

MITSUBISHI UFJ FINANCIAL GROUP INC
Form FWP
February 27, 2019

Issuer Free Writing Prospectus

**Filed by Mitsubishi UFJ Financial Group, Inc.
Pursuant to Rule 433**

Reg-Statement No. 333-229697

February 26, 2019

3-Year Floating Rate Notes Due 2022

3-Year Fixed Rate Notes Due 2022

5-Year Fixed Rate Notes Due 2024

10-Year Fixed Rate Notes Due 2029

20-Year Fixed Rate Notes Due 2039

3-Year Floating Rate Notes Due 2022

Issuer:	Mitsubishi UFJ Financial Group, Inc.
Size:	U.S.\$ 500,000,000
Issuer Ratings (Moody's / S&P / Fitch) *:	A1 / A- / A
Expected Security Ratings (Moody's / S&P / Fitch) *:	A1 / A- / A
Security Type:	Senior Notes
Currency:	U.S.\$
Interest:	Per annum rate equal to U.S. Dollar 3-month LIBOR + 70 basis points
Trade Date:	February 26, 2019
Settlement Date:	March 7, 2019
Maturity:	March 7, 2022
Interest Payment Dates:	Quarterly in arrears on March 7, June 7, September 7 and December 7 of each year
First Interest Payment Date:	June 7, 2019

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Pricing Benchmark:	U.S. Dollar 3-month LIBOR
Spread to Benchmark:	70 basis points
Issue Price:	100% of principal amount plus accrued interest, if any, from March 7, 2019
Underwriting Discount:	0.25%
Net Proceeds before Expenses:	U.S.\$ 498,750,000
Day Count:	Actual/360
Business Days:	New York, Tokyo and London Banking Day

Business Day Convention:	Modified Following Business Day Convention (Following Business Day Convention for the maturity date and any other date fixed for redemption)
Denominations:	U.S.\$2,000 x U.S.\$1,000
Listing:	Luxembourg Stock Exchange s Euro MTF Market
Governing Law:	New York law
Billing & Delivering:	MUFG Securities Americas Inc.
Joint Lead Managers and Joint Bookrunners:	Morgan Stanley & Co. LLC
	MUFG Securities Americas Inc.
	Merrill Lynch, Pierce, Fenner & Smith Incorporated
Senior Co-Managers:	Barclays Capital Inc.
	Citigroup Global Markets Inc.
	J.P. Morgan Securities LLC
Co-Managers:	Bank of China Limited
	BNP Paribas
	Crédit Agricole Securities (USA) Inc.
	HSBC Securities (USA) Inc.
	Nomura Securities International, Inc.

Wells Fargo Securities, LLC

Security Codes:

CUSIP: 606822 BF0

ISIN: US606822BF02

Common Code: 195830673

Definitions:

Unless otherwise defined herein, all capitalized terms have the meaning set forth in the Preliminary Prospectus (as defined below).

3-Year Fixed Rate Notes Due 2022

Issuer:	Mitsubishi UFJ Financial Group, Inc.
Size:	U.S.\$ 1,500,000,000
Issuer Ratings (Moody's / S&P / Fitch) *:	A1 / A- / A
Expected Security Ratings (Moody's / S&P / Fitch) *:	A1 / A- / A
Security Type:	Senior Notes
Currency:	U.S.\$
Interest:	3.218 % per annum
Trade Date:	February 26, 2019
Settlement Date:	March 7, 2019
Maturity:	March 7, 2022
Interest Payment Dates:	Semi-annually in arrears on March 7 and September 7 of each year
First Interest Payment Date:	September 7, 2019
Pricing Benchmark:	2.500% due 2/2022
Benchmark Spot (Price/Yield):	100-04 3/4 / 2.448%
Spread to Benchmark:	77 basis points
Issue Price:	100% of principal amount plus accrued interest, if any, from March 7, 2019
Yield to Maturity:	3.218 %
Underwriting Discount:	0.25%
Net Proceeds before Expenses:	U.S.\$ 1,496,250,000
Day Count:	30/360
Business Days:	New York and Tokyo
Business Day Convention:	Following Business Day Convention
Denominations:	U.S.\$2,000 x U.S.\$1,000
Listing:	Luxembourg Stock Exchange's Euro MTF Market
Governing Law:	New York law
Billing & Delivering:	MUFG Securities Americas Inc.

Joint Lead Managers and
Joint Bookrunners:

Morgan Stanley & Co. LLC

MUFG Securities Americas Inc.

Merrill Lynch, Pierce, Fenner & Smith Incorporated

Senior Co-Managers:

Barclays Capital Inc.

Citigroup Global Markets Inc.

J.P. Morgan Securities LLC

Co-Managers:

Bank of China Limited

BNP Paribas

Crédit Agricole Securities (USA) Inc.

HSBC Securities (USA) Inc.

Nomura Securities International, Inc.

Wells Fargo Securities, LLC

Security Codes:

CUSIP: 606822 BG8

ISIN: US606822BG84

Common Code: 195830690

Definitions:

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5-Year Fixed Rate Notes Due 2024

Issuer:	Mitsubishi UFJ Financial Group, Inc.
Size:	U.S.\$ 1,500,000,000
Issuer Ratings (Moody's / S&P / Fitch) *:	A1 / A- / A
Expected Security Ratings (Moody's / S&P / Fitch) *:	A1 / A- / A
Security Type:	Senior Notes
Currency:	U.S.\$
Interest:	3.407 % per annum
Trade Date:	February 26, 2019
Settlement Date:	March 7, 2019
Maturity:	March 7, 2024
Interest Payment Dates:	Semi-annually in arrears on March 7 and September 7 of each year
First Interest Payment Date:	September 7, 2019
Pricing Benchmark:	2.500% due 1/2024
Benchmark Spot (Price/Yield):	100-06 1/4 / 2.457%
Spread to Benchmark:	95 basis points
Issue Price:	100% of principal amount plus accrued interest, if any, from March 7, 2019
Yield to Maturity:	3.407%
Underwriting Discount:	0.35%
Net Proceeds before Expenses:	U.S.\$ 1,494,750,000
Day Count:	30/360
Business Days:	New York and Tokyo
Business Day Convention:	Following Business Day Convention
Denominations:	U.S.\$2,000 x U.S.\$1,000
Listing:	Luxembourg Stock Exchange's Euro MTF Market
Governing Law:	New York law
Billing & Delivering:	Morgan Stanley & Co. LLC

Joint Lead Managers and
Joint Bookrunners:

Morgan Stanley & Co. LLC

MUFG Securities Americas Inc.

Citigroup Global Markets Inc.

Senior Co-Managers:

Barclays Capital Inc.

J.P. Morgan Securities LLC

Merrill Lynch, Pierce, Fenner & Smith Incorporated

Co-Managers:

Bank of China Limited

BNP Paribas

Crédit Agricole Securities (USA) Inc.

HSBC Securities (USA) Inc.

Nomura Securities International, Inc.

Wells Fargo Securities, LLC

Security Codes:

CUSIP: 606822 BD5

ISIN: US606822BD53

Common Code: 195688737

Definitions:

Unless otherwise defined herein, all capitalized terms have the meaning set forth in the Preliminary Prospectus (as defined below).

**10-Year Fixed Rate Notes Due
2029**

Issuer:	Mitsubishi UFJ Financial Group, Inc.
Size:	U.S.\$ 1,500,000,000
Issuer Ratings (Moody's / S&P / Fitch) *:	A1 / A- / A
Expected Security Ratings (Moody's / S&P / Fitch) *:	A1 / A- / A
Security Type:	Senior Notes
Currency:	U.S.\$
Interest:	3.741 % per annum
Trade Date:	February 26, 2019
Settlement Date:	March 7, 2019
Maturity:	March 7, 2029
Interest Payment Dates:	Semi-annually in arrears on March 7 and September 7 of each year
First Interest Payment Date:	September 7, 2019
Pricing Benchmark:	2.625% due 2/2029
Benchmark Spot (Price/Yield):	99-27+ / 2.641%
Spread to Benchmark:	110 basis points
Issue Price:	100% of principal amount plus accrued interest, if any, from March 7, 2019
Yield to Maturity:	3.741 %
Underwriting Discount:	0.45%
Net Proceeds before Expenses:	U.S.\$ 1,493,250,000
Day Count:	30/360
Business Days:	New York and Tokyo
Business Day Convention:	Following Business Day Convention
Denominations:	U.S.\$2,000 x U.S.\$1,000
Listing:	Luxembourg Stock Exchange's Euro MTF Market
Governing Law:	New York law
Billing & Delivering:	MUFG Securities Americas Inc.

Joint Lead Managers and
Joint Bookrunners:

Morgan Stanley & Co. LLC

MUFG Securities Americas Inc.

J.P. Morgan Securities LLC

Senior Co-Managers:

Barclays Capital Inc.

Citigroup Global Markets Inc.

Merrill Lynch, Pierce, Fenner & Smith Incorporated

Co-Managers:

Bank of China Limited

BNP Paribas

Crédit Agricole Securities (USA) Inc.

HSBC Securities (USA) Inc.

Nomura Securities International, Inc.

Wells Fargo Securities, LLC

Security Codes:

CUSIP: 606822 BH6

ISIN: US606822BH67

Common Code: 195830738

Definitions:

Unless otherwise defined herein, all capitalized terms have the meaning set forth in the Preliminary Prospectus (as defined below).

**20-Year Fixed Rate Notes Due
2039**

Issuer:	Mitsubishi UFJ Financial Group, Inc.
Size:	U.S.\$ 500,000,000
Issuer Ratings (Moody's / S&P / Fitch) *:	A1 / A- / A
Expected Security Ratings (Moody's / S&P / Fitch) *:	A1 / A- / A
Security Type:	Senior Notes
Currency:	U.S.\$
Interest:	4.153 % per annum
Trade Date:	February 26, 2019
Settlement Date:	March 7, 2019
Maturity:	March 7, 2039
Interest Payment Dates:	Semi-annually in arrears on March 7 and September 7 of each year
First Interest Payment Date:	September 7, 2019
Pricing Benchmark:	3.375% due 11/2048
Benchmark Spot (Price/Yield):	107-08+ / 3.003%
Spread to Benchmark:	115 basis points
Issue Price:	100% of principal amount plus accrued interest, if any, from March 7, 2019
Yield to Maturity:	4.153 %
Underwriting Discount:	0.875%
Net Proceeds before Expenses:	U.S.\$ 495,625,000
Day Count:	30/360
Business Days:	New York and Tokyo
Business Day Convention:	Following Business Day Convention
Denominations:	U.S.\$2,000 x U.S.\$1,000
Listing:	Luxembourg Stock Exchange's Euro MTF Market
Governing Law:	New York law
Billing & Delivering:	Morgan Stanley & Co. LLC

Joint Lead Managers and
Joint Bookrunners:

Morgan Stanley & Co. LLC

MUFG Securities Americas Inc.

Citigroup Global Markets Inc.

Senior Co-Managers:

Barclays Capital Inc.

J.P. Morgan Securities LLC

Merrill Lynch, Pierce, Fenner & Smith Incorporated

Co-Managers:

Bank of China Limited

BNP Paribas

Crédit Agricole Securities (USA) Inc.

HSBC Securities (USA) Inc.

Nomura Securities International, Inc.

Wells Fargo Securities, LLC

Security Codes:

CUSIP: 606822 BE3

ISIN: US606822BE37

Common Code: 195689601

Definitions:

Unless otherwise defined herein, all capitalized terms have the meaning set forth in the Preliminary Prospectus (as defined below).

This communication is intended for the sole use of the person to whom it is provided by us. This communication does not constitute an offer to sell or the solicitation of an offer to buy any securities in any jurisdiction or to any person to whom it is unlawful to make such offer or solicitation in such jurisdiction.

The Issuer has filed a registration statement (including a prospectus dated February 15, 2019 (the **Base Prospectus)) and a preliminary prospectus supplement dated February 26, 2019 (the **Preliminary Prospectus Supplement**, and together with the **Base Prospectus**, the **Preliminary Prospectus**) with the U.S. Securities and Exchange Commission (**SEC**) for this offering. Before you invest, you should read the **Preliminary Prospectus** for this offering, and other documents the Issuer has filed with the **SEC** and which are incorporated by reference therein for more complete information about the Issuer and this offering. You may get these documents for free by searching the **SEC** online database (**EDGAR**[®]) at www.sec.gov.**

Alternatively, the Issuer, any underwriter or any dealer participating in the transaction will arrange to send you the **Preliminary Prospectus if you request it by calling **Morgan Stanley & Co. LLC** toll-free at **1-866-718-1649** or **MUFG Securities Americas Inc.** toll-free at **1-877-649-6848**.**

Singapore Securities and Futures Act Product Classification Solely for the purposes of its obligations pursuant to sections 309B(1)(a) and 309B(1)(c) of the Securities and Futures Act (Chapter 289 of Singapore), the Issuer has determined, and hereby notifies all relevant persons (as defined in Regulation 3(b) of the Securities and Futures (Capital Markets Products) Regulations 2018 (the **SF (CMP) Regulations**) that the Notes are prescribed capital markets products (as defined in the **SF (CMP) Regulations**) and Excluded Investment Products (as defined in **MAS Notice SFA 04-N12: Notice on the Sale of Investment Products** and **MAS Notice FAA-N16: Notice on Recommendations on Investment Products**).

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