

SECURITIES AND EXCHANGE COMMISSION

FORM 424B3

Prospectus filed pursuant to Rule 424(b)(3)

Filing Date: **2013-01-28**  
SEC Accession No. [0000070502-13-000043](#)

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FILER

**NATIONAL RURAL UTILITIES COOPERATIVE FINANCE  
CORP /DC/**

CIK:[70502](#) | IRS No.: [520891669](#) | State of Incorp.:**DC** | Fiscal Year End: **0531**  
Type: **424B3** | Act: **33** | File No.: [333-177949](#) | Film No.: [13551304](#)  
SIC: **6159** Miscellaneous business credit institution

Mailing Address

*20701 COOPERATIVE WAY  
DULLES VA 20166-6691*

Business Address

*20701 COOPERATIVE WAY  
DULLES VA 20166-6691  
7034671800*

**CALCULATION OF REGISTRATION FEE**

<b><i>Title of Each Class of Securities Offered</i></b>	<b><i>Maximum Aggregate Offering Price</i></b>	<b><i>Amount of Registration Fee(1)(2)</i></b>
<i>Senior Debt Securities</i>	<i>\$150,000.00</i>	<i>\$20.46</i>

(1) *Calculated in accordance with Rule 457(r) of the Securities Act of 1933.*

(2) *The amount in this column has been transmitted to the SEC in connection with the securities offered by means of this pricing supplement.*

TRADE DATE: January 25, 2013  
PRICING SUPPLEMENT NO. 5938 DATED January 25, 2013  
TO PROSPECTUS SUPPLEMENT DATED November 17, 2011  
AND BASE PROSPECTUS DATED November 14, 2011

NATIONAL RURAL UTILITIES COOPERATIVE FINANCE CORPORATION  
Medium-Term Notes, Series C  
Due Nine Months or More from Date of Issue

Principal Amount:	\$150,000.00
Issue Price:	100% of Principal Amount
Original Issue Date:	01/30/2013
Maturity Date:	01/15/2015
Interest Rate:	1.11% per annum
Regular Record Dates:	Each January 1 and July 1
Interest Payment Dates:	Each January 15 and July 15
Redemption Date:	None
Agent's Commission:	None
Form of Note: (Book-Entry or Certificated)	Certificated
Other Terms:	None

Medium-Term Notes, Series C may be issued by the Company in an unlimited aggregate principal amount.