DEUTSCHE BANK AKTIENGESELLSCHAFT
Form FWP
March 17, 2015

Term Sheet No. 2385BK	Registration Statement No. 333-184193
To underlying supplement No. 1 dated October 1, 2012, product supplement BK dated October 5, 2012, prospectus supplement dated September 28, 2012, prospectus dated September 28, 2012 and prospectus addendum dated December 24, 2014	Dated March 16, 2015; Rule 433

$ High/Low Coupon Knock-Out Securities Linked to the Least Performing of the SPDR® S&P MidCap 400® ETF, the Russell 2000® Index and the S&P 500® Index due April 1, 2020

General

- The securities are designed for investors who seek a return linked to the least performing of the SPDR® S&P MidCap 400® ETF (the "Fund"), the Russell 2000® Index and the S&P 500® Index (collectively the "Indices," and together with the Fund, each, an "Underlying"). In addition, investors will receive a variable Coupon on each annual Coupon Payment Date accrued at a higher or lower Coupon rate depending on whether a Coupon Barrier Event occurs on the corresponding Observation Date. A Coupon Barrier Event occurs if the Closing Level of any Underlying is less than its Initial Level on the applicable Observation Date. If a Coupon Barrier Event has not occurred, for each $1,000 Face Amount of securities, investors will receive on the related Coupon Payment Date a Coupon of between $91.00 and $97.00 (the "High Coupon"), reflecting a Coupon rate of between 9.10% and 9.70% per annum (to be determined on Trade Date). If a Coupon Barrier Event has occurred, for each $1,000 Face Amount of securities, investors will receive on the related Coupon Payment Date a Coupon of $40.00 (the "Low Coupon"), reflecting a Coupon rate of 4.00% per annum.
- A Knock-Out Event occurs if the Closing Level of any Underlying is less than its respective Knock-Out Level (75.00% of its Initial Level) on the Final Valuation Date. If a Knock-Out Event has not occurred, for each $1,000 Face Amount of securities, investors will receive the Face Amount at maturity. However, if a Knock-Out Event has occurred, investors will be fully exposed to the negative Underlying Return of the least performing Underlying, which we refer to as the "Laggard Underlying," and investors will lose a significant portion or all of their investment (excluding any Coupon payments). Any payment on the securities is subject to the credit of the Issuer.
- Senior unsecured obligations of Deutsche Bank AG due April 1, 2020
- Minimum purchase of $1,000. Minimum denominations of $1,000 (the "Face Amount") and integral multiples thereof
- The securities are expected to price on or about March 27, 2015 (the "Trade Date") and are expected to settle on or about April 1, 2015 (the "Settlement Date").

Key Terms

Issuer: Deutsche Bank AG, London Branch

Issue Price: 100% of the Face Amount

Underlyings:

Underlying	Ticker Symbol	Initial Level*	Knock-Out Level*
SPDR® S&P MidCap 400® ETF	MDY		75.00% of the Initial Level
Russell 2000® Index	RTY		75.00% of the Initial Level
S&P 500® Index	SPX		75.00% of the Initial Level

*The actual Initial Levels and Knock-Out Levels will be set on the Trade Date.

Coupon: The Coupon payment you receive on each annual Coupon Payment Date will be determined as follows:

· If a Coupon Barrier Event occurs on any Observation Date, you will receive a Coupon payment per $1,000 Face Amount of securities equal to the High Coupon on the related Coupon

Payment Date.

· If a Coupon Barrier Event does not occur on any Observation Date, you will receive a Coupon payment per $1,000 Face Amount of securities equal to the Low Coupon on the related Coupon Payment Date.

High Coupon payments are not guaranteed. If a Coupon Barrier Event occurs on any Observation Date, you will not receive the High Coupon on the related Coupon Payment Date. If a Coupon Barrier Event occurs on each Observation Date during the term of the securities, you will receive payment of the Low Coupon on each Coupon Payment Date.

(Key Terms continued on next page)

Investing in the securities involves a number of risks. See “Risk Factors” beginning on page 2 of the accompanying prospectus addendum, “Risk Factors” beginning on page 9 of the accompanying product supplement and “Selected Risk Considerations” beginning on page TS-8 of this term sheet.

The Issuer’s estimated value of the securities on the Trade Date is approximately $952.90 to $972.90 per $1,000 Face Amount of securities, which is less than the Issue Price. Please see “Issuer’s Estimated Value of the Securities” on page TS-1 of this term sheet for additional information.

By acquiring the securities, you will be bound by, and deemed to consent to, the imposition of any Resolution Measure (as defined below) by our competent resolution authority, which may include the write down of all, or a portion, of any payment on the securities. If any Resolution Measure becomes applicable to us, you may lose some or all of your investment in the securities. Please see “Resolution Measures” on page TS-2 of this term sheet for more information.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the securities or passed upon the accuracy or the adequacy of this term sheet or the accompanying underlying supplement, product supplement, prospectus supplement, prospectus or prospectus addendum. Any representation to the contrary is a criminal offense.

	Price to Public	Maximum Discounts and Commissions(1)	Minimum Proceeds to Us
Per Security	$1,000.00	$0.00	$1,000.00
Total	$	$	$

(1) For more detailed information about discounts and commissions, please see “Supplemental Underwriting Information (Conflicts of Interest)” in this term sheet. Deutsche Bank Securities Inc. (“DBSI”), acting as agent for Deutsche Bank AG, will not receive a selling concession in connection with the sale of the securities. Investors that purchase and hold the securities in fee-based accounts may be charged fees based on the amount of assets held in those accounts, including the securities.

The agent for this offering is our affiliate. For more information, see “Supplemental Underwriting Information (Conflicts of Interest)” in this term sheet.

The securities are not bank deposits and are not insured or guaranteed by the Federal Deposit Insurance Corporation or any other governmental agency.

Deutsche Bank Securities

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(Key Terms continued from previous page)

Coupon Barrier Event:	A Coupon Barrier Event occurs with respect to an Observation Date if the Closing Level of any Underlying is less than its Initial Level on such Observation Date.
High Coupon:	$91.00 - $97.00 (accrued at 9.10% - 9.70% per annum). The actual High Coupon will be determined on the Trade Date.
Low Coupon:	$40.00 (accrued at 4.00% per annum)
Payment at Maturity:	Any payment you receive at maturity (excluding any Coupon payment) will be determined as follows: · If a Knock-Out Event does not occur on the Final Valuation Date, you will receive a cash payment per $1,000 Face Amount of securities equal to the Face Amount. · If a Knock-Out Event occurs on the Final Valuation Date, you will receive a cash payment per $1,000 Face Amount of securities equal to the Face Amount plus the product of the Face Amount and the Underlying Return of the Laggard Underlying. If a Knock-Out Event occurs, the Underlying Return of the Laggard Underlying will be negative and, for each $1,000 Face Amount of securities, you will lose 1.00% of the Face Amount for every 1.00% by which the Final Level of the Laggard Underlying is less than its Initial Level. In this circumstance, you will lose a significant portion or all of your initial investment (excluding any Coupon payments). Any payment at maturity is subject to the credit of the Issuer.
Laggard Underlying:	The Underlying with the lowest Underlying Return on the Final Valuation Date. If the calculation agent determines that any two or all three of the Underlyings have equal lowest Underlying Returns, then the calculation agent will, in its sole discretion, designate one of such Underlyings as the Laggard Underlying.
Underlying Return:	For each Underlying, the Underlying Return will be calculated as follows: Final Level – Initial Level Initial Level
Knock-Out Event:	A Knock-Out Event occurs if the Closing Level of any Underlying is less than its Knock-Out Level on the Final Valuation Date.
Knock-Out Level:	For each Underlying, 75.00% of the Initial Level of such Underlying, as set forth in the table above
Initial Level:	For each Underlying, the Closing Level of such Underlying on the Trade Date, as set forth in the table above
Final Level:	For each Underlying, the Closing Level of such Underlying on the Final Valuation Date
Closing Level:	For the Fund, the closing pricing of one share of the Fund on the relevant date of calculation multiplied by the then-current Share Adjustment Factor, as determined by the calculation agent. For each Index, the closing levels of such Index on the relevant date of calculation.
Share Adjustment Factor:	Initially 1.0, subject to adjustment for certain actions affecting the Fund. See "Description of Securities — Anti-Dilution Adjustments for Funds" in the accompanying product supplement.
Coupon Payment Dates1, 2, 4:	The Coupon will be paid annually in arrears on the third business day following each Observation Date and, in the case of the final Observation Date, on the Maturity Date.
Observation Dates3, 4:	March 28, 2016, March 27, 2017, March 27, 2018, March 27, 2019 and March 27, 2020 (the Final Valuation Date).
Trade Date4:	March 27, 2015
Settlement Date4:	April 1, 2015
Final Valuation Date3, 4:	March 27, 2020
Maturity Date2, 4:	April 1, 2020

Listing:	The securities will not be listed on any securities exchange.
CUSIP:	2515A1MZ1
ISIN:	US2515A1MZ12

1 If the Maturity Date is postponed, the Coupon due on the Maturity Date will be paid on the Maturity Date as postponed, with the same force and effect as if the Maturity Date had not been postponed, but no additional Coupon will accrue or be payable as a result of the delayed payment.

2 If, due to a market disruption event occurring with respect to an Underlying or otherwise, an Observation Date or the Final Valuation Date for the Underlying is postponed, the scheduled Coupon Payment Date or Maturity Date, as applicable, will be the third business day following the last Observation Date or Final Valuation Date, as postponed, to occur for the Underlyings. In addition, the Maturity Date is subject to postponement as described under "Description of Securities — Adjustments to Valuation Dates and Payment Dates" in the accompanying product supplement.

3 The Observation Dates (including the Final Valuation Date) for each Underlying will be separately adjusted in accordance with the provisions set forth under "Description of Securities — Adjustments to Valuation Dates and Payment Dates" in the accompanying product supplement.

4 In the event that we make any change to the expected Trade Date or Settlement Date, the Observation Dates (including the Final Valuation Date) and Maturity Date may be changed so that the stated term of the securities remains the same.

Issuer’s Estimated Value of the Securities

The Issuer’s estimated value of the securities is equal to the sum of our valuations of the following two components of the securities: (i) a bond and (ii) an embedded derivative(s). The value of the bond component of the securities is calculated based on the present value of the stream of cash payments associated with a conventional bond with a principal amount equal to the Face Amount of securities, discounted at an internal funding rate, which is determined primarily based on our market-based yield curve, adjusted to account for our funding needs and objectives for the period matching the term of the securities. The internal funding rate is typically lower than the rate we would pay when we issue conventional debt securities on equivalent terms. This difference in funding rate, as well as the agent’s commissions, if any, and the estimated cost of hedging our obligations under the securities, reduces the economic terms of the securities to you and is expected to adversely affect the price at which you may be able to sell the securities in any secondary market. The value of the embedded derivative(s) is calculated based on our internal pricing models using relevant parameter inputs such as expected interest and dividend rates and mid-market levels of price and volatility of the assets underlying the securities or any futures, options or swaps related to such underlying assets. Our internal pricing models are proprietary and rely in part on certain assumptions about future events, which may prove to be incorrect.

The Issuer’s estimated value of the securities on the Trade Date (as disclosed on the cover of this term sheet) is less than the Issue Price of the securities. The difference between the Issue Price and the Issuer’s estimated value of the securities on the Trade Date is due to the inclusion in the Issue Price of the agent’s commissions, if any, and the cost of hedging our obligations under the securities through one or more of our affiliates. Such hedging cost includes our or our affiliates’ expected cost of providing such hedge, as well as the profit we or our affiliates expect to realize in consideration for assuming the risks inherent in providing such hedge.

The Issuer’s estimated value of the securities on the Trade Date does not represent the price at which we or any of our affiliates would be willing to purchase your securities in the secondary market at any time. Assuming no changes in market conditions or our creditworthiness and other relevant factors, the price, if any, at which we or our affiliates would be willing to purchase the securities from you in secondary market transactions, if at all, would generally be lower than both the Issue Price and the Issuer’s estimated value of the securities on the Trade Date. Our purchase price, if any, in secondary market transactions will be based on the estimated value of the securities determined by reference to (i) the then-prevailing internal funding rate (adjusted by a spread) or another appropriate measure of our cost of funds and (ii) our pricing models at that time, less a bid spread determined after taking into account the size of the repurchase, the nature of the assets underlying the securities and then-prevailing market conditions. The price we report to financial reporting services and to distributors of our securities for use on customer account statements would generally be determined on the same basis. However, during the period of approximately three months beginning from the Trade Date, we or our affiliates may, in our sole discretion, increase the purchase price determined as described above by an amount equal to the declining differential between the Issue Price and the Issuer’s estimated value of the securities on the Trade Date, prorated over such period on a straight-line basis, for transactions that are individually and in the aggregate of the expected size for ordinary secondary market repurchases.

Resolution Measures

On May 15, 2014, the European Parliament and the Council of the European Union published a directive for establishing a framework for the recovery and resolution of credit institutions and investment firms (commonly referred to as the “Bank Recovery and Resolution Directive”). The Bank Recovery and Resolution Directive requires each member state of the European Union to adopt and publish by December 31, 2014 the laws, regulations and administrative provisions necessary to comply with the Bank Recovery and Resolution Directive. Germany has adopted the Recovery and Resolution Act (Sanierungs- und Abwicklungsgesetz, or “SAG”), which went into effect on January 1, 2015. SAG may result in the securities being subject to any Resolution Measure by our competent resolution authority if we become, or are deemed by our competent supervisory authority to have become, “non-viable” (as defined under the then applicable law) and are unable to continue our regulated banking activities without a Resolution Measure becoming applicable to us. By acquiring the securities, you will be bound by and deemed to consent to the provisions set forth in the accompanying prospectus addendum, which we have summarized below.

By acquiring the securities, you will be bound by and will be deemed to consent to the imposition of any Resolution Measure by our competent resolution authority. Under the relevant resolution laws and regulations as applicable to us from time to time, the securities may be subject to the powers exercised by our competent resolution authority to: (i) write down, including to zero, any payment (or delivery obligations) on the securities; (ii) convert the securities into ordinary shares or other instruments qualifying as core equity tier 1 capital; and/or (iii) apply any other resolution measure, including (but not limited to) any transfer of the securities to another entity, the amendment of the terms and conditions of the securities or the cancellation of the securities. We refer to each of these measures as a “Resolution Measure.”

Furthermore, by acquiring the securities, you:

- are deemed irrevocably to have agreed, and you will agree: (i) to be bound by any Resolution Measure; (ii) that you will have no claim or other right against us arising out of any Resolution Measure; and (iii) that the imposition of any Resolution Measure will not constitute a default or an event of default under the securities, under the senior indenture dated November 22, 2006 among us, Law Debenture Trust Company of New York, as trustee, and Deutsche Bank Trust Company Americas, as issuing agent, paying agent, authenticating agent and registrar, as amended and supplemented from time to time (the “Indenture”), or for the purpose of the Trust Indenture Act of 1939, as amended (the “Trust Indenture Act”);

- waive, to the fullest extent permitted by the Trust Indenture Act and applicable law, any and all claims against the trustee and the paying agent for, agree not to initiate a suit against the trustee and the paying agent in respect of, and agree that neither the trustee nor the paying agent will be liable for, any action that the trustee or the paying agent takes, or abstains from taking, in either case in accordance with the imposition of a Resolution Measure by our competent resolution authority with respect to the securities; and

- will be deemed irrevocably to have (i) consented to the imposition of any Resolution Measure as it may be imposed without any prior notice by the competent resolution authority of its decision to exercise such power with respect to the securities and (ii) authorized, directed and requested The Depository Trust Company (“DTC”) and any participant in DTC or other intermediary through which you hold such securities to take any and all necessary action, if required, to implement the imposition of any Resolution Measure with respect to the securities as it may be imposed, without any further action or direction on your part or on the part of the trustee, paying agent, issuing agent, authenticating agent, registrar or calculation agent.

This is only a summary, for more information please see the accompanying prospectus addendum dated December 24, 2014, including the risk factor “The securities may be written down, be converted or become subject to other resolution measures. You may lose part or all of your investment if any such measure becomes applicable to us" on page 2 of the prospectus addendum.

Additional Terms Specific to the Securities

You should read this term sheet together with underlying supplement No. 1 dated October 1, 2012, product supplement BK dated October 5, 2012, the prospectus supplement dated September 28, 2012 relating to our Series A global notes of which these securities are a part, the prospectus dated September 28, 2012 and the prospectus addendum dated December 24, 2014. You may access these documents on the website of the Securities and Exchange Commission (the "SEC") at. www.sec.gov as follows (or if such address has changed, by reviewing our filings for the relevant date on the SEC website):

- Underlying supplement No. 1 dated October 1, 2012: http://www.sec.gov/Archives/edgar/data/1159508/000095010312005120/crt_dp33209-424b2.pdf

- Product supplement BK dated October 5, 2012: http://www.sec.gov/Archives/edgar/data/1159508/000095010312005314/crt_dp33259-424b2.pdf

- Prospectus supplement dated September 28, 2012: http://www.sec.gov/Archives/edgar/data/1159508/000119312512409437/d414995d424b21.pdf

- Prospectus dated September 28, 2012: http://www.sec.gov/Archives/edgar/data/1159508/000119312512409372/d413728d424b21.pdf

- Prospectus addendum dated December 24, 2014: http://www.sec.gov/Archives/edgar/data/1159508/000095010314009034/crt_52088.pdf

Our Central Index Key, or CIK, on the SEC website is 0001159508. As used in this term sheet, "we," "us" or "our" refers to Deutsche Bank AG, including, as the context requires, acting through one of its branches.

The trustee has appointed Deutsche Bank Trust Company Americas as its authenticating agent with respect to our Series A global notes.

This term sheet, together with the documents listed above, contains the terms of the securities and supersedes all other prior or contemporaneous oral statements as well as any other written materials including preliminary or indicative pricing terms, correspondence, trade ideas, structures for implementation, sample structures, brochures or other educational materials of ours. You should carefully consider, among other things, the matters set forth in this term sheet and in "Risk Factors" in the accompanying product supplement and prospectus addendum, as the securities involve risks not associated with conventional debt securities. We urge you to consult your investment, legal, tax, accounting and other advisers before deciding to invest in the securities.

Deutsche Bank AG has filed a registration statement (including a prospectus) with the Securities and Exchange Commission for the offering to which this term sheet relates. Before you invest, you should read the prospectus in that registration statement and the other documents relating to this offering that Deutsche Bank AG has filed with the SEC for more complete information about Deutsche Bank AG and this offering. You may obtain these documents without cost by visiting EDGAR on the SEC website at.www.sec.gov. Alternatively, Deutsche Bank AG, any agent or any dealer participating in this offering will arrange to send you the prospectus, prospectus addendum, prospectus supplement, product supplement, underlying supplement and this term sheet if you so request by calling toll-free 1-800-311-4409.

You may revoke your offer to purchase the securities at any time prior to the time at which we accept such offer by notifying the applicable agent. We reserve the right to change the terms of, or reject any offer to purchase, the securities prior to their issuance. We will notify you in the event of any changes to the terms of the securities, and you will be asked to accept such changes in connection with your purchase of any securities. You may also choose to reject such changes, in which case we may reject your offer to purchase the securities.

Hypothetical Examples of Payment at Maturity and Coupon Payments on the Securities

The tables and hypothetical examples set forth below illustrate the hypothetical payments on the securities per $1,000 Face Amount of securities.

The tables and hypothetical examples below are for illustrative purposes only. The actual returns applicable to a purchaser of the securities will depend on the number of Observation Dates on which a Coupon Barrier Event occurs and whether a Knock-Out Event occurs on the Final Valuation Date. The following results are based solely on the hypothetical examples cited below. You should consider carefully whether the securities are suitable to your investment goals. The numbers appearing in the tables and hypothetical examples below may have been rounded for ease of analysis.

We make no representation or warranty as to which of the Underlyings will be the Laggard Underlying for the purposes of calculating the payment on the Maturity Date.

Underlying Return of the Laggard Underlying	Payment at Maturity (Excluding Coupon Payment) ($)	Return on the Securities at Maturity (Excluding Coupon Payment) (%)
100.00%	$1,000.00	0.00%
90.00%	$1,000.00	0.00%
80.00%	$1,000.00	0.00%
70.00%	$1,000.00	0.00%
60.00%	$1,000.00	0.00%
50.00%	$1,000.00	0.00%
40.00%	$1,000.00	0.00%
30.00%	$1,000.00	0.00%
20.00%	$1,000.00	0.00%
10.00%	$1,000.00	0.00%
0.00%	$1,000.00	0.00%
-10.00%	$1,000.00	0.00%
-20.00%	$1,000.00	0.00%
-25.00%	$1,000.00	0.00%
-30.00%	$700.00	-30.00%
-40.00%	$600.00	-40.00%
-50.00%	$500.00	-50.00%
-60.00%	$400.00	-60.00%
-70.00%	$300.00	-70.00%
-80.00%	$200.00	-80.00%
-90.00%	$100.00	-90.00%
-100.00%	$0.00	-100.00%

The table and hypothetical examples below illustrate the hypothetical total Coupon payments per $1,000 Face Amount of securities. The tables and hypothetical examples below assume a High Coupon payment of $94.00 (the midpoint of $91.00 and $97.00) if a Coupon Barrier Event has not occurred, and reflect the Low Coupon payment of $40.00 if a Coupon Barrier Event has occurred. The total Coupon payments on the securities will depend on the number of

Observation Dates on which a Coupon Barrier Event occurs.

Total Coupon Payments on the Securities

Number of Coupon Barrier Events	Total Coupon Payments per $1,000 Face Amount of Securities
No Coupon Barrier Event occurs on any Observation Date	$470.00
Coupon Barrier Event occurs on 1 Observation Date	$416.00
Coupon Barrier Event occurs on 2 Observation Dates	$362.00
Coupon Barrier Event occurs on 3 Observation Dates	$308.00
Coupon Barrier Event occurs on 4 Observation Dates	$254.00
Coupon Barrier Event occurs on all Observation Dates	$200.00

The following hypothetical examples illustrate how the Payments at Maturity and total Coupon payments on the securities set forth in the tables above are calculated.

Examples of Calculation of Payments on the Securities

Example 1: The Closing Levels of all the Underlyings are greater than their respective Initial Levels on the first, third, fourth and final Observation Dates. The Closing Level of at least one Underlying is less than its respective Initial Level on the second Observation Date, resulting in a Coupon Barrier Event occurring on one Observation

Date over the term of the securities. The Final Levels of all the Underlyings are greater than their respective Knock-Out Levels, resulting in an Underlying Return of the Laggard Underlying of 20.00%. Because the Final Levels of all the Underlyings are greater than their respective Knock-Out Levels (75.00% of their respective Initial Levels), a Knock-Out Event does not occur. As a result, even though the Underlying Return of the Laggard Underlying is 20.00%, the investor will receive on the Maturity Date a cash payment per $1,000 Face Amount of securities equal to the Face Amount (excluding any Coupons).

Because the Closing Levels of all the Underlyings are greater than their respective Initial Levels on the first, third, fourth and final Observation Dates, a Coupon Barrier Event has not occurred with respect to those Observation Dates, and the investor will receive the High Coupon of $94.00 per $1,000 Face Amount of securities on the first, third and fourth Coupon Payment Dates and the Maturity Date. However, because the Closing Level of at least one Underlying on the second Observation Date is less than its respective Initial Level, a Coupon Barrier Event has occurred with respect to that Observation Date, and the investor will receive the Low Coupon of $40.00 per $1,000 Face Amount of securities on the second Coupon Payment Date. Accordingly, the investor will receive total Coupon payments equal to $416.00 per $1,000 Face Amount of securities over the five-year term of the securities.

Example 2: The Closing Levels of all the Underlyings are greater than their respective Initial Levels on the first and fourth Observation Dates. The Closing Level of at least one Underlying is less than its respective Initial Level on the second, third and final Observation Dates, resulting in a Coupon Barrier Event occuring on three Observation Dates over the term of the securities. The Final Levels of all the Underlyings are greater than their respective Knock-Out Levels, resulting in an Underlying Return of the Laggard Underlying of -10.00%. Because the Final Levels of all the Underlyings are greater than their respective Knock-Out Levels, a Knock-Out Event does not occur. As a result, even though the Underlying Return of the Laggard Underlying is -10.00%, the investor will receive on the Maturity Date a cash payment per $1,000 Face Amount of securities equal to the Face Amount (excluding any Coupons).

Because the Closing Levels of all the Underlyings are greater than their respective Initial Levels on the first and fourth Observation Dates, a Coupon Barrier Event has not occurred with respect to those Observation Dates, and the investor will receive the High Coupon of $94.00 per $1,000 Face Amount of securities on the first and fourth Coupon Payment Dates. However, because the Closing Level of at least one Underlying on the second, third and final Observation Dates is less than its respective Initial Level, a Coupon Barrier Event has occurred with respect to those three Observation Dates, and the investor will receive the Low Coupon of $40.00 per $1,000 Face Amount of securities on the second and third Coupon Payment Dates and the Maturity Date. Accordingly, the investor will receive total Coupon payments equal to $308.00 per $1,000 Face Amount of securities over the five-year term of the securities.

Example 3: The Closing Level of at least one Underlying is less than its respective Initial Level on all Observation Dates, resulting in a Coupon Barrier Event occurring on all five Observation Dates over the term of the securities. The Final Levels of all the Underlyings are greater than their respective Knock-Out Levels, resulting in an Underlying Return of the Laggard Underlying of -20.00%. Because the Final Levels of all the Underlyings are greater than their respective Knock-Out Levels, a Knock-Out Event does not occur. As a result, even though the Underlying Return of the Laggard Underlying is -20.00%, the investor will receive on the Maturity Date a cash payment per $1,000 Face Amount of securities equal to the Face Amount (excluding any Coupons).

Because the Closing Level of at least one Underlying is less than its respective Initial Level on all Observation Dates, a Coupon Barrier Event has occurred with respect to all five Observation Dates, and the investor will receive the Low Coupon of $40.00 per $1,000 Face Amount of securities on all Coupon Payment Dates and the Maturity Date. Accordingly, the investor will receive total Coupon payments equal to $200.00 per $1,000 Face Amount of securities over the term of the securities.

Example 4: The Closing Level of at least one Underlying is less than its respective Initial Level on all Observation Dates, resulting in a Coupon Barrier Event occurring on all five Observation Dates over the term of the securities. The Final Level of the Laggard Underlying is less than its Knock-Out Level, resulting in an Underlying Return of -50.00%, while the Final Levels of the other Underlyings are greater than their respective Initial Levels. Because the Final Level of the Laggard Underlying is less than its Knock-Out Level, a Knock-Out Event occurs. As a result, even though the Final Levels of the other Underlyings are greater than their respective Initial Levels, for each $1,000 Face Amount of securities, the investor loses 1.00% of the Face Amount for every 1.00% by which the Final level of the Laggard Underlying is less than its Initial Level. The investor will receive on the Maturity Date a cash payment per $1,000 Face Amount of securities equal to $500.00 (excluding Coupon payments), calculated as follows:

$1,000 + ($1,000 x Underlying Return of the Laggard Underlying)
$1,000 + ($1,000 x -50.00%) = $500.00

Because the Closing Level of at least one Underlying is less than its respective Initial Level on all Observation Dates, a Coupon Barrier Event has occurred with respect to all five Observation Dates, and the investor will receive the Low Coupon of $40.00 per $1,000 Face Amount of securities on all Coupon Payment Dates and the Maturity Date. Accordingly, the investor will receive total Coupon payments equal to $200.00 per $1,000 Face Amount of securities over the five-year term of the securities.

Example 5: The Closing Level of at least one Underlying is less than its respective Initial Level on all Observation Dates, resulting in a Coupon Barrier Event occuring on all five Observation Dates over the term of the securities. The Final Levels of all the Underlyings are less than their respective Knock-Out Levels, resulting in an Underlying Return of the Laggard Underlying of -70.00%. Because the Final Level of the Laggard Underlying is less than its Knock-Out Level, a Knock-Out Event occurs. As a result, for each $1,000 Face Amount of securities, the investor loses 1.00% of the Face Amount for every 1.00% by which the Final level of the Laggard Underlying is less than its Initial Level. The investor will receive on the Maturity Date a cash payment per $1,000 Face Amount of securities equal to $300.00 (excluding Coupon payments), calculated as follows:

$1,000 + ($1,000 x Underlying Return of the Laggard Underlying)
$1,000 + ($1,000 x -70.00%) = $300.00

Because the Closing Level of at least one Underlying is less than its respective Initial Level on all Observation Dates, a Coupon Barrier Event has occurred with respect to all five Observation Dates, and the investor will receive the Low Coupon of $40.00 per $1,000 Face Amount of securities on all Coupon Payment Dates and the Maturity Date. Accordingly, the investor will receive total Coupon payments equal to $200.00 per $1,000 Face Amount of securities over the five-year term of the securities.

Selected Purchase Considerations

- THE SECURITIES OFFER A VARIABLE COUPON IN EXCHANGE FOR POTENTIAL EXPOSURE TO THE DOWNSIDE RISK OF THE LAGGARD UNDERLYING — The securities will pay a variable