

NEXTERA ENERGY CAPITAL HOLDINGS INC
Form FWP
May 31, 2016

**Filed Pursuant to Rule 433
Registration No. 333-205558
and 333-205558-01**

NextEra Energy Capital Holdings, Inc.

Pricing Term Sheet

May 31, 2016

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| Issuer: | NextEra Energy Capital Holdings, Inc. |
| Designation: | Series K Junior Subordinated Debentures due June 1, 2076 |
| Registration Format: | SEC Registered |
| Principal Amount: | \$500,000,000 |
| Over-allotment Option: | Underwriters option to purchase, and settle concurrently on the Settlement Date set forth below, up to an additional \$75,000,000 principal amount of the Series K Junior Subordinated Debentures due June 1, 2076 from the Issuer, at the Purchase Prices set forth below. |
| Date of Maturity: | June 1, 2076 |
| Interest Payment Dates: | Quarterly in arrears on March 1, June 1, September 1 and December 1 beginning September 1, 2016 |
| Coupon Rate: | 5.25% |
| Optional Deferral: | Maximum of 10 consecutive years per deferral |
| Price to Public: | \$25.00 per security |
| Purchase Price: | \$24.2125 per security \$24.50 per security (for sales to institutions) |
| Trade Date: | May 31, 2016 |
| Settlement Date:* | June 7, 2016 |
| Listing: | Intend to apply to list on NYSE; if approved for listing, trading expected to begin within 30 days of issuance. |
| Optional Redemption: | Redeemable at any time prior to June 1, 2021, at 100% of the principal amount plus accrued and unpaid interest plus make-whole premium at discount rate equal to Treasury Yield plus 40 basis points; and redeemable at any time on or after June 1, 2021 at 100% of the principal amount plus accrued and unpaid interest. |
| Call for Tax Event: | Prior to June 1, 2021, at any time at 100% of the principal amount plus accrued and unpaid interest. |
| Call for Rating Agency Event: | Prior to June 1, 2021, at any time at 102% of the principal amount plus accrued and unpaid interest. |
| CUSIP / ISIN Number: | 65339K 100 / US65339K1007 |

Expected Credit Ratings:**

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|------------------------------------|---------------|
| Moody's Investors Service Inc. | Baa2 (stable) |
| Standard & Poor's Ratings Services | BBB (stable) |
| Fitch Ratings | BBB (stable) |

Joint Book-Running Managers:

Merrill Lynch, Pierce, Fenner & Smith

Incorporated

Morgan Stanley & Co. LLC

UBS Securities LLC

Wells Fargo Securities, LLC

Co-Managers:

Raymond James & Associates, Inc.

RBC Dain Rauscher Inc.

* It is expected that delivery of the Junior Subordinated Debentures will be made against payment therefor on or about June 7, 2016, which will be the fifth business day following the date of pricing of the Junior Subordinated Debentures. Under Rule 15c6-1 of the Securities Exchange Act of 1934, trades in the secondary market generally are required to settle in three business days, unless the parties to any such trade expressly agree otherwise. Accordingly, by virtue of the fact that the Junior Subordinated Debentures initially will settle in T+5, purchasers who wish to trade the Junior Subordinated Debentures on the date of pricing of the Junior Subordinated Debentures or on the next succeeding business day should specify an extended settlement cycle at the time they enter into any such trade to prevent failed settlement and should consult their own advisors.

** 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 make-whole premium, Rating Agency Event, Tax Event and Treasury Yield have the meanings ascribed those terms in the Issuer's Preliminary Prospectus Supplement, dated May 31, 2016.

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 Merrill Lynch, Pierce, Fenner & Smith Incorporated toll-free at 1-800-294-1322; Morgan Stanley & Co. LLC toll-free at 1-800-584-6837; UBS Securities LLC toll-free at 1-888-827-7275; or Wells Fargo Securities, LLC toll-free at 1-800-645-3751.