

Covidien plc  
Form FWP  
May 13, 2013

Filed Pursuant to Rule 433

Registration Statement File Nos. 333-167638,

333-167638-01 and 333-167638-02

**Covidien International Finance S.A.**

**Pricing Term Sheet**

**May 13, 2013**

**U.S. \$750,000,000 2.950% Senior Notes due 2023**

Issuer:	Covidien International Finance S.A.
Guarantors:	Covidien public limited company
	Covidien Ltd.
Securities to be Purchased:	2.950% Senior Notes due 2023
Aggregate Principal Amount Offered:	\$750,000,000
Maturity Date:	June 15, 2023
Price to Public (Issue Price):	99.773%
Ratings*:	Baa1 (Stable) by Moody's Investors Service, Inc.
	A (Stable) by Standard & Poor's Rating Service
Benchmark:	UST 1.750% due May 15, 2023
Benchmark Treasury Price and Yield:	98-13; 1.926%
Yield to Maturity:	2.976%
Spread to Benchmark:	+105 basis points
Coupon (Interest Rate):	2.950% per annum
Interest Payment Dates:	Semi-annually on each June 15 and December 15, commencing on December 15, 2013
Denominations:	Minimum denominations of \$2,000 and integral multiples of \$1,000 in excess thereof
Make-Whole Call:	T + 15 bps prior to March 15, 2023
Par Call:	On or after March 15, 2023
Trade Date:	May 13, 2013
Settlement Date (T+3):	May 16, 2013
Joint Bookrunners:	Barclays Capital Inc.

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Merrill Lynch, Pierce, Fenner & Smith

Incorporated

Morgan Stanley & Co. LLC

Co-Managers:

ANZ Securities, Inc.

Banca IMI S.p.A.

Scotia Capital (USA) Inc.

CastleOak Securities, L.P.

CUSIP:

22303Q AP5

ISIN:

US22303QAP54

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

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