

SECURITIES AND EXCHANGE COMMISSION

FORM FWP

Filing under Securities Act Rules 163/433 of free writing prospectuses

Filing Date: **2025-02-04**
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SUBJECT COMPANY

NEXTERA ENERGY CAPITAL HOLDINGS INC

CIK: [794447](#) | IRS No.: **592576416** | State of Incorporation: **FL** | Fiscal Year End: **1231**
Type: **FWP** | Act: **34** | File No.: **333-278184-02** | Film No.: **25589701**
SIC: **4911** Electric services

Mailing Address
700 UNIVERSE BLVD
JUNO BEACH FL 33408

Business Address
700 UNIVERSE BLVD
JUNO BEACH FL 33408
5616946311

FILED BY

NEXTERA ENERGY INC

CIK: [753308](#) | IRS No.: **592449419** | State of Incorporation: **FL** | Fiscal Year End: **1231**
Type: **FWP**
SIC: **4911** Electric services

Mailing Address
P O BOX 14000
JUNO BEACH FL 33408

Business Address
700 UNIVERSE BLVD
JUNO BEACH FL 33408
561-694-4697



Filed Pursuant to Rule 433
Registration Nos. 333-278184
and 333-278184-02

NextEra Energy Capital Holdings, Inc.

Pricing Term Sheet

February 4, 2025

Issuer: NextEra Energy Capital Holdings, Inc.

Designations: Series S Junior Subordinated Debentures due August 15, 2055 ("Series S Junior Subordinated Debentures")
Series T Junior Subordinated Debentures due August 15, 2055 ("Series T Junior Subordinated Debentures" and together with the Series S Junior Subordinated Debentures, the "Junior Subordinated Debentures")

Registration Format: SEC Registered

Principal Amount: Series S Junior Subordinated Debentures:
\$1,500,000,000
Series T Junior Subordinated Debentures:
\$1,000,000,000

Date of Maturity: August 15, 2055

Interest Payment Dates: Semi-annually in arrears on February 15 and August 15, beginning August 15, 2025

Coupon Rate: Series S Junior Subordinated Debentures: (i) from and including the date of original issuance to but excluding August 15, 2030 ("Series S Junior Subordinated Debentures First Interest Reset Date") at an annual rate of 6.375% and (ii) from and including the Series S Junior Subordinated Debentures First Interest Reset Date during each Interest Reset Period at an annual rate equal to the Five-Year Treasury Rate as of the most recent Reset Interest Determination Date plus 2.053%; provided, that the interest rate during any Interest Reset Period for the Series S Junior Subordinated Debentures will not reset below 6.375% (which equals the initial interest rate on the Series S Junior Subordinated Debentures).
Series T Junior Subordinated Debentures: (i) from and including the date of original issuance to but excluding August 15, 2035 ("Series T Junior Subordinated Debentures First Interest Reset Date") at an annual rate of 6.500% and (ii) from and including the Series T Junior Subordinated Debentures First Interest Reset Date during each Interest Reset Period at an annual rate equal to the

	Five-Year Treasury Rate as of the most recent Reset Interest Determination Date plus 1.979%; provided, that the interest rate during any Interest Reset Period for the Series T Junior Subordinated Debentures will not reset below 6.500% (which equals the initial interest rate on the Series T Junior Subordinated Debentures)
Optional Deferral:	Maximum of 10 consecutive years per deferral
Price to Public:	Series S Junior Subordinated Debentures: 100.000% of the principal amount thereof Series T Junior Subordinated Debentures: 100.000% of the principal amount thereof
Optional Redemption:	Series S Junior Subordinated Debentures: In whole or in part (i) on any day in the period commencing on the date falling 90 days prior to the Series S Junior Subordinated Debentures First Interest Reset Date and ending on and including the Series S Junior Subordinated Debentures First Interest Reset Date and (ii) after the Series S Junior Subordinated Debentures First Interest Reset Date, on any interest payment date, at 100% of the principal amount of the Series S Junior Subordinated Debentures to be redeemed, plus, in either case, accrued and unpaid interest thereon to the redemption date Series T Junior Subordinated Debentures: In whole or in part (i) on any day in the period commencing on the date falling 90 days prior to the Series T Junior Subordinated Debentures First Interest Reset Date and ending on and including the Series T Junior Subordinated Debentures First Interest Reset Date and (ii) after the Series T Junior Subordinated Debentures First Interest Reset Date, on any interest payment date, at 100% of the principal amount of the Series T Junior Subordinated Debentures to be redeemed, plus, in either case, accrued and unpaid interest thereon to the redemption date
Call for Tax Event:	In whole but not in part, at 100% of the principal amount plus accrued and unpaid interest thereon to the redemption date
Call for Rating Agency Event:	In whole but not in part, at 102% of the principal amount plus accrued and unpaid interest thereon to the redemption date
Trade Date:	February 4, 2025
Settlement Date:	February 6, 2025 (T+2)
CUSIP / ISIN Number:	Series S Junior Subordinated Debentures: 65339K DE7/ US65339KDE73 Series T Junior Subordinated Debentures: 65339K DF4/ US65339KDF49

Expected Credit Ratings:*

Moody' s Investors Service Inc.	“Baa2” (stable)
S&P Global Ratings	“BBB” (stable)
Fitch Ratings, Inc.	“BBB” (stable)

Joint Book-Running Managers:

BofA Securities, Inc.
J.P. Morgan Securities LLC
Mizuho Securities USA LLC
RBC Capital Markets, LLC
Santander US Capital Markets LLC
Scotia Capital (USA) Inc.
Truist Securities, Inc.
Wells Fargo Securities, LLC
ANZ Securities, Inc.
Barclays Capital Inc.
BBVA Securities Inc.
BMO Capital Markets Corp.
BNP Paribas Securities Corp.
BNY Mellon Capital Markets, LLC
Citigroup Global Markets Inc.
Commerz Markets LLC
Credit Agricole Securities (USA) Inc.
Goldman Sachs & Co. LLC
KeyBanc Capital Markets Inc.
Morgan Stanley & Co. LLC
MUFG Securities Americas Inc.
Natixis Securities Americas LLC
SG Americas Securities, LLC
SMBC Nikko Securities America, Inc.
TD Securities (USA) LLC
U.S. Bancorp Investments, Inc.

Co-Manager:

WR Securities, LLC

* A security rating is not a recommendation to buy, sell or hold securities and should be evaluated independently of any other rating. The rating is subject to revision or withdrawal at any time by the assigning rating organization.

The terms “Five-Year Treasury Rate,” “Interest Reset Period,” “Rating Agency Event,” “Reset Interest Determination Date” and “Tax Event” have the meanings ascribed to each such term in the Issuer’ s Preliminary Prospectus Supplement, dated February 4, 2025.

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. 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 BofA Securities, Inc. toll-free at (800) 294-1322 or by email at dg.prospectus_requests@bofa.com; J.P. Morgan Securities LLC collect at (212) 834-4533; Mizuho Securities USA LLC toll-free at (866) 271-7403; RBC Capital Markets, LLC toll-free at (866) 375-6829; Santander US Capital Markets LLC toll-free at (855) 403-3636; Scotia Capital (USA) Inc. toll-free at (800) 372-3930; Truist Securities, Inc. toll-free at (800) 685-4786; or Wells Fargo Securities, LLC toll-free at (800) 645-3751.