

SYSCO CORP  
Form FWP  
June 06, 2012

Filed Pursuant to Rule 433

Issuer Free Writing Prospectus dated

June 6, 2012 Relating to Preliminary Prospectus

Supplement dated June 6, 2012 to

Prospectus dated February 17, 2012

Registration No. 333-179582

**FINAL PRICING TERMS**

**\$300,000,000 0.55% Senior Notes due 2015**

**Issuer:** Sysco Corporation

**Guarantee:** Unconditionally guaranteed by certain subsidiaries of Sysco Corporation

**Title of Security:** 0.55% Senior Notes due 2015

**Size:** \$300,000,000

**Maturity Date:** June 12, 2015

**Coupon:** 0.55%

**Interest Payment Dates:** June 12 and December 12, commencing December 12, 2012

**Price to Public:** 99.319%

**Benchmark Treasury:** 0.250% due May 15, 2015

**Benchmark Treasury Yield:** 0.360%

**Spread to Benchmark Treasury:** T + 42 bps

**Re-offer Yield:** 0.780%

**Make-Whole Call:** T + 10 bps

**Change of Control:** Upon the occurrence of both (i) a change of control of Sysco Corporation and (ii) a downgrade of the notes below an investment grade within a specified period, as more particularly described in the preliminary prospectus supplement, Sysco Corporation will be required to make an offer to purchase the notes at a price equal to 101% of their principal amount, plus accrued and unpaid interest to the date of repurchase.

**Expected Settlement Date:** T + 4; June 12, 2012

**CUSIP Number:** 871829 AP2

**Anticipated Ratings:** A1 by Moody's Investors Service, Inc.  
A+ by Standard & Poor's Ratings Services

**Joint Book-Running Managers:** Goldman, Sachs & Co.  
J.P. Morgan Securities LLC  
Merrill Lynch, Pierce, Fenner & Smith

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Incorporated

**Co-Managers:**

TD Securities (USA) LLC

Wells Fargo Securities, LLC

**\$450,000,000 2.60% Senior Notes due 2022**

<b>Issuer:</b>	Sysco Corporation
<b>Guarantee:</b>	Unconditionally guaranteed by certain subsidiaries of Sysco Corporation
<b>Title of Security:</b>	2.60% Senior Notes due 2022
<b>Size:</b>	\$450,000,000
<b>Maturity Date:</b>	June 12, 2022
<b>Coupon:</b>	2.60%
<b>Interest Payment Dates:</b>	June 12 and December 12, commencing December 12, 2012
<b>Price to Public:</b>	98.722%
<b>Benchmark Treasury:</b>	1.750% due May 15, 2022
<b>Benchmark Treasury Yield:</b>	1.647%
<b>Spread to Benchmark Treasury:</b>	T + 110 bps
<b>Re-offer Yield:</b>	2.747%
<b>Make-Whole Call:</b>	T + 20 bps
<b>Change of Control:</b>	Upon the occurrence of both (i) a change of control of Sysco Corporation and (ii) a downgrade of the notes below an investment grade within a specified period, as more particularly described in the preliminary prospectus supplement, Sysco Corporation will be required to make an offer to purchase the notes at a price equal to 101% of their principal amount, plus accrued and unpaid interest to the date of repurchase.
<b>Expected Settlement Date:</b>	T + 4; June 12, 2012
<b>CUSIP Number:</b>	871829 AQ0
<b>Anticipated Ratings:</b>	A1 by Moody's Investors Service, Inc. A+ by Standard & Poor's Ratings Services
<b>Joint Book-Running Managers:</b>	Goldman, Sachs & Co. J.P. Morgan Securities LLC Merrill Lynch, Pierce, Fenner & Smith Incorporated
<b>Co-Managers:</b>	TD Securities (USA) LLC Wells Fargo Securities, LLC

**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.

The issuer has filed a registration statement (including a prospectus) and related preliminary prospectus supplement with the U.S. Securities and Exchange Commission (the SEC) for the offering to which this communication relates. Before you invest, you should read the prospectus supplement for this offering, 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 Goldman, Sachs & Co. toll free at 1-866-471-2526.