

MAGNA INTERNATIONAL INC  
Form FWP  
September 16, 2015

Filed Pursuant to Rule 433

Registration No. 333-194892

September 16, 2015

**Magna International Inc.**

**Pricing Term Sheet**

**\$650,000,000 4.150% Senior Notes due 2025**

<b>Issuer:</b>	Magna International Inc.
<b>Trade Date:</b>	September 16, 2015
<b>Settlement Date:</b>	September 23, 2015 (T+5)
<b>Ratings*:</b>	Baa1 (Positive) Moody's Investors Service Inc. A- (Stable) Standard & Poor's Rating Services
<b>Issue of Securities:</b>	4.150% Senior Notes due 2025
<b>Aggregate Principal Amount Offered:</b>	\$650,000,000
<b>Maturity:</b>	October 1, 2025
<b>Interest Rate:</b>	4.150%
<b>Benchmark Treasury:</b>	UST 2.000% due August 15, 2025
<b>Spread to Benchmark Treasury:</b>	+190 basis points
<b>Benchmark Treasury Price and Yield:</b>	97-12; 2.298%

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<b>Yield to Maturity:</b>	4.198%
<b>Price to Public:</b>	99.610%, plus accrued interest, if any, from September 23, 2015
<b>Interest Payment Dates:</b>	Semi-annually in arrears on April 1 and October 1 of each year, beginning on April 1, 2016
<b>Make-Whole Call:</b>	Prior to July 1, 2025, T+30 basis points
<b>Par Call:</b>	On or after July 1, 2025
<b>CUSIP/ISIN:</b>	559222 AR5 / US559222AR55
<b>Joint Book-Running Managers:</b>	Citigroup Global Markets Inc.  Merrill Lynch, Pierce, Fenner & Smith Incorporated  RBC Capital Markets, LLC
<b>Co-Managers:</b>	BNP Paribas Securities Corp. CIBC World Markets Corp. Mitsubishi UFJ Securities (USA), Inc. Scotia Capital (USA) Inc. Commerz Markets LLC ING Financial Markets LLC HSBC Securities (USA) Inc. J.P. Morgan Securities LLC Santander Investment Securities Inc. TD Securities (USA) LLC BMO Capital Markets Corp. RB International Markets (USA) LLC Sandler O'Neill & Partners, L.P.

The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement 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 if you request it by calling Citigroup Global Markets Inc. toll-free at (800) 831-9146, Merrill Lynch, Pierce, Fenner & Smith Incorporated toll-free at (800) 294-1322 or RBC Capital Markets, LLC toll-free at (866) 375-6829.

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\* 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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