

CAPITAL ONE FINANCIAL CORP
Form FWP
January 25, 2019

Filed Pursuant to Rule 433

Dated January 24, 2019

Registration No. 333-223608

CAPITAL ONE FINANCIAL CORPORATION

\$1,250,000,000

\$1,250,000,000 3.900% SENIOR NOTES DUE 2024

Summary of Terms for Issuance

Issuer:	Capital One Financial Corporation
Trade Date:	January 24, 2019
Settlement Date:	January 29, 2019 (T+3)
Ranking:	Senior Unsecured
Expected Security Ratings:*	Baa1 / BBB / A- (Moody's / S&P / Fitch)

\$1,250,000,000 3.900% SENIOR NOTES DUE 2024

Security:	3.900% Senior Notes due 2024
Principal Amount:	US\$1,250,000,000
Net Proceeds to Issuer (before expenses):	US\$1,242,925,000
Maturity Date:	January 29, 2024
Coupon:	3.900% per annum
Benchmark Treasury:	2.625% Notes due December 31, 2023
Benchmark Treasury Price and Yield:	100-11¼ ; 2.548%
Spread to Benchmark Treasury:	140 bps
Re-offer Yield:	3.948%
Price to Public:	99.784% of principal amount
Interest Payment Dates:	Semi-annually in arrears on January 29 and July 29 of each year, commencing on July 29, 2019 to, and including, the Maturity Date.

Day Count/Business Day Convention: 30/360; Following, unadjusted

Optional Redemption: The Issuer has the option to redeem the notes at a redemption price equal to 100% of the principal amount of the notes to be redeemed, plus accrued and unpaid interest thereon to the redemption date, in whole or in part at any time on or after December 29, 2023 (which is the date that is one month prior to the maturity date of the notes)

CUSIP/ISIN: 14040H CA1 / US14040HCA14

OTHER INFORMATION

Joint Book-Running Managers: Citigroup Global Capital Markets Inc.
Credit Suisse Securities (USA) LLC
Morgan Stanley & Co. LLC
Wells Fargo Securities, LLC
Capital One Securities, Inc.

Co-Managers: Academy Securities, Inc.
R. Seelaus & Co., LLC
Samuel A. Ramirez & Company, Inc.
The Williams Capital Group, L.P.

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

Capital One Financial Corporation has filed a registration statement (File No. 333-223608) (including a base shelf prospectus dated March 12, 2018) and preliminary prospectus supplement dated January 24, 2019 with the SEC for the offering to which this communication relates. Before you invest, you should read each of these documents and the other documents filed with the SEC and incorporated by reference in such documents for more complete information about Capital One Financial Corporation and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at www.sec.gov. Alternatively, you may obtain a copy of these documents by contacting Citigroup Global Capital Markets Inc. at 1-800-831-9146, Credit Suisse Securities (USA) LLC at 1-800-221-1037, Morgan Stanley & Co. LLC, at 1-866-718-1649, Wells Fargo Securities, LLC at 1-800-645-3751 or Capital One Securities, Inc., at 1-800-666-9174, Attn: Compliance.

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