

**Final Terms dated July 13, 2015**



## **International Finance Corporation**

Issue of

**U.S.\$ 2,250,000,000 1.625 per cent. Notes due July 16, 2020**

under its

**Global Medium-Term Note Program**

### **PART A – CONTRACTUAL TERMS**

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Prospectus dated June 3, 2008. This document constitutes the Final Terms of the Notes described herein and must be read in conjunction with the Prospectus. Full information on International Finance Corporation (the “Corporation”) and the offer of the Notes is only available on the basis of the combination of this Final Terms and the Prospectus. The Prospectus may be obtained (without charge) from the office of the Corporation at 2121 Pennsylvania Avenue, N.W., Washington D.C. 20433, U.S.A. and is available for viewing at the website of the Corporation ([www.ifc.org](http://www.ifc.org)) and copies may be obtained from the website of the Luxembourg Stock Exchange ([www.bourse.lu](http://www.bourse.lu)).

**THE NOTES ARE NOT AN OBLIGATION OF THE INTERNATIONAL BANK FOR RECONSTRUCTION AND DEVELOPMENT OR OF ANY GOVERNMENT.**

- |                                      |                                   |
|--------------------------------------|-----------------------------------|
| 1. Issuer:                           | International Finance Corporation |
| 2. (i) Series Number:                | 1453                              |
| (ii) Tranche Number:                 | 1                                 |
| 3. Specified Currency or Currencies: | United States Dollars (U.S.\$)    |
| 4. Aggregate Nominal Amount:         |                                   |
| (i) Series:                          | U.S.\$ 2,250,000,000              |
| (ii) Tranche:                        | U.S.\$ 2,250,000,000              |

5. Issue Price:	99.618 per cent. of the Aggregate Nominal Amount
6. (i) Specified Denominations:	U.S.\$ 1,000 and integral multiples thereof
(ii) Calculation Amount:	U.S.\$ 1,000
7. Issue Date:	July 16, 2015
8. Maturity Date:	July 16, 2020
9. Interest Basis:	1.625 per cent. Fixed Rate (further particulars specified below)
10. Redemption/Payment Basis:	Redemption at par
11. Change of Interest or Redemption/Payment Basis:	Not Applicable
12. Put/Call Options:	Not Applicable
13. Status of the Notes:	Senior
14. Method of distribution:	Syndicated

#### **PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

15. Fixed Rate Note Provisions:	Applicable
(i) Rate of Interest:	1.625 per cent. per annum payable semi-annually in arrear
(ii) Interest Payment Date(s):	January 16 and July 16 in each year, from and including January 16, 2016 to and including the Maturity Date.
(iii) Fixed Coupon Amount:	U.S.\$ 8.13 per Calculation Amount
(iv) Broken Amount:	Not Applicable
(v) Day Count Fraction:	30/360 (unadjusted)
(vi) Determination Dates:	Not Applicable
(vii) Other terms relating to the method of calculating interest for Fixed Rate Notes:	Not Applicable
16. Floating Rate Note Provisions:	Not Applicable
17. Zero Coupon Note Provisions:	Not Applicable
18. Index Linked Interest Note/other variable-linked interest Note Provisions:	Not Applicable
19. Dual Currency Note Provisions:	Not Applicable

#### **PROVISIONS RELATING TO REDEMPTION**

20. Call Option I:	Not Applicable
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Call Option II (Automatic):	Not Applicable
21. Put Option:	Not Applicable
22. Final Redemption Amount of each Note:	U.S.\$ 1,000 per Calculation Amount
23. Early Redemption Amount: Early Redemption Amount(s) of each Note payable on redemption for taxation reasons or on event of default or other early redemption and/or the method of calculating the same (if required or if different from that set out in the Conditions):	U.S.\$ 1,000 per Calculation Amount

#### **GENERAL PROVISIONS APPLICABLE TO THE NOTES**

24. Form of Notes:	Fed Bookentry Notes: Fed Bookentry Notes available on Issue Date
25. New Global Note (NGN):	No
26. Financial Centre(s) or other special provisions relating to payment dates:	New York
27. Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature):	No
28. Details relating to Partly Paid Notes:	Not Applicable
29. Details relating to installment Notes: amount of each installment, date on which each payment is to be made:	Not Applicable
30. Redenomination, renominalization and reconventioning provisions:	Not Applicable
31. Consolidation provisions:	Not Applicable
32. Additional terms:	Applicable
(i) Governing law:	New York

#### **DISTRIBUTION**

33. (i) If syndicated, names and addresses of Managers and underwriting commitments:	Citigroup Global Markets Inc. - U.S.\$ 545,000,000 Credit Suisse Securities (Europe) Limited - U.S.\$ 545,000,000
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Goldman Sachs International -	U.S.\$ 545,000,000
The Toronto-Dominion Bank -	U.S.\$ 545,000,000
BMO Capital Markets Corp. -	U.S.\$ 10,000,000
Deutsche Bank AG, London Branch -	U.S.\$ 10,000,000
HSBC Securities (USA) Inc. -	U.S.\$ 10,000,000
J.P. Morgan Securities plc -	U.S.\$ 10,000,000
Mitsubishi UFJ Securities International plc -	U.S.\$ 10,000,000
Nomura International plc -	U.S.\$ 10,000,000
Shinsei International Limited -	U.S.\$ 10,000,000

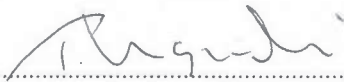
c/o Citigroup Global Markets Inc.  
388 Greenwich Street  
New York, New York 10013  
Attention: General Counsel  
Telephone: +1 212 816 1135  
Fax: +1 646 291 1469

- (ii) Date of Terms Agreement: July 13, 2015
- (iii) Stabilizing Manager(s) (if any): Not Applicable
34. If non-syndicated, name and address of Dealer: Not Applicable
35. Total commission and concession: 0.125 per cent. of the Aggregate Nominal Amount
36. Additional selling restrictions: Not Applicable

## RESPONSIBILITY

The Corporation accepts responsibility for the information contained in this Final Terms.

Signed on behalf of the Corporation:

By:  .....

Duly authorized

## PART B – OTHER INFORMATION

### LISTING

- |      |                       |  |
|------|-----------------------|--|
| (i)  | Listing:              | London   |
| (ii) | Admission to trading: | Application will be made for the Notes to be admitted to the Official List of the United Kingdom Listing Authority and to trading on the London Stock Exchange plc's Regulated Market with effect from July 17, 2015 |

### RATINGS

Ratings:	Notes under the Program have been rated:
	S & P: AAA
	Moody's: Aaa

### INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save as discussed in "Plan of Distribution" in the Prospectus, so far as the Corporation is aware, no person involved in the offer of the Notes has an interest material to the offer.

### OPERATIONAL INFORMATION

Intended to be held in a manner which would allow Eurosystem eligibility:	No
ISIN Code:	US45950KCG31
Common Code:	126136765
CUSIP:	45950KCG3
Any clearing system(s) other than Euroclear Bank S.A./N.V., Clearstream Banking, <i>société anonyme</i> and The Depository Trust Company and the relevant identification number(s):	Bookentry system of the Federal Reserve Banks
Delivery:	Delivery against payment
Names and addresses of additional Paying Agent(s) (if any):	Not Applicable

## GENERAL

Applicable TEFRA exemption: Not Applicable

## UNITED STATES TAXATION

The following supplements the discussion under “Tax Matters” in the Prospectus and is subject to the limitations and exceptions set forth therein.

### *Capital Gains*

As discussed in the Prospectus under “Tax Matters—United States Federal Income Taxation—Purchase, Sale and Retirement of the Notes”, a U.S. Holder may recognize capital gain or loss upon a sale of the Notes. Capital gain of a non-corporate U.S. Holder is generally taxed at preferential rates (which may exceed the 15% rate referenced in the Prospectus) where the property is held for more than one year.

### *Medicare Tax*

A U.S. Holder that is an individual or estate, or a trust that does not fall into a special class of trusts that is exempt from such tax, is subject to a 3.8% tax (the “Medicare tax”) on the lesser of (1) the U.S. Holder’s “net investment income” (or “undistributed net investment income” in the case of an estate or trust) for the relevant taxable year and (2) the excess of the U.S. Holder’s modified adjusted gross income for the taxable year over a certain threshold (which in the case of individuals is between \$125,000 and \$250,000, depending on the individual’s circumstances). A holder’s net investment income generally includes its interest income and its net gains from the disposition of Notes, unless such interest income or net gains are derived in the ordinary course of the conduct of a trade or business (other than a trade or business that consists of certain passive or trading activities). U.S. Holders that are individuals, estates or trusts are urged to consult their tax advisors regarding the applicability of the Medicare tax to their income and gains in respect of their investments in the Notes.

### *Information with Respect to Foreign Financial Assets*

Owners of “specified foreign financial assets” with an aggregate value in excess of \$50,000 (and in some circumstances, a higher threshold) may be required to file an information report with respect to such assets with their tax returns. “Specified foreign financial assets” may include financial accounts maintained by foreign financial institutions, as well as the following, but only if they are held for investment and not held in accounts maintained by financial institutions: (i) stocks and securities issued by non-United States persons, (ii) financial instruments and contracts that have non-United States issuers or counterparties, and (iii) interests in foreign entities. Holders are urged to consult their tax advisors regarding the application of this reporting requirement to their ownership of the Notes.