

FRONTIER COMMUNICATIONS CORP  
Form FWP  
August 08, 2012

Issuer Free Writing Prospectus

Filed Pursuant to Rule 433

Registration Statement No. 333-181299

August 8, 2012

**Frontier Communications Corporation**

Pricing Term Sheet

|   |   |
|---|---|
| Issuer:                                 | Frontier Communications Corporation                             |
| Security:                               | Senior Notes due 2023   |
| Face Amount:                            | \$600,000,000   |
| Proceeds to Frontier (before expenses): | \$588,750,000   |
| Maturity:                               | January 15, 2023  |
| Coupon:                                 | 7.125%  |
| Price:                                  | 100.000% of aggregate principal amount                          |
| Yield to maturity:                      | 7.125%  |
| Spread to Benchmark Treasury:           | 549 basis points  |
| Benchmark Treasury:                     | 7.125% UST due February 15, 2023                                |
| Benchmark Treasury Yield:               | 1.631%  |
| Interest Payment Dates:                 | January 15th and July 15th, commencing January 15, 2013         |
| Make-whole call:                        | At any time at a discount rate of Treasury plus 50 basis points |
| Change of Control:                      | 101% plus accrued and unpaid interest, if any                   |
| Trade Date:                             | August 8, 2012  |
| Settlement:                             | T+5; August 15, 2012  |
| CUSIP:                                  | 35906AAM0   |
| Ratings <sup>(1)</sup> :                | Ba2 / BB  |
| Underwriting discount:                  | 1.875%  |
| Min. Allocation:                        | \$2,000   |
| Increments:                             | \$1,000   |

**(1) These securities ratings have been provided by Moody's and S&P. Neither of these ratings is a recommendation to buy, sell or hold these securities. Each rating may be subject to revision or withdrawal at any time, and should be evaluated independently of any other rating.**

Disclosures set forth throughout the preliminary prospectus supplement are updated to reflect the increase in the size of the offering from an aggregate principal amount of Senior Notes of \$500,000,000 to \$600,000,000. All figures presented as giving effect to the offering, including net proceeds from the offering and as adjusted cash and cash equivalents, long-term borrowings and total capitalization are increased accordingly to give effect to the increase in the offering size.

**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, the related prospectus supplement 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 Credit Suisse Securities (USA) LLC toll-free at 1-800-221-1037.**

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