

APPLE INC  
 Form 424B2  
 September 11, 2015  
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Filed Pursuant to Rule 424(b)(2)  
 Registration No. 333-188191

### CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities To Be Registered	Amount To Be Registered	Maximum	Maximum	Amount of Registration Fee (1)
		Offering Price Per Unit	Aggregate Offering Price	
1.375% Notes due 2024	1,000,000,000	99.604%	996,040,000	\$130,566.12
2.000% Notes due 2027	1,000,000,000	99.578%	995,780,000	\$130,532.04
Total				\$261,098.16

(1) Calculated in accordance with Rule 457(r) and Rule 457(o) under the Securities Act of 1933, based upon a U.S. dollar/euro exchange rate of U.S. \$1.1281/ 1 as of September 10, 2015.

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(To Prospectus dated April 29, 2013)

**2,000,000,000****Apple Inc.****1,000,000,000 1.375% Notes due 2024****1,000,000,000 2.000% Notes due 2027**

We are offering 1,000,000,000 of our 1.375% Notes due 2024 (the 2024 notes ) and 1,000,000,000 of our 2.000% Notes due 2027 (the 2027 notes and, together with the 2024 notes, the notes ). We will pay interest on the 2024 notes annually in arrears on January 17 of each year, beginning on January 17, 2016. We will pay interest on the 2027 notes annually in arrears on September 17 of each year, beginning on September 17, 2016. The 2024 notes will mature on January 17, 2024 and the 2027 notes will mature on September 17, 2027.

We may redeem the notes in whole or in part at any time or from time to time at the redemption prices described under the heading Description of the Notes Optional Redemption in this prospectus supplement. The notes will be issued only in minimum denominations of 100,000 and integral multiples of 1,000 in excess thereof.

See **Risk Factors** beginning on page S-5 to read about important factors you should consider before buying the notes.

Neither the Securities and Exchange Commission nor any other regulatory body has approved or disapproved of these securities or passed upon the accuracy or adequacy of this prospectus supplement or the accompanying prospectus. Any representation to the contrary is a criminal offense.

	Public Offering Price (1)	Underwriting Discounts	Proceeds to Apple
Per 2024 Note	99.604%	0.190%	99.414%
<b>Total</b>	996,040,000	1,900,000	994,140,000

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Per 2027 Note	99.578%	0.225%	99.353%
<b>Total</b>	995,780,000	2,250,000	993,530,000

(1) Plus accrued interest, if any, from September 17, 2015.

The notes are new issues of securities with no established trading market. We intend to apply to list the notes on the New York Stock Exchange. We expect trading in the notes on the New York Stock Exchange to begin less than 30 days after the original issue date.

The notes will be initially in the form of one or more registered global notes (the *global notes*). The global notes will be deposited with, and registered in the name of, a common depository for Euroclear Bank SA/NV (*Euroclear*) and Clearstream Banking, *société anonyme* (*Clearstream*), or a nominee of such common depository. Ownership of interests in the global notes will be limited to persons that have accounts with Euroclear or Clearstream or their respective participants. The terms of the indenture relating to the notes will provide for the issuance of definitive registered notes only in certain limited circumstances. The underwriters expect to deliver the notes on or about September 17, 2015, which is the fifth London business day following the date of this prospectus supplement. This settlement date may affect the trading of the notes.

### *Joint Book-Running Managers*

**Goldman, Sachs & Co.**

**BofA Merrill Lynch**

**Deutsche Bank**

**J.P. Morgan**

*Co-Managers*

**Citigroup**

**Credit Suisse**

**Prospectus Supplement dated September 10, 2015.**

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We have not authorized anyone to provide any information or to make any representations other than those contained or incorporated by reference in this prospectus supplement, the accompanying prospectus or in any free writing prospectuses we have prepared. We take no responsibility for, and can provide no assurance as to the reliability of, any other information that others may give you. The information contained in this prospectus supplement and the accompanying prospectus is current only as of the respective dates of such documents.

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We are not, and the underwriters are not, making an offer of the notes in any jurisdiction where the offer or sale is not permitted. The distribution of this prospectus supplement and the accompanying prospectus and the offering or sale of the notes in some jurisdictions may be restricted by law. The notes are offered globally for sale in those jurisdictions in the United States, Europe, Asia and elsewhere where it is lawful to make such offers. Persons into whose possession this prospectus supplement and the accompanying prospectus come are required by us and the underwriters to inform themselves about, and to observe, any applicable restrictions. This prospectus supplement and the accompanying prospectus may not be used for or in connection with an offer or solicitation by any person in any jurisdiction in which that offer or solicitation is not authorized or to any person to whom it is unlawful to make that offer or solicitation. See **Underwriting Sales Outside the United States** in this prospectus supplement.

### **Notice to Prospective Investors in the European Economic Area**

This prospectus supplement and the accompanying prospectus have been prepared on the basis that any offer of notes in any Member State of the European Economic Area (the **EEA**) that has implemented the Prospectus Directive (each, a **Relevant Member State**) will be made pursuant to an exemption under the Prospectus Directive, as implemented in that Relevant Member State, from the requirement to produce a prospectus for offers of notes. Accordingly, any person making or intending to make any offer in that Relevant Member State of notes which are the subject of the offering contemplated by this prospectus supplement and the accompanying prospectus may only do so in circumstances in which no obligation arises for us or any of the underwriters to produce a prospectus pursuant to Article 3 of the Prospectus Directive in relation to such offer. Neither we nor the underwriters have authorized, nor do we or they authorize, the making of any offer of notes in circumstances in which an obligation arises for us or the underwriters to publish a prospectus for such offer. **Prospectus Directive** means Directive 2003/71/EC (and amendments thereto, including the 2010 PD Amending Directive, to the extent implemented in the Relevant Member State), and includes any relevant implementing measure in the Relevant Member State and the expression **2010 PD Amending Directive** means Directive 2010/73/EU.

### **Notice to Prospective Investors in the United Kingdom**

This prospectus supplement and the accompanying prospectus are only being distributed to, and are only directed at, persons in the United Kingdom that are qualified investors within the meaning of Article 2(1)(e) of the Prospectus Directive and that are also (1) investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the **Order**) or (2) high net worth entities, and other persons to whom it may lawfully be communicated, falling within Article 49(2)(a) to (d) of the Order (each such person being referred to as a **Relevant Person**). This prospectus supplement and the accompanying prospectus and their contents are confidential and should not be distributed, published or reproduced (in whole or in part) or disclosed by recipients to any other persons in the United Kingdom. Any person in the United Kingdom that is not a Relevant Person should not act or rely on this prospectus supplement and/or the accompanying prospectus or any of their contents.

This prospectus supplement and the accompanying prospectus have not been approved for the purposes of section 21 of the UK Financial Services and Markets Act 2000 (**FSMA**) by a person authorized under FSMA. This prospectus supplement and the accompanying prospectus are being distributed and communicated to persons in the United Kingdom only in circumstances in which section 21(1) of FSMA does not apply to us.

The notes are not being offered or sold to any person in the United Kingdom except in circumstances which will not result in an offer of securities to the public in the United Kingdom within the meaning of Part VI of FSMA.

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**ABOUT THIS PROSPECTUS SUPPLEMENT**

This document is in two parts. The first part is this prospectus supplement, which describes the terms of the offering of the notes. The second part is the accompanying prospectus dated April 29, 2013, which we refer to as the accompanying prospectus. The accompanying prospectus contains a description of our debt securities and gives more general information, some of which may not apply to the notes. The accompanying prospectus also incorporates by reference documents that are described under "Incorporation by Reference" in that prospectus.

You should rely only on the information contained or incorporated by reference in this prospectus supplement, in the accompanying prospectus or in any free writing prospectus filed by us with the Securities and Exchange Commission. If information in this prospectus supplement is inconsistent with the accompanying prospectus, you should rely on this prospectus supplement. We have not, and the underwriters have not, authorized any other person to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. You should not assume that the information contained or incorporated by reference in this prospectus supplement and the accompanying prospectus or in any such free writing prospectus is accurate as of any date other than the respective dates thereof. Our business, financial condition, results of operations and prospects may have changed since those dates.

References in this prospectus supplement to \$, dollars and U.S. dollars are to the currency of the United States of America; references to A\$ and Australian dollar are to the currency of Australia; references to £ and sterling are to the currency of the United Kingdom and to € or euro are to the single currency introduced at the third stage of the European Monetary Union pursuant to the Treaty establishing the European Community, as amended. Unless otherwise stated or the context otherwise requires, references in this prospectus supplement to Apple, we, us and our and all similar references are to Apple Inc. and its consolidated subsidiaries. However, in the "Description of the Notes" and related summary sections of this prospectus supplement and the "Description of the Debt Securities" section of the accompanying prospectus, references to we, us and our are to Apple Inc. (parent company only) and not to any of its subsidiaries.

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**WHERE YOU CAN FIND MORE INFORMATION**

We file annual, quarterly and current reports, proxy statements and other information with the Securities and Exchange Commission, or SEC. The public may read and copy any materials filed with the SEC at the SEC's Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549. The public may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. Also, the SEC maintains an Internet web site that contains reports, proxy and information statements, and other information regarding issuers, including us, that file electronically with the SEC. The public can obtain any documents that we file electronically with the SEC at <http://www.sec.gov>.

We also make available, free of charge, on or through our Internet web site ([investor.apple.com](http://investor.apple.com)) our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, Proxy Statements on Schedule 14A and, if applicable, amendments to those reports filed or furnished pursuant to Section 13(a) of the Securities Exchange Act of 1934, as amended, or the Exchange Act, as soon as reasonably practicable after we electronically file such material with, or furnish it to, the SEC. Please note, however, that we have not incorporated any other information by reference from our Internet web site, other than the documents listed below under the heading Incorporation by Reference. In addition, you may request copies of these filings at no cost through our Investor Relations Department at: Apple Inc., 1 Infinite Loop, MS 301-4IR, Cupertino, CA 95014, telephone: (408) 974-3123 or our Internet web site ([investor.apple.com](http://investor.apple.com)).

We have filed with the SEC a registration statement on Form S-3 relating to the debt securities covered by this prospectus supplement. This prospectus supplement is a part of the registration statement and does not contain all the information in the registration statement. Whenever a reference is made in this prospectus supplement to a contract or other document of ours, the reference is only a summary and you should refer to the exhibits that are a part of the registration statement for a copy of the contract or other document. You may review a copy of the registration statement and the documents incorporated by reference herein at the SEC's Public Reference Room in Washington, D.C., as well as through the SEC's Internet web site listed above.



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**INCORPORATION BY REFERENCE**

The SEC allows us to incorporate by reference information into this prospectus supplement and the accompanying prospectus. This means that we can disclose important information to you by referring you to another document. Any information referred to in this way is considered part of this prospectus supplement and the accompanying prospectus from the date we file that document. Any reports filed by us with the SEC after the date of this prospectus supplement and before the date that the offering of the notes by means of this prospectus supplement and the accompanying prospectus is terminated will automatically update and, where applicable, supersede any information contained or incorporated by reference in this prospectus supplement and the accompanying prospectus. However, we are not incorporating by reference any information provided in these documents that is described in paragraph (d)(1), (d)(2), (d)(3) or (e)(5) of Item 407 of Regulation S-K promulgated by the SEC or, except as specifically provided below, furnished under applicable SEC rules rather than filed and exhibits furnished in connection with such items.

We incorporate by reference in this prospectus supplement and the accompanying prospectus the documents set forth below that have been previously filed with the SEC as well as any filings we make with the SEC under Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act on or after the date of this prospectus supplement and before the termination of this offering; provided, however, that, except as specifically provided below, we are not incorporating any documents or information deemed to have been furnished rather than filed in accordance with SEC rules:

our Annual Report on Form 10-K for the fiscal year ended September 27, 2014, including those portions of our Proxy Statement on Schedule 14A filed on January 22, 2015 that are incorporated by reference in such Annual Report;

our Quarterly Reports on Form 10-Q for the quarters ended December 27, 2014, March 28, 2015 and June 27, 2015;

our Current Report on Form 8-K filed on January 28, 2015, which supersedes in their entirety Items 7 and 8 of our Annual Report on Form 10-K for the fiscal year ended September 27, 2014; and

our Current Reports on Form 8-K filed on November 10, 2014, February 9, 2015, March 13, 2015, May 13, 2015, June 10, 2015, and July 31, 2015.

To obtain copies of these filings, see [Where You Can Find More Information](#).

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**FORWARD-LOOKING STATEMENTS**

This prospectus supplement and the accompanying prospectus, including the documents incorporated by reference herein or therein, include forward-looking statements, within the meaning of the Private Securities Litigation Reform Act of 1995, that involve risks and uncertainties. Forward-looking statements provide current expectations of future events based on certain assumptions and include any statement that does not directly relate to any historical or current fact. Forward-looking statements can also be identified by words such as future, anticipates, believes, estimates, expects, intends, plans, predicts, will, would, could, can, may, and similar terms. Forward-looking statements are not guarantees of future performance and the Company's actual results may differ significantly from the results discussed in the forward-looking statements. Factors that might cause such differences include, but are not limited to, those discussed in the Risk Factors section of this prospectus supplement, and in Part II, Item 1A of the Company's most recent Quarterly Report on Form 10-Q under the heading Risk Factors, which are incorporated herein by reference. The Company assumes no obligation to revise or update any forward-looking statements for any reason, except as required by law.

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**SUMMARY**

*The following summary highlights information contained or incorporated by reference in this prospectus supplement and the accompanying prospectus. It may not contain all of the information that you should consider before investing in the notes. You should carefully read this entire prospectus supplement, as well as the accompanying prospectus and the documents incorporated by reference in this prospectus supplement and the accompanying prospectus.*

**Apple Inc.**

Apple designs, manufactures, and markets mobile communication and media devices, personal computers and portable digital music players, and sells a variety of related software, services, accessories, networking solutions, and third-party digital content and applications. Our products and services include iPhone®, iPad®, Mac®, iPod®, Apple Watch®, Apple TV®, a portfolio of consumer and professional software applications, iOS, OS X® and watchOS® operating systems, iCloud®, Apple Pay® and a variety of accessory, service and support offerings. We also sell and deliver digital content and applications through the iTunes Store®, App Store®, Mac App Store and iBooks Store®. We sell our products worldwide through our retail stores, online stores and direct sales force, as well as through third-party cellular network carriers, wholesalers, retailers and value-added resellers. In addition, we sell a variety of third-party Apple compatible products, including application software, and various accessories through our online and retail stores. Apple sells to consumers, small and mid-sized businesses and education, enterprise and government customers.

Apple Inc. is a California corporation established in 1977. Our principal executive offices are located at 1 Infinite Loop, Cupertino, CA 95014, and our main telephone number is (408) 996-1010.

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**The Offering**

The following is a brief summary of the terms and conditions of this offering. It does not contain all of the information that you need to consider in making your investment decision. To understand all of the terms and conditions of the offering of the notes, you should carefully read this entire prospectus supplement, as well as the accompanying prospectus and the documents incorporated by reference in this prospectus supplement and the accompanying prospectus.

<b>Issuer</b>	Apple Inc.
<b>Notes offered</b>	1,000,000,000 aggregate principal amount of 1.375% Notes due 2024 (the 2024 notes ); and  1,000,000,000 aggregate principal amount of 2.000% Notes due 2027 (the 2027 notes and, together with the 2024 notes, the notes ).
<b>Original issue date</b>	September 17, 2015.
<b>Maturity date</b>	January 17, 2024 for the 2024 notes; and  September 17, 2027 for the 2027 notes.
<b>Interest rate</b>	1.375% per annum for the 2024 notes; and  2.000% per annum for the 2027 notes.
<b>Interest payment dates</b>	Interest on the 2024 notes will be paid annually on January 17 of each year, beginning on January 17, 2016, and on the maturity date for the 2024 notes. Interest on the 2027 notes will be paid annually on September 17 of each year, beginning on September 17, 2016, and on the maturity date for the 2027 notes.
<b>Optional redemption</b>	The notes may be redeemed at our option, at any time in whole or from time to time in part, at a redemption price equal to the greater of:  100% of the principal amount of the notes being redeemed; or  the sum of the present values of the remaining scheduled payments of principal and interest on the notes to be redeemed (not including any portion of such payments of interest accrued as of the date of redemption), discounted to the date of redemption on an annual basis (ACTUAL/ACTUAL (ICMA)) at the applicable Comparable Government Bond Rate (as defined below), plus 15 basis points in the case of the 2024

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notes and plus 20 basis points in the case of the 2027 notes.

We will also pay the accrued and unpaid interest on the principal amount being redeemed to the date of redemption.

### **Additional Amounts**

We will, subject to certain exceptions and limitations, pay additional amounts on the notes to holders who are not U.S. Persons (as defined under Description of the Notes Payment of Additional Amounts )

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in respect of any required withholding or deduction for any present or future tax, assessment or other governmental charge imposed by any taxing authority in the United States, as will result in receipt by holders of notes that are not U.S. Persons of such amounts as they would have received had no such withholding or deduction been required. See Description of the Notes Payment of Additional Amounts.

**Redemption for Tax Reasons**

We may redeem all but not part of either series of the notes in the event of certain changes in the tax laws of the United States that would require us to pay additional amounts as described under Description of the Notes Payment of Additional Amounts. This redemption would be at 100% of the principal amount, together with accrued and unpaid interest on the applicable series of notes to the date fixed for redemption. See Description of the Notes Redemption for Tax Reasons.

**Currency of Payment**

All payments of interest and principal, including payments made upon any redemption of the notes, will be made in euro. If the euro is unavailable to us due to the imposition of exchange controls or other circumstances beyond our control or if the euro is no longer being used by the then member states of the European Monetary Union that have adopted the euro as their currency or for the settlement of transactions by public institutions of or within the international banking community, then all payments in respect of the notes will be made in U.S. dollars until the euro is again available to us or so used.

**Ranking**

The notes will be our senior unsecured obligations and will rank equally with our other unsecured and unsubordinated debt from time to time outstanding.

**Further issuances**

We may from time to time issue further notes ranking equally and ratably with the notes in all respects, including the same terms as to interest rate, maturity, redemption or otherwise.

**Use of proceeds**

We intend to use the net proceeds from sales of the notes, which we estimate will be approximately 1.99 billion, after deducting underwriting discounts and our offering expenses, for general corporate purposes, including repurchases of our common stock and payment of dividends under our program to return capital to shareholders, funding for working capital, capital expenditures, acquisitions and repayment of debt.

**Denominations**

The notes will be issued in minimum denominations of 100,000 and multiples of 1,000 in excess thereof.

**Form of Notes**

The notes will be issued as global notes registered in the name of The Bank of New York Mellon, London Branch, or a nominee thereof, as common depositary for Euroclear and Clearstream, for the accounts of its direct and indirect participants. Beneficial interests in notes held



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in book-entry form will not be entitled to receive physical delivery of certificated notes except in certain limited circumstances. For a description of certain factors relating to clearance and settlement, see [Description of the Notes Book-Entry and Settlement](#).

**Governing Law**

New York.

**Risk Factors**

You should consider carefully all the information set forth and incorporated by reference in this prospectus supplement and the accompanying prospectus and, in particular, you should evaluate the specific factors set forth under the heading [Risk Factors](#) beginning on page S-5 of this prospectus supplement, as well as the other information contained or incorporated herein by reference, before investing in any of the notes offered hereby.

**Listing**

We intend to apply to list the notes on the New York Stock Exchange.

**Trading**

The notes are new issues of securities with no established trading market. The underwriters have advised us that they currently intend to make a market in each series of the notes, but they are not obligated to do so and may, in their sole discretion, discontinue market-making at any time without notice. See [Underwriting](#) in this prospectus supplement for more information about possible market-making by the underwriters.

**Trustee**

The Bank of New York Mellon Trust Company, N.A.

**Paying Agent**

The Bank of New York Mellon, London Branch.



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**RISK FACTORS**

Investing in the notes involves risks. Before making a decision to invest in the notes, you should carefully consider the risks described in Part II, Item 1A of our Quarterly Report on Form 10-Q for the fiscal quarter ended June 27, 2015 under the heading Risk Factors, which are incorporated by reference in this prospectus supplement and the accompanying prospectus, as well as the risks set forth below. See Where You Can Find More Information in this prospectus supplement and the accompanying prospectus.

**The notes are structurally subordinated to the liabilities of our subsidiaries.**

The notes are our obligations exclusively and not of any of our subsidiaries. A significant portion of our operations is conducted through our subsidiaries. Our subsidiaries are separate legal entities that have no obligation to pay any amounts due under the notes or to make any funds available therefor, whether by dividends, loans or other payments. Except to the extent we are a creditor with recognized claims against our subsidiaries, all claims of creditors (including trade creditors) and holders of preferred stock, if any, of our subsidiaries will have priority with respect to the assets of such subsidiaries over our claims (and therefore the claims of our creditors, including holders of the notes). Consequently, the notes will be effectively subordinated to all existing and future liabilities of any of our subsidiaries and any subsidiaries that we may in the future acquire or establish.

**The notes are subject to prior claims of any secured creditors, and if a default occurs, we may not have sufficient funds to fulfill our obligations under the notes.**

The notes are our unsecured general obligations, ranking equally with other senior unsecured indebtedness. As of June 27, 2015, we have \$50.0 billion of senior unsecured notes and \$4.5 billion of unsecured short-term promissory notes outstanding but no senior secured debt outstanding. In addition, in July 2015 we issued \$2.0 billion equivalent in sterling-denominated notes and in August 2015 we issued \$1.7 billion equivalent in Australian dollar-denominated notes. The indenture governing the notes permits us to incur additional debt, including secured debt. If we incur any secured debt, our assets will be subject to prior claims by our secured creditors. In the event of our bankruptcy, liquidation, reorganization or other winding up, assets that secure debt will be available to pay obligations on the notes only after all debt secured by those assets has been repaid in full. Holders of the notes will participate in our remaining assets ratably with all of our unsecured and unsubordinated creditors, including our trade creditors. If we incur any additional obligations that rank equally with the notes, including trade payables, the holders of those obligations will be entitled to share ratably with the holders of the notes and the previously issued notes in any proceeds distributed upon our insolvency, liquidation, reorganization, dissolution or other winding up. This may have the effect of reducing the amount of proceeds paid to you. If there are not sufficient assets remaining to pay all these creditors, all or a portion of the notes then outstanding would remain unpaid.

**The indenture governing the notes does not contain financial covenants and only provides limited protection against significant corporate events and other actions we may take that could adversely impact your investment in the notes.**

While the indenture governing the notes contains terms intended to provide protection to the holders of the notes upon the occurrence of certain events involving significant corporate transactions, such terms are limited and may not be sufficient to protect your investment in the notes.

The indenture for the notes does not:

require us to maintain any financial ratios or specific levels of net worth, revenues, income, cash flow or liquidity and, accordingly, does not protect holders of the notes in the event we experience significant adverse changes in our financial condition;

limit our ability to incur indebtedness that is secured, senior to or equal in right of payment to the notes, or to engage in sale/leaseback transactions;

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restrict our subsidiaries' ability to issue securities or otherwise incur indebtedness that would be senior to our equity interests in our subsidiaries and therefore rank effectively senior to the notes;

restrict our ability to repurchase or prepay any other of our securities or other indebtedness;

restrict our ability to make investments or to repurchase or pay dividends or make other payments in respect of our common stock or other securities ranking junior to the notes;

restrict our ability to enter into highly leveraged transactions; or

require us to repurchase the notes in the event of a change in control.

As a result of the foregoing, when evaluating the terms of the notes, you should be aware that the terms of the indenture and the notes do not restrict our ability to engage in, or to otherwise be a party to, a variety of corporate transactions, circumstances and events that could have an adverse impact on your investment in the notes.

### **Active trading markets for the notes may not develop.**

The notes are new issues of securities with no established trading markets. Although we intend to apply for listing of the notes for trading on the New York Stock Exchange, no assurance can be given that the notes will become or will remain listed. We cannot assure you trading markets for the notes will develop or of the ability of holders of the notes to sell their notes or of the prices at which holders may be able to sell their notes. The underwriters have advised us that they currently intend to make a market in each series of the notes. However, the underwriters are not obligated to do so, and any market making with respect to the notes may be discontinued, in their sole discretion, at any time without notice. If no active trading markets develop, you may be unable to resell the notes at any price or at their fair market value.

### **If trading markets do develop, changes in our ratings or the financial markets could adversely affect the market prices of the notes.**

The market prices of the notes will depend on many factors, including, but not limited to, the following:

ratings on our debt securities assigned by rating agencies;

the time remaining until maturity of the notes;

the prevailing interest rates being paid by other companies similar to us;

our results of operations, financial condition and prospects; and

the condition of the financial markets.

The condition of the financial markets and prevailing interest rates have fluctuated in the past and are likely to fluctuate in the future, which could have an adverse effect on the market prices of the notes.

Rating agencies continually review the ratings they have assigned to companies and debt securities. Negative changes in the ratings assigned to us or our debt securities could have an adverse effect on the market prices of the notes.

**Our credit ratings may not reflect all risks of your investments in the notes.**

Our credit ratings are an assessment by rating agencies of our ability to pay our debts when due. Consequently, real or anticipated changes in our credit ratings will generally affect the market value of the notes. These credit ratings may not reflect the potential impact of risks relating to the notes. Agency ratings are not a recommendation to buy, sell or hold any security, and may be revised or withdrawn at any time by the issuing organization. Each agency's rating should be evaluated independently of any other agency's rating.

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**Redemption may adversely affect your return on the notes.**

We have the right to redeem some or all of the notes prior to maturity. We may redeem the notes at times when prevailing interest rates may be relatively low. Accordingly, you may not be able to reinvest the amount received upon a redemption in a comparable security at an effective interest rate as high as that of the notes.

**An investment in the notes by a purchaser whose home currency is not euro entails significant risks.**

All payments of interest on and the principal of the notes and any redemption price for the notes will be made in euro. An investment in the notes by a purchaser whose home currency is not euro entails significant risks. These risks include the possibility of significant changes in rates of exchange between the holder's home currency and euro and the possibility of the imposition or subsequent modification of foreign exchange controls. These risks generally depend on factors over which we have no control, such as economic, financial and political events and the supply of and demand for the relevant currencies. In the past, rates of exchange between euro and certain currencies have been highly volatile, and each holder should be aware that volatility may occur in the future. Fluctuations in any particular exchange rate that have occurred in the past, however, are not necessarily indicative of fluctuations in the rate that may occur during the term of the notes. Depreciation of euro against the holder's home currency would result in a decrease in the effective yield of the notes below its coupon rate and, in certain circumstances, could result in a loss to the holder.

**The notes permit us to make payments in U.S. dollars if we are unable to obtain euro.**

If the euro is unavailable to us due to the imposition of exchange controls or other circumstances beyond our control or if the euro is no longer being used by the then member states of the European Monetary Union that have adopted the euro as their currency or for the settlement of transactions by public institutions of or within the international banking community, then all payments in respect of the notes will be made in U.S. dollars until the euro is again available to us or so used. The amount payable on any date in euro will be converted into U.S. dollars on the basis of the then most recently available market exchange rate for euro, as the case may be. Any payment in respect of the notes so made in U.S. dollars will not constitute an event of default under the notes or the indenture governing the notes.

**In a lawsuit for payment on the notes, an investor may bear currency exchange risk.**

The indenture is, and the notes will be, governed by the laws of the State of New York. Under New York law, a New York state court rendering a judgment on the notes would be required to render the judgment in euro. However, the judgment would be converted into U.S. dollars at the exchange rate prevailing on the date of entry of the judgment. Consequently, in a lawsuit for payment on the notes, investors would bear currency exchange risk until a New York state court judgment is entered, which could be a long time. A Federal court sitting in New York with diversity jurisdiction over a dispute arising in connection with the notes would apply the foregoing New York law.

In courts outside of New York, investors may not be able to obtain a judgment in a currency other than U.S. dollars. For example, a judgment for money in an action based on the notes in many other U.S. federal or state courts ordinarily would be enforced in the United States only in U.S. dollars. The date used to determine the rate of conversion of euro into U.S. dollars would depend upon various factors, including which court renders the judgment and when the judgment is rendered.

**Trading in the clearing systems is subject to minimum denomination requirements.**

The terms of the notes provide that notes will be issued with a minimum denomination of 100,000 and multiples of 1,000 in excess thereof. It is possible that the clearing systems may process trades which could result in amounts being held in denominations smaller than the minimum denominations. If definitive notes are required to be issued in relation to such notes in accordance with the provisions of the relevant global notes, a holder who does not have the minimum denomination or any integral multiple of 1,000 in excess thereof in its account with the relevant clearing system at the relevant time may not receive all of its entitlement in the form of definitive notes unless and until such time as its holding satisfies the minimum denomination requirement.

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**CURRENCY CONVERSION**

As of September 4, 2015, the euro/U.S. \$ exchange rate was 1.00 = U.S. \$1.1117, as announced by the U.S. Federal Reserve Board.

Investors will be subject to foreign exchange risks as to payments of principal and interest that may have important economic and tax consequences to them. See Risk Factors.

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**USE OF PROCEEDS**

We intend to use the net proceeds from sales of the notes, which we estimate will be approximately 1.99 billion, after deducting underwriting discounts and our offering expenses, for general corporate purposes, including repurchases of our common stock and payment of dividends under our program to return capital to shareholders, funding for working capital, capital expenditures, acquisitions and repayment of debt. We may temporarily invest funds that are not immediately needed for these purposes in short-term investments, including marketable securities.

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**Table of Contents****CAPITALIZATION**

The following table sets forth our capitalization on a consolidated basis as of June 27, 2015. We have presented our capitalization on both an actual and an as adjusted basis to reflect the issuance and sale of (i) our 3.05% sterling-denominated Notes due 2029 and 3.60% sterling-denominated Notes due 2042 in July 2015, (ii) our 2.85% Australian-dollar denominated Notes due 2019, 3.70% Australian-dollar denominated Notes due 2022 and floating rate Australian-dollar denominated Notes due 2019 in August 2015, and (iii) the notes offered hereby, but not the application of the net proceeds from the issuance and sale of any such notes. See **Use of Proceeds**. You should read the following table along with our financial statements and the accompanying notes to those statements, together with the information set forth under **Management's Discussion and Analysis of Financial Condition and Results of Operations** in our Quarterly Report on Form 10-Q for the quarter ended June 27, 2015, which is incorporated by reference in this prospectus supplement. See **Where You Can Find More Information** in this prospectus supplement and the accompanying prospectus. All figures in the table below are unaudited and in millions, except for the number of shares which are reflected in thousands, and par value.

	<b>As of June 27, 2015</b>	
	<b>Actual</b>	<b>As Adjusted</b>
<b>Long-term debt:</b>		
1.375% Notes due 2024 offered hereby <sup>(1)</sup>	\$ -	\$ 1,112
2.000% Notes due 2027 offered hereby <sup>(1)</sup>	-	1,112
Floating Rate Notes due 2016	1,000	1,000
Floating Rate Notes due 2017	1,250	1,250
Floating Rate Notes due 2018	2,000	2,000
Floating Rate Notes due 2019	1,000	1,000
Floating Rate Australian dollar-denominated Notes due 2019 <sup>(2)</sup>	-	536
Floating Rate Notes due 2020	1,000	1,000
0.45% Notes due 2016	1,500	1,500
0.90% Notes due 2017	750	750
1.05% Notes due 2017	1,500	1,500
1.00% Notes due 2018	4,000	