

LYB International Finance B.V.  
Form FWP  
February 25, 2014

**Free Writing Prospectus**

**Filed pursuant to Rule 433**

**Registration Number 333-189375**

**LYB International Finance B.V.**

**\$1,000,000,000 4.875% Guaranteed Notes due 2044**

**Pricing Term Sheet dated February 25, 2014**

<b>Issuer:</b>	LYB International Finance B.V.
<b>Parent Guarantor:</b>	LyondellBasell Industries N.V.
<b>Security Description:</b>	4.875% Guaranteed Notes due 2044
<b>Distribution:</b>	SEC-registered
<b>Principal Amount:</b>	\$1,000,000,000
<b>Coupon:</b>	4.875%
<b>Maturity:</b>	March 15, 2044
<b>Offering Price:</b>	98.831% of face amount
<b>Yield to Maturity:</b>	4.950%
<b>Spread to Benchmark Treasury:</b>	+130 basis points
<b>Benchmark Treasury:</b>	UST 3.750% due November 15, 2043
<b>Benchmark Treasury Price and Yield:</b>	101-25+; 3.650%
<b>Interest Payment Dates:</b>	March 15 and September 15
<b>First Interest Payment Date:</b>	September 15, 2014
<b>Optional Redemptions:</b>	
<b>Make Whole Call:</b>	T+20 basis points (at any time before September 15, 2043)
<b>Par Call:</b>	At any time on or after September 15, 2043
<b>Change of Control:</b>	Puttable at 101% of principal plus accrued and unpaid interest and additional interest, if any
<b>Trade Date:</b>	February 25, 2014
<b>Settlement:</b>	February 28, 2014 (T+3)
<b>CUSIP/ ISIN:</b>	50247V AC3 / US50247VAC37
<b>Expected Ratings*:</b>	Baa1 / BBB (stable /stable)
<b>Denominations/Multiple:</b>	\$2,000 / \$1,000
<b>Joint Book-Running Managers:</b>	Barclays Capital Inc. Citigroup Global Markets Inc. Deutsche Bank Securities Inc. Credit Suisse Securities (USA) LLC J.P. Morgan Securities LLC

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**Co-Managers:**

Morgan Stanley & Co. LLC  
HSBC Securities (USA) Inc.  
Merrill Lynch, Pierce, Fenner & Smith

Incorporated  
Mizuho Securities USA Inc.  
Scotia Capital (USA) Inc.  
Wells Fargo Securities, LLC

**\*A securities rating is not a recommendation to buy, sell or hold securities and may be revised or withdrawn at any time.**

**The issuer has filed a registration statement (including a prospectus) and a preliminary prospectus supplement with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement, the preliminary prospectus supplement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus and the related prospectus supplement if you request it by calling Barclays Capital Inc. toll-free at 1-888-603-5847, Citigroup Global Markets Inc. toll-free at 1-800-831-9146 or Deutsche Bank Securities Inc. toll-free at 1-800-503-4611.**

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