

FRANKLIN RESOURCES INC
Form FWP
September 20, 2012

Issuer Free Writing Prospectus filed pursuant to Rule 433
supplementing the Preliminary Prospectus Supplement dated
September 19, 2012 and the Prospectus dated September 19, 2012

Registration Statement No. 333-183969

Dated: September 19, 2012

FRANKLIN RESOURCES, INC.

US\$300,000,000 1.375% Five-Year Notes

FINAL PRICING TERM SHEET

September 19, 2012

Issuer:	Franklin Resources, Inc.
Type:	SEC Registered
Ratings:	A1 (Stable) by Moody's Investors Service, Inc.
AA- (Stable) by Standard & Poor's Ratings Services	
Trade Date:	September 19, 2012
Settlement Date:	September 24, 2012 (T+3 days)
Securities:	1.375% Notes due 2017
Size:	US \$300,000,000
Maturity Date:	September 15, 2017
Semi-Annual Coupon:	1.375%
Interest Payment Dates:	March 15 and September 15, commencing March 15, 2013
Price to Public:	99.455%

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Benchmark Treasury:	0.625% due August 31, 2017
Benchmark Treasury Price & Yield:	99-22 / 0.689%
Spread to Benchmark Treasury:	+ 80 bps
Yield:	1.489%
Make-Whole Call:	T + 12.5 bps
Day Count:	30/360
Minimum Denomination / Multiples:	\$2,000 / \$1,000
CUSIP:	354613AH4
ISIN:	US354613AH43
Joint Book-Running Managers: Incorporated	Merrill Lynch, Pierce, Fenner & Smith
Morgan Stanley & Co. LLC	
Co-Managers: HSBC Securities (USA) Inc.	Citigroup Global Markets Inc.
J.P. Morgan Securities LLC	
UBS Securities LLC	
Wells Fargo Securities, LLC	

This communication is intended for the sole use of the person to whom it is provided by the issuer.

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

The issuer has filed a registration statement (including a prospectus) with the Securities and Exchange Commission (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.

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You may get these documents for free by visiting EDGAR on the SEC Web site at 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 Merrill Lynch, Pierce, Fenner & Smith Incorporated at 1-800-294-1322 or Morgan Stanley & Co. LLC at 1-866-718-1649.

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