

mitsubishi ufj financial group inc

form 424b5

july 17, 2018

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The information in this preliminary prospectus supplement is incomplete and may be changed. This preliminary prospectus supplement and the accompanying prospectus are not an offer to sell these securities and are not soliciting an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.

Filed Pursuant to Rule 424(b)(5)

Registration No. 333-209455

SUBJECT TO COMPLETION DATED JULY 17, 2018

PROSPECTUS SUPPLEMENT

(To prospectus dated February 10, 2016)

Mitsubishi UFJ Financial Group, Inc.

\$ Floating Rate Senior Notes due July , 2021

\$ % Senior Notes due July , 2021

\$ Floating Rate Senior Notes due July , 2023

\$ % Senior Notes due July , 2023

\$ 3.961% Senior Notes due March 2, 2028

\$ % Senior Notes due July , 2038

Mitsubishi UFJ Financial Group, Inc., or MUFG, expects to issue the above-listed senior notes, collectively the Notes, pursuant to a senior indenture, dated March 1, 2016, or the Indenture. MUFG Securities Americas Inc. and other broker-dealers may use this prospectus supplement and the accompanying prospectus in connection with market-making transactions in the Notes after their initial sale.

Each of the floating rate senior notes due July , 2021, or the 3-year floating rate notes, and the floating rate senior notes due July , 2023, or the 5-year floating rate notes, collectively the floating rate notes, will bear interest commencing July , 2018 at a floating rate, payable quarterly in arrears on January , April , July and October of each year, subject to adjustments, with the first interest payment to be made on October , 2018. The interest rates on the 3-year floating rate notes and the 5-year floating rate notes for each interest period will be a per annum rate equal to three-month U.S. dollar LIBOR plus % and three-month U.S. dollar LIBOR plus %, respectively. Each of the fixed rate senior notes due July , 2021, or the 3-year fixed rate notes, the fixed rate senior notes due July , 2023, or the 5-year fixed rate notes, and the fixed rate senior notes due July , 2038, or the

20-year fixed rate notes, will bear interest commencing July , 2018 at a per annum rate listed above, payable semi-annually in arrears on January and July of each year, with the first interest payment to be made on January , 2019. The fixed rate senior notes due March 2, 2028 offered hereby, or the 10-year fixed rate notes, bear interest at the per annum rate listed above, payable semi-annually in arrears on March 2 and September 2 of each year, with the first interest payment to be made on September 4, 2018 with the same force and effect as if made on September 2, 2018. The 10-year fixed rate notes offered hereby will constitute a further issuance of, and will form a single series with, our 3.961% senior notes due 2028, which we previously issued in the aggregate principal amount of \$500,000,000 under the Indenture on March 2, 2018, or the existing 10-year fixed rate notes. The 10-year fixed rate notes offered hereby will have the same CUSIP and ISIN numbers as, and will trade interchangeably with, the existing 10-year fixed rate notes immediately upon settlement. The offering price of the 10-year fixed rate notes offered hereby will include accrued interest from (and including) March 2, 2018 through the day before the issue date, which must be paid by the purchasers.

We may at our option redeem a series of Notes in whole, but not in part, at 100% of their principal amount plus any accrued and unpaid interest to (but excluding) the date of redemption upon the occurrence of certain tax events, subject to certain conditions. See *Description of Senior Debt Securities* in the accompanying prospectus.

The Notes are intended to qualify as total loss-absorbing capacity, or TLAC, debt upon the implementation of applicable TLAC regulations in Japan. The Notes will be our senior unsecured obligations and will rank senior to all of our existing and future subordinated debt, will rank equally in right of payment with all of our existing and future unsecured and unsubordinated debt (except for statutorily preferred exceptions) and will be effectively subordinated to any secured indebtedness we incur, to the extent of the value of the assets securing the same. See *Risk Factors Risks Related to the Senior Debt Securities* The senior debt securities will be structurally subordinated to the liabilities of MUFG's subsidiaries, including BTMU and MUTB. and other risk factors in the same section included in the accompanying prospectus, and *Description of Senior Debt Securities* in the accompanying prospectus.

We have made an application to the Luxembourg Stock Exchange to list the Notes on the official list of the Luxembourg Stock Exchange and for the Notes to be admitted to trading on the Luxembourg Stock Exchange's Euro MTF Market. The Luxembourg Stock Exchange's Euro MTF Market is not a regulated market for the purposes of Directive 2014/65/EU. This prospectus supplement with the accompanying prospectus constitutes the listing prospectus for purposes of Part IV of the Luxembourg law on prospectus for securities dated July 10, 2005, as amended. This prospectus supplement and the accompanying prospectus may be used only for the purposes for which it has been published, and does not constitute a prospectus for the purposes of the Prospectus Directive (Directive 2003/71/EC, as amended).

Investing in the Notes involves risks. See Risk Factors beginning on page 6 of the accompanying prospectus, updated on page S-2 of this prospectus supplement, and as incorporated by reference herein from our most recent annual report on Form 20-F.

Neither the U.S. Securities and Exchange Commission, or the SEC, nor any state securities regulators has approved or disapproved these securities or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

These securities are not deposits or savings accounts. These securities are not insured by the U.S. Federal Deposit Insurance Corporation, or the FDIC, or any other governmental agency or instrumentality.

	<i>Price to Public⁽¹⁾</i>	<i>Underwriting Discounts and Commissions⁽²⁾</i>	<i>Proceeds to us (before expenses)⁽¹⁾</i>
<i>Per Floating Rate Note due 2021</i>	<i>%</i>	<i>%</i>	<i>%</i>
<i>Total Floating Rate Notes due 2021</i>	<i>\$</i>	<i>\$</i>	<i>\$</i>
<i>Per Fixed Rate Note due 2021</i>	<i>%</i>	<i>%</i>	<i>%</i>
<i>Total Fixed Rate Notes due 2021</i>	<i>\$</i>	<i>\$</i>	<i>\$</i>
<i>Per Floating Rate Note due 2023</i>	<i>%</i>	<i>%</i>	<i>%</i>
<i>Total Floating Rate Notes due 2023</i>	<i>\$</i>	<i>\$</i>	<i>\$</i>
<i>Per Fixed Rate Note due 2023</i>	<i>%</i>	<i>%</i>	<i>%</i>
<i>Total Fixed Rate Notes due 2023</i>	<i>\$</i>	<i>\$</i>	<i>\$</i>
<i>Per Fixed Rate Note due 2028</i>	<i>%</i>	<i>%</i>	<i>%</i>
<i>Total Fixed Rate Notes due 2028</i>	<i>\$</i>	<i>\$</i>	<i>\$</i>
<i>Per Fixed Rate Note due 2038</i>	<i>%</i>	<i>%</i>	<i>%</i>
<i>Total Fixed Rate Notes due 2038</i>	<i>\$</i>	<i>\$</i>	<i>\$</i>

(1) Plus accrued interest, if any, on the Notes except the Fixed Rate Notes due 2028 after July , 2018. Plus accrued interest on the Fixed Rate Notes due 2028 from (and including) March 2, 2018 to (but excluding) the issue date, which must be paid by the purchasers of such notes offered hereby. The amount of accrued interest per \$1,000 principal amount on such notes offered hereby from (and including) March 2, 2018 to (but excluding) July , 2018, which is the expected issue date, will be \$.

(2) For additional underwriting compensation information, see Underwriting (Conflicts of Interest). The Notes are expected to be delivered to purchasers in book-entry form only through the facilities of The Depository Trust Company, or DTC, for the accounts of its participants, including Euroclear Bank SA/NV, or Euroclear, and Clearstream Banking S.A., or Clearstream, Luxembourg, on or about July , 2018.

Joint Lead Managers and Joint Bookrunners

**MORGAN STANLEY
CITIGROUP**

**MUFG
J.P. Morgan**

(5-year notes and 20-year notes)

(3-year notes and 10-year notes)

The date of this prospectus supplement is July , 2018

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ABOUT THIS PROSPECTUS SUPPLEMENT

In making an investment decision, you should rely only on the information provided or incorporated by reference in this prospectus supplement, the accompanying prospectus and any related free-writing prospectus that we prepare or authorize. We have not authorized anyone to provide you with different or additional information. You should not assume that the information in this prospectus supplement, the accompanying prospectus or any related free-writing prospectus that we prepare or authorize or in any document incorporated by reference herein or therein is accurate as of any date after its date.

The distribution of this prospectus supplement, the accompanying prospectus and any related free-writing prospectus that we prepare or authorize and the offering of the Notes in certain jurisdictions may be restricted by law. This prospectus supplement, the accompanying prospectus and any related free-writing prospectus that we prepare or authorize do not constitute an offer, or an invitation on our behalf or on behalf of the underwriters or any of them, to subscribe to or purchase any of the Notes, and may not be used for or in connection with an offer or solicitation by anyone, in any jurisdiction in which such an offer or solicitation is not authorized or to any person to whom it is unlawful to make such an offer or solicitation.

The Notes may not be a suitable investment for all investors and you must determine on your own or with the assistance of a financial adviser the suitability of an investment in the Notes in light of your own circumstances. You should not invest in the Notes unless you have the knowledge and expertise, either on your own or with the assistance of a financial adviser, to evaluate how the Notes will perform under changing conditions, the effect on the value of the Notes of the uncertainty relating to whether and how the Notes will be qualified or treated under applicable regulatory capital or TLAC requirements, the impact this investment will have on your overall investment portfolio, and the use of proceeds from the sale of the Notes. Prior to making an investment decision, you should consider carefully, in light of your own financial circumstances and investment objectives, all the information contained in this prospectus supplement, the accompanying prospectus and any related free-writing prospectus that we prepare or authorize and in any document incorporated by reference herein and therein and in any applicable supplement to this prospectus supplement.

As used in this prospectus supplement, the terms MUFG, we, the Company and the Group generally refer to Mitsubishi UFJ Financial Group, Inc. and its consolidated subsidiaries but, from time to time as the context requires, refers to Mitsubishi UFJ Financial Group, Inc. as an individual legal entity, except that on the cover page of this prospectus supplement, under the heading Joint Lead Managers and Joint Bookrunners and on the back cover page of this prospectus supplement, the reference to MUFG is to MUFG Securities Americas Inc.

In this prospectus supplement, references to yen or ¥ are to Japanese yen, references to U.S. dollars, dollars, U.S.\$ are to United States dollars, references to AU\$ are to Australian dollars, and references to euro or refer to the currency of those member states of the European Union which are participating in the European Economic and Monetary Union pursuant to the Treaty of the European Union.

Unless otherwise specified, the financial information presented in this prospectus supplement and our consolidated financial statements, which are incorporated by reference in this prospectus supplement, are prepared in accordance with accounting principles generally accepted in the United States, or U.S. GAAP. Our fiscal year ends on March 31 of each year.

Some of our financial information contained or incorporated by reference herein, where specified, is prepared in accordance with accounting principles generally accepted in Japan, or Japanese GAAP. We report our financial results in accordance with Japanese GAAP on a quarterly basis under Japanese banking and securities regulations and Tokyo Stock Exchange rules. The basis of our financial information prepared in

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accordance with U.S. GAAP may be significantly different in certain respects from the basis of our financial information prepared in accordance with Japanese GAAP. For information on certain differences between U.S. GAAP and Japanese GAAP, see Exhibit 99(b) Unaudited Reverse Reconciliation of Selected Financial Information attached to our most recent annual report on Form 20-F, which is incorporated by reference herein. You should consult your own professional advisers, as necessary, for a more complete understanding of the differences among U.S. GAAP, Japanese GAAP, International Financial Reporting Standards and any other generally accepted accounting principles applicable in your jurisdiction and how such differences affect the financial information contained or incorporated by reference herein.

The Notes have not been and will not be registered under the Financial Instruments and Exchange Act of Japan (Act No. 25 of 1948, as amended; the Financial Instruments and Exchange Act) and are subject to the Special Taxation Measures Act of Japan (Act No. 26 of 1957, as amended; the Special Taxation Measures Act). The Notes may not be offered or sold in Japan or to, or for the benefit of, any resident of Japan (which term as used in this sentence means any person resident of Japan, including any corporation or other entity organized under the laws of Japan) or to others for reoffering or resale, directly or indirectly, in Japan or to, or for the benefit of, any resident of Japan, except pursuant to an exemption from the registration requirements of, and otherwise in compliance with, the Financial Instruments and Exchange Act and any other applicable laws, regulations and governmental guidelines of Japan. The Notes are not, as part of the distribution by the underwriters pursuant to the underwriting agreement dated the date of this prospectus supplement at any time, to be directly or indirectly offered or sold to, or for the benefit of, any person other than a beneficial owner that is, (i) for Japanese tax purposes, neither (x) an individual resident of Japan or a Japanese corporation, nor (y) an individual non-resident of Japan or a non-Japanese corporation that in either case is a person having a special relationship with the Company as described in Article 6, Paragraph 4 of the Special Taxation Measures Act (a specially-related person of the Company) or (ii) a Japanese financial institution, designated in Article 6, Paragraph 9 of the Special Taxation Measures Act, except as specifically permitted under the Special Taxation Measures Act. **BY SUBSCRIBING FOR THE NOTES, AN INVESTOR WILL BE DEEMED TO HAVE REPRESENTED THAT IT IS A PERSON WHO FALLS INTO THE CATEGORY OF (i) OR (ii) ABOVE.**

Interest payments on the Notes generally will be subject to Japanese withholding tax unless it is established that such Notes are held by or for the account of a beneficial owner that is (i) for Japanese tax purposes, neither (x) an individual resident of Japan or a Japanese corporation, nor (y) an individual non-resident of Japan or a non-Japanese corporation that in either case is a specially-related person of the Company, (ii) a Japanese designated financial institution described in Article 6, Paragraph 9 of the Special Taxation Measures Act which complies with the requirement for tax exemption under that paragraph or (iii) a Japanese public corporation, financial institution or financial instruments business operator described in Article 3-3, Paragraph 6 of the Special Taxation Measures Act which complies with the requirement for tax exemption under that paragraph.

Interest payments on the Notes to an individual resident of Japan, to a Japanese corporation not described in the preceding paragraph, or to an individual non-resident of Japan or a non-Japanese corporation that in either case is a specially-related person of the Company will be subject to deduction in respect of Japanese income tax at a current rate of 15.315% (15% on or after January 1, 2038) of the amount of such interest.

PRIIPs Regulation / Prospectus Directive / Prohibition of sales to EEA retail investors The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (EEA). For these purposes, a retail investor means a person who is one

(or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU, as amended (MiFID II); or (ii) a customer within the meaning of Directive 2002/92/EC, as amended (the Insurance Mediation Directive), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in the

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Prospectus Directive. Consequently, no key information document required by Regulation (EU) No. 1286/2014, as amended (the PRIIPs Regulation), for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and, therefore, offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

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FORWARD-LOOKING STATEMENTS

This prospectus supplement, the accompanying prospectus and the documents incorporated by reference herein contain forward-looking statements within the meaning of the U.S. Private Securities Litigation Reform Act of 1995. Forward-looking statements do not relate strictly to historical or current facts and include statements regarding our current intent, belief, targets or expectations or the current intent, belief, targets or expectations of our management with respect to, among others:

changes in banking and other regulations, including those affecting whether and how the Notes will be qualified or treated under applicable capital or TLAC requirements and resolution measures to be implemented in Japan,

our financial condition,

our results of operations,

our business plans and other management objectives,

our business strategies, competitive positions and growth opportunities,

the financial and regulatory environment in which we operate,

our problem loan levels and loan losses,

the equity, interest and foreign exchange markets, and

the benefits of recently completed or announced transactions and realization of related financial and operating synergies and efficiencies, including estimated cost savings and revenue enhancement.

In many, but not all, cases, we use words such as aim, anticipate, believe, estimate, expect, hope, intend, predict, probability, risk, should, will, would and similar expressions, as they relate to us or our management, identify forward-looking statements. These statements reflect our current views with respect to future events and are subject to risks, uncertainties and assumptions. Should one or more of these risks or uncertainties materialize or should underlying assumptions prove incorrect, actual results may vary materially from those which are anticipated, aimed at, believed, estimated, expected, intended or planned.

Forward-looking statements are not guarantees of future performance and involve risks and uncertainties. Actual results may differ from those in forward-looking statements as a result of various factors. Important factors that could cause actual results to differ materially from estimates or forecasts contained in the forward-looking statements

include those which are discussed in this prospectus supplement, the accompanying prospectus and our most recent annual report on Form 20-F and other documents incorporated by reference in this prospectus supplement and the accompanying prospectus.

You are cautioned not to place undue reliance on any forward-looking statements, which speak only as of their respective dates. We do not undertake to update any forward-looking statements, whether as a result of new information, future events or developments, or otherwise.

WHERE YOU CAN OBTAIN MORE INFORMATION

We file reports and other information with the SEC. You may read and copy any document filed with the SEC at the SEC's Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549. Please call the SEC at (800) SEC-0330 for further information on the Public Reference Room. Documents filed with the SEC are also available to the public on the SEC's internet website at <http://www.sec.gov>.

This prospectus supplement is part of a registration statement on Form F-3 that we filed with the SEC. The registration statement, including the attached exhibits, contains additional relevant information about us and the securities that may be offered from time to time.

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INCORPORATION OF DOCUMENTS BY REFERENCE

The SEC allows us to incorporate by reference in this prospectus supplement and the accompanying prospectus some or all of the documents we file with the SEC. This means:

the information in a document that is incorporated by reference is considered to be a part of this prospectus supplement and the accompanying prospectus;

we can disclose important information to you by referring you to those documents; and

information that we file with the SEC will automatically update and modify or supersede some of the information included or incorporated by reference in this prospectus supplement and the accompanying prospectus.

This means that you must look at all of the SEC filings that we incorporate by reference to determine if any of the statements in this prospectus supplement or the accompanying prospectus or in any document incorporated by reference herein or therein have been modified or superseded. The accompanying prospectus describes documents that are incorporated by reference into the accompanying prospectus and this prospectus supplement. See **Incorporation of Documents by Reference** in the accompanying prospectus.

The documents incorporated by reference into this prospectus supplement and the accompanying prospectus include:

our current report on Form 6-K relating to our financial information under Japanese GAAP as of and for the fiscal year ended March 31, 2018, dated May 15, 2018, except for the forward-looking statements which were made as of the date thereof,

our current report on Form 6-K/A relating to partial corrections to our financial information under Japanese GAAP as of and for the fiscal year ended March 31, 2018, dated May 21, 2018,

our current report on Form 6-K relating to our additional financial information under Japanese GAAP as of and for the fiscal year ended March 31, 2018, and certain other additional information, dated June 28, 2018,

our annual report on Form 20-F for the fiscal year ended March 31, 2018, filed on July 12, 2018, and

our current report on Form 6-K relating to the Japanese Ministry of Finance's administrative action against Mitsubishi UFJ Morgan Stanley Securities Co., Ltd., or MUMSS, dated July 13, 2018.

In addition, we incorporate by reference in this prospectus supplement all subsequent annual reports filed on Form 20-F and any future filings made with the SEC under Sections 13(a), 13(c), 14 or 15(d) of the U.S. Securities Exchange Act of 1934, as amended, or the U.S. Exchange Act, and certain reports on Form 6-K, which we furnish to

the SEC, if they state that they are incorporated by reference in this prospectus supplement, after the date of this prospectus supplement until the offering contemplated in this prospectus supplement is completed. Reports on Form 6-K we may furnish to the SEC after the date of this prospectus supplement (or portions thereof) are incorporated by reference in this prospectus supplement only to the extent that the report expressly states that it is (or such portions are) incorporated by reference in this prospectus supplement.

We will provide you without charge upon written or oral request a copy of any of the documents that are incorporated by reference in this prospectus supplement. If you would like us to provide you with any of these documents, please contact us at the following address or telephone number: 7-1, Marunouchi 2-chome, Chiyoda-ku, Tokyo 100-8330, Japan, Attention: Public Relations Office (telephone: +81-3-3240-8111).

Copies of documents incorporated by reference in this prospectus supplement may be inspected, free of charge, at the website of the Luxembourg Stock Exchange at www.bourse.lu.

Selected Financial Data

For certain selected financial data relating to us, see Item 3.A. Key Information Selected Financial Data in our most recent annual report on Form 20-F on file with the SEC incorporated by reference herein.

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SUMMARY

*This summary highlights some of the information contained in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference herein. Because this is only a summary, it does not contain all of the information that may be important to you. You should read the entire prospectus supplement, the accompanying prospectus and the documents incorporated by reference herein carefully, including the section entitled **Risk Factors** and our financial statements and related notes to those statements included in our most recent annual report on Form 20-F and the sections entitled **Risk Factors**, **Description of Senior Debt Securities** and **Use of Proceeds** and other information included elsewhere, or incorporated by reference, in this prospectus supplement and the accompanying prospectus, prior to making an investment decision.*

Mitsubishi UFJ Financial Group, Inc.

We are a bank holding company incorporated on October 1, 2005 as a joint stock company (*kabushiki kaisha*) under the Company Law of Japan. We are one of the world's largest and most diversified financial groups with total assets of ¥300.57 trillion and total deposits of ¥195.67 trillion as of March 31, 2018. We are the holding company for MUFG Bank, Ltd., or the Bank (formerly, The Bank of Tokyo-Mitsubishi UFJ, Ltd., or BTMU). Mitsubishi UFJ Trust and Banking Corporation, or the Trust Bank or MUTB, MUMSS (through Mitsubishi UFJ Securities Holdings Co., Ltd., or the Securities HD, an intermediate holding company), Mitsubishi UFJ NICOS Co., Ltd., and other subsidiaries. Through our subsidiaries and affiliated companies, we engage in a broad range of financial businesses and services, including commercial banking, investment banking, trust banking and asset management services, securities businesses, and credit card businesses, and provide related services to individuals and corporate customers in Japan and abroad. For a more detailed description of our history and business, see Item 4. Information on the Company in our most recent annual report on Form 20-F.

Updates Relating to Listing of the Notes on the Luxembourg Stock Exchange

To provide information relating to the expected listing of the Notes on the Luxembourg Stock Exchange, updates are made to the section **Description of Senior Debt Securities** in the accompanying prospectus as follows:

The final paragraph of the sub-section under the sub-heading **Book-Entry; Delivery and Form Exchange of Global Notes for Certificated Notes** is deleted in its entirety; and

The sub-section under the sub-heading **Minimum Board Lot Size on the SGX-ST** is deleted in its entirety, together with such sub-heading.

In addition, an update is made to the first sentence of **Risk Factors** **Risks Related to the Senior Debt Securities** **There is no established trading market for the senior debt securities and one may not develop.** in the accompanying prospectus by replacing the phrase **although we expect to list the senior debt securities on the Singapore Exchange Securities Trading Limited, or SGX-ST,** with **although we expect to list the senior debt securities on the Luxembourg Stock Exchange's Euro MTF Market,** .

See **Listing and General Information**.

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An Update to the Risks Related to the Senior Debt Securities

The following disclosure is added to the section Risk Factors Risks Related to the Senior Debt Securities in the accompanying prospectus:

LIBOR may be administered differently or discontinued in the future and, as a result, the value and marketability of, and the return on, the senior debt securities linked to LIBOR may decline.

LIBOR is currently the subject of ongoing national and international regulatory reform. Following the implementation of any such potential reforms, the manner of administration of LIBOR may change, with the result that it may perform differently than in the past or could be eliminated entirely, that a substitute or alternative benchmark could be established, or that there could be other consequences, including those which cannot be predicted. On July 27, 2017, the United Kingdom Financial Conduct Authority, or the U.K. FCA, announced that it will no longer persuade or compel banks to submit rates for the calculation of the LIBOR benchmark after 2021. The U.K. FCA's announcement indicates that the continuation of LIBOR on the current basis cannot and will not be guaranteed after 2021. In addition, the application of Regulation (EU) 2016/1011, generally known as the Benchmarks Regulation, and other current and future regulations may materially change the manner in which the LIBOR benchmark is administered. The potential elimination of, or the potential changes in the manner of administration of, the LIBOR benchmark could require an adjustment or amendment to the terms and conditions, or result in other consequences, in respect of any senior debt securities linked to LIBOR, including discrepancies between the interest rates calculated as described herein and those based on any substitute or alternative benchmark that becomes the market standard, as well as other consequences which cannot be predicted. If the LIBOR benchmark becomes unavailable and banks are unwilling to provide quotations in accordance with the terms of our floating rate senior debt securities, the Floating Interest Rate for a particular Interest Period will be the same as the immediately preceding Interest Period, and could remain the same for the life of the floating rate senior debt securities. Any such uncertainty or consequences relating to LIBOR could have a material adverse effect on cash flow relating to accrued interest for each interest payment period as well as the value and marketability of, and the return on, any such senior debt securities.

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The Offering

Floating Rate Senior Notes due 2021

Notes offered \$ aggregate principal amount of floating rate senior notes due July , 2021.

Issue price % of the principal amount plus accrued interest, if any, from July , 2018.

Maturity July , 2021.

In the event July , 2021 or any other date fixed for redemption is not both a Business Day and London Banking Day, the payment of interest and principal in respect of the 3-year floating rate notes will be made on the next succeeding day that is both a Business Day and London Banking Day, and no interest on such payment shall accrue for the period from and after July , 2021 or any such other date fixed for redemption.

Interest The 3-year floating rate notes will bear interest at a floating rate, payable quarterly in arrears on January , April , July and October of each year, subject to adjustments, with the first interest payment to be made on October , 2018. The interest rate on the 3-year floating rate notes for each interest period will be a per annum rate equal to the London interbank offered rate for three-month deposits in U.S. dollars, or three-month U.S. dollar LIBOR, plus %. Interest on the 3-year floating rate notes will be computed on the basis of the actual number of days and a 360-day year.

For purposes of the first interest payment on October , 2018, the Interest Period will begin on (and include) July , 2018. For purposes of the interest payment on the maturity date, the Interest Period will end on (and exclude) July , 2021.

See Description of Senior Debt Securities Floating Rate Interest in the accompanying prospectus.

Other terms For more information on the terms of the 3-year floating rate notes, including redemption, covenants and events of default, see General

Terms of the Notes in this prospectus supplement and Description of
Senior Debt Securities in the accompanying prospectus.

Calculation agent

The Bank of New York Mellon

Security codes

CUSIP:

ISIN:

Common Code:

S-3YRFL

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% Senior Notes due 2021

Notes offered \$ aggregate principal amount of % senior notes due July , 2021.

Issue price % of the principal amount plus accrued interest, if any, from July , 2018.

Maturity July , 2021.

In the event July , 2021 or any other date fixed for redemption is not a Business Day, the payment of interest and principal in respect of the 3-year fixed rate notes will be made on the next succeeding Business Day, and no interest on such payment shall accrue for the period from and after July , 2021 or any such other date fixed for redemption.

Interest The 3-year fixed rate notes will bear interest from July , 2018 at the rate of % per annum payable semi-annually in arrears on January and July of each year, with the first interest payment to be made on January , 2019. Interest on the 3-year fixed rate notes will be computed on the basis of a 360-day year consisting of twelve 30-day months.

Other terms For more information on the terms of the 3-year fixed rate notes, including redemption, covenants and events of default, see General Terms of the Notes in this prospectus supplement and Description of Senior Debt Securities in the accompanying prospectus.

Security codes CUSIP:

ISIN:

Common Code:

S-3YRFX

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Floating Rate Senior Notes due 2023

Notes offered \$ aggregate principal amount of floating rate senior notes due July , 2023.

Issue price % of the principal amount plus accrued interest, if any, from July , 2018.

Maturity July , 2023.

In the event July , 2023 or any other date fixed for redemption is not both a Business Day and London Banking Day, the payment of interest and principal in respect of the 5-year floating rate notes will be made on the next succeeding day that is both a Business Day and London Banking Day, and no interest on such payment shall accrue for the period from and after July , 2023 or any such other date fixed for redemption.

Interest The 5-year floating rate notes will bear interest at a floating rate, payable quarterly in arrears on January , April , July and October of each year, subject to adjustments, with the first interest payment to be made on October , 2018. The interest rate on the 5-year floating rate notes for each interest period will be a per annum rate equal to the London interbank offered rate for three-month deposits in U.S. dollars, or three-month U.S. dollar LIBOR, plus %. Interest on the 5-year floating rate notes will be computed on the basis of the actual number of days and a 360-day year.

For purposes of the first interest payment on October , 2018, the Interest Period will begin on (and include) July , 2018. For purposes of the interest payment on the maturity date, the Interest Period will end on (and exclude) July , 2023.

See Description of Senior Debt Securities Floating Rate Interest in the accompanying prospectus.

Other terms For more information on the terms of the 5-year floating rate notes, including redemption, covenants and events of default, see General Terms of the Notes in this prospectus supplement and Description of Senior Debt Securities in the accompanying prospectus.

Calculation agent The Bank of New York Mellon

Security codes CUSIP:

ISIN:

Common Code:

S-5YRFL

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% Senior Notes due 2023

Notes offered \$ aggregate principal amount of % senior notes due July , 2023.

Issue price % of the principal amount plus accrued interest, if any, from July , 2018.

Maturity July , 2023.

In the event July , 2023 or any other date fixed for redemption is not a Business Day, the payment of interest and principal in respect of the 5-year fixed rate notes will be made on the next succeeding Business Day, and no interest on such payment shall accrue for the period from and after July , 2023 or any such other date fixed for redemption.

Interest The 5-year fixed rate notes will bear interest from July , 2018 at the rate of % per annum payable semi-annually in arrears on January and July of each year, with the first interest payment to be made on January , 2019. Interest on the 5-year fixed rate notes will be computed on the basis of a 360-day year consisting of twelve 30-day months.

Other terms For more information on the terms of the 5-year fixed rate notes, including redemption, covenants and events of default, see General Terms of the Notes in this prospectus supplement and Description of Senior Debt Securities in the accompanying prospectus.

Security codes CUSIP:

ISIN:

Common Code:

S-5YRFX

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3.961% Senior Notes due 2028

Notes offered \$ aggregate principal amount of 3.961% senior notes due March 2, 2028.

The 10-year fixed rate notes offered hereby will constitute a further issuance of, will form a single series with, will have the same CUSIP and ISIN numbers as, and will trade interchangeably with, the \$500,000,000 aggregate principal amount of fixed rate senior notes due March 2, 2028 issued on March 2, 2018.

Issue price % of the principal amount plus accrued interest from (and including) March 2, 2018 to (but excluding) the issue date, which is expected to be July , 2018, in the amount of \$ per \$1,000 principal amount of the 10-year fixed rate notes.

Maturity March 2, 2028.

In the event March 2, 2028 or any other date fixed for redemption is not a Business Day, the payment of interest and principal in respect of the 10-year fixed rate notes will be made on the next succeeding Business Day, and no interest on such payment shall accrue for the period from and after March 2, 2028 or any such other date fixed for redemption.

Interest The 10-year fixed rate notes will bear interest from March 2, 2018 at the rate of 3.961% per annum payable semi-annually in arrears on March 2 and September 2 of each year, with the first interest payment to be made on September 4, 2018 with the same force and effect as if made on September 2, 2018. Interest on the 10-year fixed rate notes will be computed on the basis of a 360-day year consisting of twelve 30-day months.

The initial interest to be paid on September 4, 2018 to holders of record on August 27, 2018 of the 10-year fixed rate notes offered hereby will be the same per note as the interest to be paid on September 4, 2018 to holders of record on August 27, 2018 of the existing 10-year fixed rate notes. All pre-issuance accrued interest from (and including) March 2, 2018 to (but excluding) the issue date will be paid by the purchasers of the 10-year fixed rate notes offered hereby as described under Issue price above.

Other terms For more information on the terms of the 10-year fixed rate notes, including redemption, covenants and events of default, see General Terms of the Notes in this prospectus supplement and Description of Senior Debt Securities in the accompanying prospectus.

Security codes CUSIP: 606822 AV6

ISIN: US606822AV60

Common Code: 178608975

S-10YRFX

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% Senior Notes due 2038

Notes offered \$ aggregate principal amount of % senior notes due July , 2038.

Issue price % of the principal amount plus accrued interest, if any, from July , 2018.

Maturity July , 2038.

In the event July , 2038 or any other date fixed for redemption is not a Business Day, the payment of interest and principal in respect of the 20-year fixed rate notes will be made on the next succeeding Business Day, and no interest on such payment shall accrue for the period from and after July , 2038 or any such other date fixed for redemption.

Interest The 20-year fixed rate notes will bear interest from July , 2018 at the rate of % per annum payable semi-annually in arrears on January and July of each year, with the first interest payment to be made on January , 2019. Interest on the 20-year fixed rate notes will be computed on the basis of a 360-day year consisting of twelve 30-day months.

Other terms For more information on the terms of the 20-year fixed rate notes, including redemption, covenants and events of default, see General Terms of the Notes in this prospectus supplement and Description of Senior Debt Securities in the accompanying prospectus.

Security codes CUSIP: &nb