

INTERNATIONAL BUSINESS MACHINES CORP  
Form FWP  
July 29, 2015

Filed Pursuant to Rule 433

Registration Number 333-190160

**£300,000,000**  
**2.625% Notes Due 2022**

**International Business Machines Corporation**  
**July 29, 2015**  
**Pricing Term Sheet**

|                            |                                                                                      |
|----------------------------|--------------------------------------------------------------------------------------|
| Issuer                     | International Business Machines Corporation                                          |
| Issuer Ratings*            | Aa3/AA-/A+ (Moody s/S&P/Fitch)                                                       |
| Format                     | SEC Registered                                                                       |
| Form                       | Registered Form                                                                      |
| Trade Date                 | July 29, 2015                                                                        |
| Settlement Date            | August 5, 2015 (T+5)                                                                 |
| Listing                    | Application will be made to list the Notes on the New York Stock Exchange            |
| Active Bookrunners         | Barclays Bank PLC<br>BNP Paribas<br>Deutsche Bank AG, London Branch<br>HSBC Bank plc |
| Passive Bookrunners        | Lloyds Bank plc<br>Société Générale                                                  |
| Principal Amount           | £300,000,000                                                                         |
| Maturity                   | August 5, 2022                                                                       |
| Interest Payment Date      | August 5 of each year                                                                |
| First Payment Date         | August 5, 2016                                                                       |
| Benchmark Gilt             | 4.000% due March 7, 2022                                                             |
| Benchmark Gilt Yield       | 1.662% (semi-annual)                                                                 |
| Spread to Benchmark Gilt   | 100 bps                                                                              |
| Yield to Maturity          | 2.662% (semi-annual)                                                                 |
| Coupon                     | 2.625%, accruing from August 5, 2015                                                 |
| Make-Whole Call            | 15 bps spread to reference Gilt                                                      |
| Price to Public            | 99.655%                                                                              |
| Underwriting Discount      | 0.30%                                                                                |
| Price to Issuer            | 99.355%                                                                              |
| Day Count                  | Actual / Actual (ICMA)                                                               |
| Minimum Denomination       | £100,000 and integral multiples of £1,000 in excess thereof                          |
| CUSIP / ISIN / Common Code | 459200 JB8 / XS1271665280 / 127166528                                                |

---

**\*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**

Edgar Filing: INTERNATIONAL BUSINESS MACHINES CORP - Form FWP

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 Barclays Bank PLC at (888) 603-5847, BNP Paribas at (800) 854-5674, Deutsche Bank AG, London Branch at (800) 503-4611 or HSBC Bank plc, toll free at 1-866-811-8049.

This pricing term sheet supplements the preliminary form of prospectus supplement issued by International Business Machines Corporation on July 29, 2015 relating to its Prospectus dated July 26, 2013.

Confidential

---