

# SECURITIES AND EXCHANGE COMMISSION

## FORM FWP

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

Filing Date: **2013-01-11**  
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### SUBJECT COMPANY

#### **TOTAL CAPITAL CANADA LTD.**

CIK: **1497940** | IRS No.: **000000000** | State of Incorporation: **A0** | Fiscal Year End: **1210**  
Type: **FWP** | Act: **34** | File No.: **333-180967-02** | Film No.: **13523672**  
SIC: **1311** Crude petroleum & natural gas

#### Mailing Address

2900, 240 - 4TH AVENUE SW  
CALGARY A0 T2P 4H4

#### Business Address

2900, 240 - 4TH AVENUE SW  
CALGARY A0 T2P 4H4  
001 403 571 7599

### FILED BY

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**Final Term Sheet**

**TOTAL CAPITAL CANADA LTD.**

**(A wholly-owned subsidiary of TOTAL S.A.)**

**\$1,000,000,000 Floating Rate Guaranteed Notes Due 2016**  
**Guaranteed on an unsecured, unsubordinated basis by**  
**TOTAL S.A.**

|   |   |
|---|---|
| Issuer                                      | Total Capital Canada Ltd.   |
| Guarantee                                   | Payment of the principal of, premium, if any, and interest on the notes is guaranteed by TOTAL S.A.   |
| Format                                      | SEC-registered global notes   |
| Title                                       | \$1,000,000,000 Floating Rate Guaranteed Notes due 2016   |
| Total Initial Principal Amount Being Issued | \$1,000,000,000   |
| Issue Price                                 | 100%  |
| Pricing Date                                | January 10, 2013  |
| Expected Settlement Date                    | January 17, 2013 (T+5)  |
| Maturity Date                               | January 15, 2016, unless earlier redeemed   |
| Day Count                                   | Actual/360  |
| Business Day Convention                     | Modified following adjusted (London)  |
| Optional Redemption Terms                   | Tax call at par   |
| Interest Rate                               | The Interest Rate for the first Interest Period will be the 3-month U.S. dollar London Interbank Offered Rate ("LIBOR"), as determined on January 15, 2013, plus the Spread (as described below). Thereafter, the Interest Rate for any Interest Period will be U.S. dollar LIBOR, as determined on the applicable Interest Determination Date, plus the Spread. The Interest Rate will be reset quarterly on each Interest Reset Date. |
| Spread to LIBOR                             | 38bps   |
| Date Interest Starts Accruing               | January 17, 2013  |
| Interest Payment Dates                      | Each January 15, April 15, July 15 and October 15, subject to adjustment in accordance with the business day convention specified above   |
| First Interest Payment Date                 | April 15, 2013  |
| Interest Reset Dates                        | The interest reset date for each Interest Period other than the first interest period will be the first day of such interest period, subject to adjustment in accordance with the business day convention specified above   |

Interest Periods

The period beginning on, and including, an Interest Payment Date and ending on, but not including, the following Interest Payment Date; provided that the first

|                                   |   |
|-----------------------------------|---|
|                                   | Interest Period will begin on January 17, 2013, and will end on, but not include, the first Interest Payment Date   |
| Interest Determination Date       | The Interest Determination Date relating to a particular Interest Reset Date will be the second London Business Day preceding such Interest Reset Date  |
| London Business Day               | Any week day on which banking or trust institutions in London are not authorized generally or obligated by law, regulation or executive order to close  |
| Regular Record Dates for Interest | Each January 1 <sup>st</sup> , April 1 <sup>st</sup> , July 1 <sup>st</sup> and October 1 <sup>st</sup>   |
| Trustee                           | The Bank of New York Mellon   |
| Listing                           | None  |
| Denominations                     | \$2,000 and increments of \$1,000 above that amount   |
| Expected Ratings of the Notes     | Moody' s: Aa1/Negative<br>Standard & Poor' s: AA-/Stable<br><br>Ratings are not a recommendation to purchase, hold or sell notes, inasmuch as the ratings do not comment as to market price or suitability for a particular investor. The ratings are based upon current information furnished to the rating agencies by Total Capital Canada Ltd. and TOTAL S.A. and information obtained by the rating agencies from other sources. The ratings are only accurate as of the date thereof and may be changed, superseded or withdrawn as a result of changes in, or unavailability of, such information, and therefore a prospective purchaser should check the current ratings before purchasing the notes. Each rating should be evaluated independently of any other rating.  |
| CUSIP / ISIN                      | 89153U AD3 / US89153UAD37   |
| Selling Restrictions              | European Economic Area, France, United Kingdom, Canada  |
| Joint Book-Running Managers       | Barclays Capital Inc.<br>Merrill Lynch, Pierce, Fenner & Smith<br>Incorporated<br>Morgan Stanley & Co. LLC<br>RBC Capital Markets, LLC<br>SG Americas Securities, LLC   |
| Calculation of U.S. Dollar LIBOR  | The Calculation Agent will determine U.S. dollar LIBOR in accordance with the following provisions: With respect to any Interest Determination Date, U.S. dollar LIBOR will be the rate for deposits in U.S. dollars having a maturity of three months commencing on the Interest Reset Date that appears on the designated LIBOR page as of 11:00 a.m., London time, on that Interest Determination Date. If no rate appears, U.S. dollar LIBOR, in respect of that Interest Determination Date, will be determined as follows: the Calculation Agent will request the principal London offices of each of four major reference banks in the London interbank market, as selected by the Calculation Agent (after consultation with the Issuer), to provide the Calculation Agent with its offered quotation for deposits in U.S. dollars for the period of three months, commencing on the Interest Reset Date, to prime banks in the London interbank market at approximately 11:00 a.m., London time, on that Interest Determination Date and in a principal amount that is representative for a single transaction in U.S. dollars in that market at that time. If at least two quotations are provided, |

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then U.S. dollar LIBOR on that Interest Determination Date will be the arithmetic mean of those quotations. If fewer than two quotations are provided, then U.S. dollar LIBOR on the Interest Determination Date will be the arithmetic mean of the rates quoted at approximately 11:00 a.m., New York City time, on the Interest Determination Date by three major banks in The City of New York selected by the Calculation Agent (after consultation with the Issuer) for loans in U.S. dollars to leading European banks, having a three-month maturity and in a principal amount that is representative for a single transaction in U.S. dollars in that market at that time; provided, however, that if the banks selected by the Calculation Agent are not providing quotations in the manner described by this sentence, U.S. dollar LIBOR determined as of that Interest Determination Date will be U.S. dollar LIBOR in effect on that Interest Determination Date. The designated LIBOR page is the Reuters screen “LIBOR01”, or any successor service for the purpose of displaying the London interbank rates of major banks for U.S. dollars. The Reuters screen “LIBOR01” is the display designated as the Reuters screen “LIBOR01”, or such other page as may replace the Reuters screen “LIBOR01” on that service or such other service or services as may be denominated by the British Bankers’ Association for the purpose of displaying London interbank offered rates for U.S. dollar deposits. All calculations made by the Calculation Agent for the purposes of calculating the Interest Rate on the Floating Rate Guaranteed Notes Due 2016 shall be conclusive and binding on the holders of Floating Rate Guaranteed Notes Due 2016, TOTAL S.A., Total Capital Canada Ltd. and the trustee, absent manifest error.

***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 Barclays Capital Inc. toll-free at 1-888-603-5847, Merrill Lynch, Pierce, Fenner & Smith Incorporated toll-free at 1-800-294-1322, Morgan Stanley & Co. LLC toll-free at 1-866-718-1649, RBC Capital Markets, LLC toll-free at 1-866-375-6829 or SG Americas Securities, LLC toll-free at 1-855-881-2108.***

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**Final Term Sheet**

**TOTAL CAPITAL CANADA LTD.**  
**(A wholly-owned subsidiary of TOTAL S.A.)**  
**\$1,000,000,000 1.450% Fixed Rate Guaranteed Notes Due 2018**  
**Guaranteed on an unsecured, unsubordinated basis by**  
**TOTAL S.A.**

|   |   |
|---|---|
| Issuer                                      | Total Capital Canada Ltd.   |
| Guarantee                                   | Payment of the principal of, premium, if any, and interest on the notes is guaranteed by TOTAL S.A. |
| Format                                      | SEC-registered global notes   |
| Title                                       | \$1,000,000,000 1.450% Fixed Rate Guaranteed Notes due 2018   |
| Total Initial Principal Amount Being Issued | \$1,000,000,000   |
| Issue Price                                 | 99.904%   |
| Pricing Date                                | January 10, 2013  |
| Expected Settlement Date                    | January 17, 2013 (T+5)  |
| Maturity Date                               | January 15, 2018, unless earlier redeemed   |
| Day Count                                   | 30/360  |
| Business Day Convention                     | Following, unadjusted   |
| Optional Redemption Terms                   | Make-whole call at Treasury Rate plus 12.5 basis points<br>Tax call at par                          |
| Interest Rate                               | 1.450% per annum  |
| Benchmark Treasury                          | 0.750% due Dec 2017   |
| Benchmark Treasury Price                    | 99-25 <sup>3</sup> / <sub>4</sub>   |
| Benchmark Treasury Yield                    | 0.790%  |
| Spread to Benchmark Treasury                | Plus 68 bps   |
| Yield to Maturity                           | 1.470%  |
| Date Interest Starts Accruing               | January 17, 2013  |
| Interest Payment Dates                      | Each January 15 and July 15   |
| First Interest Payment Date                 | July 15, 2013   |
| Regular Record Dates for Interest           | Each January 1 <sup>st</sup> and July 1 <sup>st</sup>   |
| Trustee                                     | The Bank of New York Mellon   |
| Listing                                     | None  |

|                               |   |
|-------------------------------|---|
| Denominations                 | \$2,000 and increments of \$1,000 above that amount   |
| Expected Ratings of the Notes | <p>Moody' s: Aa1/Negative</p> <p>Standard &amp; Poor' s: AA-/Stable</p> <p>Ratings are not a recommendation to purchase, hold or sell notes, inasmuch as the ratings do not comment as to market price or suitability for a particular investor. The ratings are based upon current information furnished to the rating agencies by Total Capital Canada Ltd. and TOTAL S.A. and information obtained by the rating agencies from other sources. The ratings are only accurate as of the date thereof and may be changed, superseded or withdrawn as a result of changes in, or unavailability of, such information, and therefore a prospective purchaser should check the current ratings before purchasing the notes. Each rating should be evaluated independently of any other rating.</p> |
| CUSIP / ISIN                  | 89153U AE1 / US89153UAE10   |
| Selling Restrictions          | European Economic Area, France, United Kingdom, Canada  |
| Joint Book-Running Managers   | <p>Barclays Capital Inc.</p> <p>Merrill Lynch, Pierce, Fenner &amp; Smith<br/>Incorporated</p> <p>Morgan Stanley &amp; Co. LLC</p> <p>RBC Capital Markets, LLC</p> <p>SG Americas Securities, LLC</p>   |

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**Final Term Sheet**

**TOTAL CAPITAL CANADA LTD.**  
**(A wholly-owned subsidiary of TOTAL S.A.)**  
**\$1,000,000,000 2.750% Fixed Rate Guaranteed Notes Due 2023**  
**Guaranteed on an unsecured, unsubordinated basis by**  
**TOTAL S.A.**

|   |   |
|---|---|
| Issuer                                      | Total Capital Canada Ltd.   |
| Guarantee                                   | Payment of the principal of, premium, if any, and interest on the notes is guaranteed by TOTAL S.A. |
| Format                                      | SEC-registered global notes   |
| Title                                       | \$1,000,000,000 2.750% Fixed Rate Guaranteed Notes due 2023   |
| Total Initial Principal Amount Being Issued | \$1,000,000,000   |
| Issue Price                                 | 99.819%   |
| Pricing Date                                | January 10, 2013  |
| Expected Settlement Date                    | January 17, 2013 (T+5)  |
| Maturity Date                               | July 15, 2023, unless earlier redeemed  |
| Day Count                                   | 30/360  |
| Business Day Convention                     | Following, unadjusted   |
| Optional Redemption Terms                   | Make-whole call at Treasury Rate plus 15 basis points<br>Tax call at par                            |
| Interest Rate                               | 2.750% per annum  |
| Benchmark Treasury                          | 1.625% due Nov 2022   |
| Benchmark Treasury Price                    | 97-20   |
| Benchmark Treasury Yield                    | 1.890%  |
| Spread to Benchmark Treasury                | Plus 88 bps   |
| Yield to Maturity                           | 2.770%  |
| Date Interest Starts Accruing               | January 17, 2013  |
| Interest Payment Dates                      | Each July 15 and January 15   |
| First Interest Payment Date                 | July 15, 2013   |
| Regular Record Dates for Interest           | Each January 1 <sup>st</sup> and July 1 <sup>st</sup>   |
| Trustee                                     | The Bank of New York Mellon   |
| Listing                                     | None  |



|                               |  |
|-------------------------------|--|
| Denominations                 | \$2,000 and increments of \$1,000  |
| Expected Ratings of the Notes | Moody' s: Aa1/Negative<br>Standard & Poor' s: AA-/Stable<br><br>Ratings are not a recommendation to purchase, hold or sell notes, inasmuch as the ratings do not comment as to market price or suitability for a particular investor. The ratings are based upon current information furnished to the rating agencies by Total Capital Canada Ltd. and TOTAL S.A. and information obtained by the rating agencies from other sources. The ratings are only accurate as of the date thereof and may be changed, superseded or withdrawn as a result of changes in, or unavailability of, such information, and therefore a prospective purchaser should check the current ratings before purchasing the notes. Each rating should be evaluated independently of any other rating. |
| CUSIP / ISIN                  | 89153U AF8 / US89153UAF84  |
| Selling Restrictions          | European Economic Area, France, UK, Canada   |
| Joint Book-Running Managers   | Barclays Capital Inc.<br>Merrill Lynch, Pierce, Fenner & Smith<br>Incorporated<br>Morgan Stanley & Co. LLC<br>RBC Capital Markets, LLC<br>SG Americas Securities, LLC  |

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