

AUTOLIV INC
Form FWP
March 12, 2012

Filed Pursuant to Rule 433

Issuer Free Writing Prospectus dated March 12, 2012

Relating to Preliminary Prospectus Supplement dated March 9, 2012

to Prospectus dated March 7, 2012

Registration No. 333-179948

AUTOLIV, INC.

PRICING TERM SHEET

\$106,273,000 3.854% Senior Notes due 2014

Issuer: Autoliv, Inc.

Title of Security: 3.854% Senior Notes due 2014 (the Senior Notes)

Ranking: Senior unsecured

Principal Amount: \$106,273,000

Trade Date: March 12, 2012

Expected Settlement Date: T + 3; March 15, 2012 (the Reset Effective Date)

Maturity Date: April 30, 2014

Interest Payment Dates: Semiannually on April 30 and October 31, commencing on October 31, 2012. The first interest payment period will be from and including the Reset Effective Date to, but excluding, October 31, 2012.

Coupon: 3.854%

Day Count: 30/360

Public Offering Price: 102.002%

Re-offer Yield: 2.875%

Optional Redemption: The Senior Notes will not be redeemable by the Issuer prior to the Maturity Date.

Change of Control Prepayment Offer: Upon the occurrence of a change of control, each holder of Senior Notes will have the right to require the Issuer to repurchase, subject to certain conditions, its Senior Notes in whole, but not in part, at a price equal to 100% of the principal amount of the Senior Notes to be purchased, plus any accrued but unpaid interest to, but excluding the repurchase date.

CUSIP/ISIN Number: 052800 AB5 / US052800AB59

Sole Remarketing Agent: Morgan Stanley & Co. LLC

The Issuer has filed a registration statement (including a prospectus) and a prospectus supplement with the SEC for the remarketing to which this communication relates. Before you invest, you should read the prospectus in that registration statement, the prospectus supplement, the documents incorporated by reference therein, and other documents the Issuer has filed with the SEC for more complete information about the Issuer and this remarketing. You may get these documents for free by visiting EDGAR on the SEC Web site at www.sec.gov. Alternatively, copies of the prospectus and the prospectus supplement may be obtained by contacting Morgan Stanley & Co. LLC by calling the toll-free number +1 (866) 718-1649.

Any disclaimers or other notices that may appear below are not applicable to this communication and should be disregarded. Such disclaimers were automatically generated as a result of this communication being sent via Bloomberg or another email system.

2

or each class of securities beneficially owned directly or indirectly. **Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.** SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bellm Brent 1011 W. FIFTH STREET, SUITE 300 AUSTIN, TX 78703			Chief Operating Officer	

Signatures

/s/ Melissa Fruge as Attorney-in-Fact for Brent Bellm

 **Signature of Reporting Person

10/22/2012

 Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Transaction pursuant to a 10b5-1 Trading Plan adopted by the Reporting Person in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934, as amended.
- (2) The price in Column 4 is a weighted average. The prices ranged from \$20.27 to \$20.67

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Edgar Filing: AUTOLIV INC - Form FWP

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.