein are solely issued by Berkshire Hathaway Inc.

We have summarized material provisions of the indenture and the debt securities below. This summary is not complete, and is subject to the full text of the indenture. For a complete description of the indenture, you should refer to the indenture, which is incorporated by reference to all the provisions of the indenture, including the definition of certain terms. We have filed the indenture with the SEC as an exhibit to this prospectus, which this prospectus forms a part, and you should read the indenture for provisions that may be important to you. The following sets forth certain material provisions of the indenture relating to our debt securities offered by this prospectus. The particular terms of debt securities will be described in the prospectus supplement relating to the offering.

Provisions Applicable to Indenture

General

The indenture does not limit the amount of debt securities that may be issued under that indenture, nor does it limit the amount of other debt securities that may be issued under the indenture. We may issue debt securities under the indenture from time to time in one or more series, each in an amount authorized prior to issuance.

Terms

The prospectus supplement relating to any series of debt securities being offered will include specific terms relating to the offering. The following are the terms of the debt securities:

- the title of the debt securities;
- the total principal amount of the debt securities;
- whether the debt securities will be issued in individual certificates to each holder or in the form of temporary or permanent global certificates on behalf of holders;
- the date or dates on which the principal of and any premium on the debt securities will be payable;
- any interest rate, the date from which interest will accrue, interest payment dates and record dates for interest payments;
- any right to extend or defer the interest payment periods and the duration of the extension;
- whether and under what circumstances any additional amounts with respect to the debt securities will be payable;
- any sinking fund or analogous provision;
- the place or places where payments on the debt securities will be payable;
- any provisions for optional redemption or early repayment;
- any provisions that would require the redemption, purchase or repayment of debt securities;
- the denominations in which the debt securities will be issued;
- whether payments on the debt securities will be payable in foreign currency or currency units or another form and whether payments will be made by any index or formula;

- the portion of the principal amount of debt securities that will be payable if the maturity is accelerated, if other than the entire

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- any additional means of defeasance of the debt securities, any additional conditions or limitations to defeasance of the debt securities, any additional conditions or limitations;
- any changes or additions to the events of default or covenants described in this prospectus; and
- any other terms of the debt securities not inconsistent with the indenture.

Ranking

The debt securities will be our senior unsecured obligations and will rank pari passu in right of payment with all of our unsubordinated obligations and will rank senior in right of payment to all of our subordinated indebtedness.

Consolidation, Merger and Sale of Assets

Except as otherwise provided in the indenture or the debt securities, we may not (A) merge into or consolidate with any other entity, or sell, lease, convey, transfer, or otherwise dispose of all or substantially all of our respective properties and assets substantially as an entirety to any individual, corporation, partnership or other entity, unless, in the case of a sale, lease, conveyance, transfer or other disposition, the transferee or transferee corporation (or other entity) shall (i) be a corporation, partnership, limited liability company, trust or similar entity organized under the laws of the United States of America, any State of the United States or the District of Columbia, and (ii) expressly assume by supplemental indenture the due and punctual performance of the principal and any interest on the debt securities and the performance of our obligations under the indenture.

Events of Default

Unless we inform you otherwise in the applicable prospectus supplement, the following are events of default with respect to a series of debt securities:

- a default in the payment of any interest on such series of debt securities when due and payable, and the continuance of such default for 90 days after we receive notice of the default or breach;
- a default in the payment of principal of such series of debt securities when due and payable;
- a default in the performance, or breach, of other covenants or warranties of ours in the indenture applicable to such series of debt securities for 90 consecutive days after we receive notice of the default or breach; and
- certain events of bankruptcy, insolvency or liquidation involving us.

If an event of bankruptcy, insolvency or liquidation of us has occurred, the principal of the then-outstanding debt securities and any other obligations of ours under the indenture will become immediately due and payable. If any other event of default shall occur and be continuing, either the trustee or the holder of the debt securities may, at the option of the trustee, declare the principal amount of the outstanding debt securities of all series affected by the default (voting as a single class) may declare the principal amount of the then outstanding debt securities of the series affected by the default due and payable.

Defeasance

Our obligations with respect to the payment of the principal and interest on the debt securities will terminate if we irrevocably deposit with the trustee as trust funds specifically held in trust for, and dedicated solely to, the benefit of the holders of the debt securities:

- cash,

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- U.S. government obligations, which through the scheduled payment of interest and principal in respect thereof in accordance with the indenture, shall be paid at least one day before the due date of any payment, cash, or
- a combination of the foregoing,

in each case sufficient to pay and discharge each installment of principal and interest on the debt securities.

The discharge of the debt securities is subject to certain other conditions, including, without limitation,

- no event of default or event (including such deposit) which with notice or lapse of time would become an event of default shall occur on or after the date of such deposit (or, with respect to an event of bankruptcy, insolvency or liquidation of us, at any time on or prior to the date of such deposit),
- we shall have delivered to the trustee an opinion of independent tax counsel to the effect that holders of the debt securities will not be subject to U.S. federal income tax purposes as a result of such deposit and defeasance,
- we shall have delivered to the trustee a certificate stating that the debt securities, if they are then listed on any securities exchange, are not subject to such deposit, and
- such deposit shall not result in a breach or violation of, or constitute a default under, any other agreement or instrument to which we are a party.

Modification and Waiver***Modification of Indenture***

The indenture provides that we and the trustee may, without the consent of any holders of debt securities, enter into supplemental indentures, of adding to our covenants, adding additional events of default and curing ambiguities or inconsistencies in the indenture. We and the trustee, and the holders of debt securities, also make other changes to the indenture that do not have a material adverse effect on the interests of the holders of debt securities.

In addition, modifications and amendments of the indenture may be made by us and the trustee with the consent of the holders of not less than a majority in principal amount of the debt securities of each series affected by such modification or amendment, acting as one class, provided, however, that no such modification or amendment shall be made without the consent of each holder of debt securities outstanding that is affected thereby,

- change the stated maturity of the principal of, or any installment of principal of or interest on, any outstanding debt securities,
- reduce the principal of or interest rate on any outstanding debt securities,
- change the place of payment where, or the currency in which, any outstanding debt securities or any interest thereon is payable,
- impair the right to institute suit for the enforcement of any payment on or with respect to any outstanding debt securities on or after the stated maturity date,
- reduce the percentage in principal amount of the debt securities then outstanding required for modification or amendment of the indenture or for compliance with certain provisions of the indenture or for waiver of certain defaults, or
- modify any of the above provisions.

[Table of Contents](#)***Waiver of Default***

The holders of not less than a majority of aggregate principal amount of the outstanding debt securities of the series affected by the default, waive any past default under the indenture with respect to the of the outstanding of all such debt securities of the series affected by the default, except a default in the payment of principal or any interest on such debt securities and a default in respect of a covenant or provision modified or amended without the consent of each holder of the outstanding debt securities of the series affected by the default.

Payment and Paying Agents

Unless we inform you otherwise, payments on the debt securities will be made in U.S. dollars at the office or agency maintained by us (or if we fail to maintain such office or agency, at the corporate trust office of the trustee in New York, New York or if the trustee does not maintain an office or agency, at the paying agent in New York). At our option, however, we may make payments by check mailed to the holder's registered address or, with respect to interest payments, by check mailed to the holder's registered address. We will make any required interest payments to the person in whose name a debt security is registered at the close of business on the record date.

Unless we inform you otherwise, the trustee will be designated as our paying agent for payments on the debt securities. We may at any time designate other paying agents or rescind the designation of any paying agent or approve a change in the office through which any paying agent acts.

Subject to the requirements of any applicable abandoned property laws, the trustee and paying agent shall pay to us upon written request any payments on the debt securities that remain unclaimed for two years after the date upon which that payment has become due. After payment to us, we shall not be liable for payment. In that case, all liability of the trustee or paying agent with respect to that money will cease.

Notices

Except as otherwise described herein, notice to registered holders of the notes will be given by mail to the addresses as they appear in the records maintained by us, and such notice shall be deemed to have been given on the date of such mailing.

Governing Law

The indenture and the debt securities will be governed by and construed in accordance with the laws of the State of New York.

[Table of Contents](#)**Plan of Distribution**

The debt securities may be sold in any one or more of the following ways:

- directly to purchasers or a single purchaser;
- through agents;
- through dealers; or
- through one or more underwriters acting alone or through underwriting syndicates led by one or more managing underwriters;

each as may be identified in a prospectus supplement relating to an issuance of debt securities.

If the debt securities described in a prospectus supplement are underwritten, the prospectus supplement will name each underwriter or named in a prospectus supplement will be deemed to be underwriters of the debt securities offered by that prospectus supplement. Prospectus offerings of securities will also describe:

- the discounts, commissions or agents' fees to be allowed or paid to the underwriters or agents, as the case may be;
- all other items constituting underwriting compensation;
- the discounts and commissions to be allowed or paid to dealers, if any; and
- the exchanges, if any, on which the securities will be listed.

Debt securities may be sold directly by us through agents designated by us from time to time. Any agent involved in the offer or sale of agents' fees payable by us to such agent, will be set forth in the prospectus supplement. Unless otherwise indicated in the prospectus supplement, sale of securities will be acting on a best efforts basis for the period of its appointment.

If indicated in a prospectus supplement, the obligations of the underwriters will be subject to conditions precedent. With respect to a will be obligated to purchase all securities offered if any are purchased.

We will indemnify any underwriters and agents against various civil liabilities, including liabilities under the Securities Act. Underw transactions with or perform services for us, our subsidiaries and affiliated companies in the ordinary course of business.

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\$2,600,000,000

Berkshire Hathaway Inc.

\$300,000,000
0.800% Senior Notes Due 2016

\$800,000,000
1.550% Senior Notes Due 2018

\$500,000,000
3.000% Senior Notes Due 2023

\$1,000,000,000
4.500% Senior Notes Due 2043

Goldman, Sachs & Co.
