

LyondellBasell Industries N.V.  
Form FWP  
February 24, 2016

**Free Writing Prospectus**

**Filed Pursuant to Rule 433**

**Registration Number 333-209612**

**LYB International Finance II B.V.**

**750,000,000 1.875% Guaranteed Notes due 2022**

**Pricing Term Sheet dated February 24, 2016**

<b>Issuer:</b>	LYB International Finance II B.V.
<b>Parent Guarantor:</b>	LyondellBasell Industries N.V.
<b>Security Description:</b>	1.875% Guaranteed Notes due 2022
<b>Distribution:</b>	SEC-registered
<b>Principal Amount:</b>	750,000,000
<b>Coupon:</b>	1.875%
<b>Maturity:</b>	March 2, 2022
<b>Offering Price:</b>	99.607% of face amount
<b>Yield to Maturity:</b>	1.945%
<b>Spread to Benchmark Security:</b>	+225.2 basis points
<b>Spread to Mid-Swap:</b>	+182 basis points
<b>Mid-Swap Yield:</b>	0.125%
<b>Re-offer Yield:</b>	1.945%
<b>Benchmark Security:</b>	DBR 2.00% due January 4, 2022
<b>Benchmark Security Spot and Yield:</b>	113.65 / -0.307%
<b>Interest Payment Dates:</b>	Annually on March 2
<b>First Interest Payment Date:</b>	March 2, 2017
<b>Proceeds to Issuer (before expenses):</b>	744,240,000
<b>Day Count Convention:</b>	ACTUAL/ACTUAL (ICMA)
<b>Optional Redemptions:</b>	
<b>Make-Whole Call:</b>	Before December 2, 2021 at a discount rate equal to the Comparable Government Bond Rate (as defined in the preliminary prospectus supplement dated February 24, 2016) plus 35 basis points, plus accrued and unpaid

interest, if any

**Par Call:**

Commencing December 2, 2021, plus accrued and unpaid interest, if any

See Description of the Notes Optional Redemption in the preliminary prospectus supplement for more information.

**Change of Control Triggering Event:**

Puttable at 101% of principal plus accrued and unpaid interest and additional interest, if any

**Trade Date:**

February 24, 2016

**Settlement\*:**

March 2, 2016 (T+5)

**CUSIP / ISIN:**

50247W AA5 / XS1373987707

<b>Governing Law:</b>	New York
<b>Expected Listing:</b>	Global Exchange Market of the Irish Stock Exchange plc
<b>Expected Ratings**:</b>	Baa1 / BBB (stable /stable)
<b>Denominations/Multiple:</b>	100,000 / 1,000
<b>Clearing and Settlement</b>	Euroclear/Clearstream
<b>Stabilization</b>	Stabilization/FCA
<b>Joint Book-Running Managers:</b>	Barclays Bank PLC  Deutsche Bank AG, London Branch  ING Bank N.V.
<b>Co-Managers:</b>	Morgan Stanley & Co. International plc HSBC Bank plc  J.P. Morgan Securities plc  Merrill Lynch International  Mizuho International plc  UniCredit Bank AG

**\* It is expected that delivery of the notes will be made to investors on or about March 2, 2016, which will be the fifth business day following the date hereof (such settlement being referred to as T+5 ). Under Rule 15c6-1 under the Securities Exchange Act of 1934, trades in the secondary market are required to settle in three business days, unless the parties to any such trade expressly agree otherwise. Accordingly, purchasers who wish to trade the notes on the date of pricing or the next succeeding business day will be required, by virtue of the fact that the notes initially settle in T+5, to specify an alternate settlement arrangement at the time of any such trade to prevent a failed settlement. Purchasers of the notes who wish to trade the notes on the date of pricing or the next succeeding business day should consult their own advisors.**

**\*\*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 Bank PLC at 1 (888) 603-5847, Deutsche Bank AG,**

**London Branch at 1 (800) 503-4611, ING Bank N.V. at +31 20 501 3104 or Morgan Stanley & Co. International plc at 1 (866) 718-1649.**

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