

FMC CORP  
Form FWP  
November 12, 2013

Filed Pursuant to Rule 433

Registration No. 333-184736

Free Writing Prospectus

To Prospectus dated November 2, 2012 and

Preliminary Prospectus Supplement dated November 12, 2013

**\$400,000,000**

**FMC Corporation**

**4.100% Senior Notes due 2024**

**November 12, 2013**

*Pricing Term Sheet*

<b>Issuer:</b>	FMC Corporation
<b>Security:</b>	4.100% Senior Notes due 2024
<b>Size:</b>	\$400,000,000
<b>Maturity Date:</b>	February 1, 2024
<b>Coupon:</b>	4.100%
<b>Interest Payment Dates:</b>	Each February 1 and August 1, commencing February 1, 2014
<b>Price to Public:</b>	99.840%
<b>Benchmark Treasury:</b>	UST 2.500% due August 15, 2023
<b>Benchmark Treasury Price and</b>	

<b>Yield:</b>	97-22+; 2.770%
<b>Spread to Benchmark Treasury:</b>	+135 bps
<b>Yield:</b>	4.120%
<b>Make-Whole Call:</b>	T+20 bps
<b>Par Call:</b>	On or after November 1, 2023
<b>Expected Settlement Date:</b>	November 15, 2013 (T+3)
<b>CUSIP/ISIN:</b>	302491AS4 / US302491AS46
<b>Ratings:</b>	Moody s Baa1 (Positive Outlook)

<b>Joint Book-Running Managers:</b>	S&P A- (Stable Outlook) Citigroup Global Markets Inc.
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HSBC Securities (USA) Inc.

Merrill Lynch, Pierce, Fenner & Smith

<b>Senior Co-Managers:</b>	Incorporated BNP Paribas Securities Corp.
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DNB Markets, Inc.

## Edgar Filing: FMC CORP - Form FWP

Mitsubishi UFJ Securities (USA), Inc.

SMBC Nikko Securities America, Inc.

U.S. Bancorp Investments, Inc.

**Co-Managers:**

TD Securities (USA) LLC

ANZ Securities, Inc.

BB&T Capital Markets, a division of BB&T Securities, LLC

BNY Mellon Capital Markets, LLC

J.P. Morgan Securities LLC

KBC Securities USA, Inc.

Lloyds Securities Inc.

RBS Securities Inc.

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) with the SEC for the offering to which this communication relates. Before you invest, you should read 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 Citigroup Global Markets Inc. toll free at 1-800-831-9146, HSBC Securities (USA) Inc. toll-free at 1-866-811-8049 and Merrill Lynch, Pierce, Fenner & Smith Incorporated toll-free at 1-800-294-1322.**