

IN THE CASE OF NOTES LISTED ON THE OFFICIAL LIST OF AND ADMITTED TO TRADING ON THE REGULATED MARKET OF THE LUXEMBOURG STOCK EXCHANGE OR PUBLICLY OFFERED IN THE GRAND DUCHY OF LUXEMBOURG, THE FINAL TERMS OF NOTES WILL BE DISPLAYED ON THE WEBSITE OF THE LUXEMBOURG STOCK EXCHANGE (WWW.BOURSE.LU).

11 June 2014

### **Final Terms**

BMW US Capital LLC.

USD 400,000,000 Floating Rate Notes due 02 June 2017  
(which are to be consolidated and form a single series with the USD 300,000,000 Floating Rate Notes due 02 June 2017 (Tranche 838) issued on 02 June 2014 issued pursuant to the

### **Euro 35,000,000,000 Euro Medium Term Note Programme of**

Bayerische Motoren Werke Aktiengesellschaft ("BMW AG")  
BMW Finance N.V. ("BMW Finance")  
BMW US Capital, LLC ("BMW US Capital")  
BMW Australia Finance Limited, ABN 78 007 101 715 ("BMW Australia Finance")  
BMW Japan Finance Corp. ("BMW Japan")

Dated 13 May 2014

Issue Price: 100.00 per cent. (plus EUR 69,342.78 in accrued interest for the period from and including 02 June 2014 to but excluding 13 June 2014)

Issue Date 13 June 2014

### **Important Notice**

These Final Terms have been prepared for the purpose of Article 5 (4) of the Directive 2003/71/EC of the European Parliament and of the Council of 4 November 2003, as amended by Directive 2010/73/EU of the European Parliament and of the Council of 24 November 2010, and must be read in conjunction with the Euro Medium Term Note Programme Prospectus pertaining to the Programme dated 13 May 2014 (the "Prospectus"). The Prospectus and any supplement thereto, if any, are available for viewing in electronic form on the website of the Luxembourg Stock Exchange ([www.bourse.lu](http://www.bourse.lu)). Full information is only available on the basis of the combination of the Prospectus, any supplement and these Final Terms.

## Part I: TERMS AND CONDITIONS

This Part I of the Final Terms is to be read in conjunction with the set of Terms and Conditions that apply to Notes with floating interest rates (the “Terms and Conditions”) set forth in the Prospectus as Option II. Capitalised terms shall have the meanings specified in the Terms and Conditions.

All references in this Part I of the Final Terms to numbered paragraphs and subparagraphs are to paragraphs and subparagraphs of the Terms and Conditions.

The blanks in the provisions of the Terms and Conditions, which are applicable to the Notes shall be deemed to be completed by the information contained in the Final Terms as if such information were inserted in the blanks of such provisions. All provisions in the Terms and Conditions corresponding to items in these Final Terms which are either not selected or completed or which are deleted shall be deemed to be deleted from the Terms and Conditions applicable to the Notes (the “Conditions”).

### CURRENCY, DENOMINATION, FORM, TITLE, CERTAIN DEFINITIONS (§ 1)

#### § 1 (1) Currency, Denomination

Tranche No.:	843
Specified Currency:	United States Dollars (“USD”)
Aggregate Principal Amount:	USD 400,000,000
Specified Denomination(s)	USD 200,000
Tranche to become part of an existing Series:	Yes
Aggregate Principal Amount of Series:	USD 700,000,000

#### § 1 (3) Permanent Global Note

- ☒ Permanent Global Note
- ☐ Temporary Global Note – Exchange (TEFRA D)

#### § 1 (4) Clearing System

- ☒ Clearstream Banking AG, Frankfurt
- ☐ Euroclear Bank SA/NV
- ☐ Clearstream Banking, société anonyme, Luxembourg

☐ Other:

**Notes issued by BMW US Capital, LLC and treated by the Specified Clearing System(s) as registered notes for U.S. federal income tax purposes**

☒ Registered Note (§ 1(2))

Treated by the Specified Clearing System as registered notes for U.S. federal income tax purposes. The Notes are subject to a book entry agreement entered into by the Specified Clearing System and the Issuer.

### **Global Note**

☒ Classical Global Note

☐ New Global Note (NGN)

### **§ 1 [(7)][(8)] Business Day**

☒ Relevant Financial Centre(s)

TARGET, New York

☐ TARGET

### **INTEREST (§ 3)**

☐ Fixed Rate Notes (Option I)

☒ Floating Rate Notes (Option II)

### **§ 3 (1) Interest Payment Dates**

Interest Commencement Date

02 June 2014

☒ Specified Interest Payment Date

02 March, 02 June, 02 September and 02 December in each year upto and including the Maturity Date, subject to adjustment in accordance with the Modified Following Business Day Convention

☒ Specified Interest Period(s)

3 months

### **§ 3 (2) Rate of Interest**

☒ Floating Rate Notes where interest is linked to a reference rate

- ☐ EURIBOR (Brussels time/TARGET Business Day/Interbank market in the Euro-zone)

Euro Interbank Offered Rate (EURIBOR) means the rate for deposits in Euros for a specified period

Screen page

- ☒ LIBOR (London time/London Business Day/City of London/London Office/London Interbank market)

London Interbank Offered Rate (LIBOR) means the rate for deposits in various currencies for a specified period 3 months

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Reuters Page LIBOR01

- ☐ other reference rate (location for relevant time, relevant Business Day, relevant Office and relevant Interbank market)

Screen page

- ☐ Floating Rate Notes where interest is linked to a Constant Maturity Swap Rate:

Number of years

Factor

Screen page

Additional provisions:

**If the screen page is not available**

The arithmetic mean shall be rounded to the nearest:

- ☐ one thousandth of a percentage point
- ☐ one hundred-thousandth of a percentage point

Reference Banks located in

Relevant local time in

**Margin**0.34 per cent. *per annum*

- ☒ plus
- ☐ minus

**Interest Determination Date**

- ☒ second London Business Day prior to commencement of Interest Period
- ☐ Reference Banks (if other than as specified in § 3 (2))

**§ 3 (3) Minimum and Maximum Rate of Interest**

- ☐ Minimum Rate of Interest
- ☐ Maximum Rate of Interest
- ☐ **Zero Coupon Notes (Option III)**

**§ 3 [(3)][(4)][(7)][(8)] Day Count Fraction**

- ☐ Actual/Actual (ICMA)
- ☐ 30/360
- ☐ Actual/Actual (Actual/365)
- ☐ Actual/365 (Fixed)
- ☒ Actual/360
- ☐ 30/360 or 360/360 (Bond Basis)
- ☐ 30E/360 (Eurobond Basis)

**PAYMENTS (§ 4)****§ 4 (5) Payment Business Day****Business Day Convention**

- ☒ Modified Following Business Day Convention
- ☐ FRN Convention
- ☐ Following Business Day Convention

☐ Preceding Business Day Convention

**Adjustment**

☒ adjusted

☐ unadjusted

**REDEMPTION (§ 5)**

**§ 5 (1) Redemption at Maturity**

Maturity Date 02 June 2017

Redemption Month and Year June 2017

Final Redemption Amount USD 400,000,000

☒ Principal Amount

☐ Final Redemption Amount (per Specified Denomination)

**§ 5 (3) Early Redemption at the Option of the Issuer** No

☐ Minimum Redemption Amount

☐ Higher Redemption Amount

Call Redemption Date(s)

Call Redemption Amount(s)

Minimum Notice to Noteholders

Maximum Notice to Noteholders

**§ 5 [(3)][(4)] Early Redemption at the Option of a Noteholder** No

Put Redemption Date(s)

Put Redemption Amount(s)

Minimum Notice to Issuer

Maximum Notice to Issuer (never more than 60 days)

**§ 5 [(3)][(4)][(5)] Early Redemption Amount**

Reference Price

**PRINCIPAL PAYING AGENT, PAYING AGENTS AND CALCULATION AGENT (§ 6)**

Calculation Agent/specified office	See below
Required location of Calculation Agent (specify)	Deutsche Bank Aktiengesellschaft Große Gallusstrasse 10-14 60272 Frankfurt am Main Germany
<input type="checkbox"/> Paying Agent(s)	Deutsche Bank Aktiengesellschaft
<input type="checkbox"/> Additional Paying Agent(s)/specified office(s)	

**NOTICES (§ 12)**

**Place and medium of publication**

- |                                     |                               |                 |
|-------------------------------------|-------------------------------|-----------------|
| <input type="checkbox"/>            | German Federal Gazette        |                 |
| <input type="checkbox"/>            | Luxembourg (Luxemburger Wort) |                 |
| <input type="checkbox"/>            | Luxembourg (Tageblatt)        |                 |
| <input checked="" type="checkbox"/> | Internet address              | www.bourse.lu   |
| <input checked="" type="checkbox"/> | Other (specify)               | Clearing System |

**Language (§ 15)**

- |                                     |   |
|-------------------------------------|---|
| <input type="checkbox"/>            | German and English (German prevailing)  |
| <input type="checkbox"/>            | English and German (English prevailing) |
| <input type="checkbox"/>            | German only                             |
| <input checked="" type="checkbox"/> | English only                            |

## Part II: ADDITIONAL INFORMATION

### II/1. DISCLOSURE REQUIREMENTS RELATED TO DEBT SECURITIES WITH A DENOMINATION PER UNIT OF AT LEAST EUR 100,000

#### A. ESSENTIAL INFORMATION

Material Interests of natural and legal persons involved in the issue/offer

The Issuer is entitled to purchase or sell Notes for its own account or for the account of third parties and to issue further Notes. In addition, the Issuer may, on a daily basis, act on the national and international finance and capital markets. Therefore, the Issuer may, for its own account or for the account of its clients, also close transactions with regard to reference rates and it may, with regard to such transactions, act in the same manner as if the Notes had not been issued.

#### ECB eligibility

- ☒ If the note is issued in Classical Global Note form and it is intended to be held in a manner which would allow ECB eligibility

Note that if this item is applicable it simply means that the Notes are intended upon issue to be deposited with one of the international central securities depositories (ICSDs) as common safekeeper and does not necessarily mean that the Notes will be recognised as eligible collateral for Eurosystem monetary policy and intra-day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon satisfaction of the Eurosystem eligibility criteria (ECB eligibility)

- ☐ If the note is issued in New Global Note (NGN) form and it is intended to be held in a manner which would allow ECB eligibility (in new global note form (NGN))

Note that if this item is applicable it simply means that the Notes are intended upon issue to be deposited with one of the international central securities depositories (ICSDs) as common safekeeper and does not necessarily mean that the Notes will be recognised as eligible collateral for Eurosystem monetary policy and intra-day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon satisfaction of the Eurosystem eligibility criteria (ECB eligibility)



**B. INFORMATION CONCERNING THE  
NOTES TO BE ADMITTED TO TRADING**

**Securities Identification Numbers**

- |                                     |                             |              |
|-------------------------------------|-----------------------------|--------------|
| <input checked="" type="checkbox"/> | Common Code                 | 107230912    |
| <input checked="" type="checkbox"/> | ISIN Code                   | DE000A1ZJZV7 |
| <input type="checkbox"/>            | German Securities Code      |              |
| <input type="checkbox"/>            | Any other securities number |              |

**Yield**

- |                          |                      |  |
|--------------------------|----------------------|--|
| <input type="checkbox"/> | Yield on issue price |  |
|--------------------------|----------------------|--|

**Method of Distribution**

- |                                     |                |  |
|-------------------------------------|----------------|--|
| <input checked="" type="checkbox"/> | Non-Syndicated |  |
| <input type="checkbox"/>            | Syndicated     |  |

**Management Details**

Dealer/Management Group	Merrill Lynch International 2 King Edward Street London EC1A 1HQ
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**Expenses**

Estimated total expenses relating to admission of trading	Approximately EUR 2005
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<b>Stabilising Manager</b>	None
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<b>Stabilisation Period</b>	Not Applicable
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**C. ADMISSION TO TRADING AND DEALING ARRANGEMENTS**

**Listing(s) and admission to trading** Yes

☒ Luxembourg Stock Exchange

☒ regulated market

☐ EuroMTF

**II./2 ADDITIONAL INFORMATION RELATED TO ALL NOTES**

**Third Party Information**

Where information has been sourced from a third party the Issuer confirms that any such information has been accurately reproduced and as far as the Issuer is aware and is able to ascertain from information available to it from such third party, no facts have been omitted which would render the reproduced information inaccurate or misleading. The Issuer has not independently verified any such information and accepts no responsibility for the accuracy thereof.

Not applicable

**Rating** Applicable

☒ Moody's A2

☒ Standard & Poor's A+

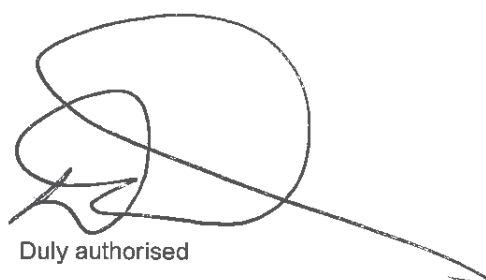
These credit ratings have been issued by each of Moody's Investors Services Limited and Standard & Poor's Credit Market Services Europe Limited which are established in the European Community and is registered pursuant to Regulation (EC) No 1060/2009 of the European Parliament and of the Council of 16 September 2009 on credit rating agencies, as amended (the "CRA Regulation").

**Trade Date:** 06 June 2014

The aggregate principal amount of Notes has been translated into EUR at the rate of 1.3642 USD = 1 EUR determined at the Trade Date as provided by the Issuer according to the ECB reference rate, producing the sum of: EUR 293,212,138.98

Signed on behalf of the Issuer

By:   
Duly authorised

By:   
Duly authorised