

FIRSTENERGY CORP  
Form FWP  
March 01, 2013

Filed Pursuant to Rule 433

Registration No. 333-181519

February 28, 2013

**FirstEnergy Corp.**

**Pricing Term Sheet**

**2.75% Notes, Series A, due 2018**

<b>Issuer:</b>	FirstEnergy Corp.
<b>Issue Format:</b>	SEC registered
<b>Anticipated Ratings:</b>	Baa3 / BB+ / BBB- (Moody's / S&P / Fitch)
<b>Principal Amount:</b>	\$650,000,000
<b>Security Type:</b>	2.75% Notes, Series A, due 2018
<b>Trade Date:</b>	February 28, 2013
<b>Settlement Date:</b>	March 5, 2013; T+3
<b>Maturity Date:</b>	March 15, 2018
<b>Interest Payment Dates:</b>	Semi-annual payments in arrears on March 15 and September 15 of each year, beginning on September 15, 2013
<b>Optional Redemption:</b>	Make-whole call at T+30 bps
<b>Reference Benchmark:</b>	0.875% due January 31, 2018
<b>Benchmark Yield:</b>	0.752%
<b>Reoffer Spread:</b>	+200 bps
<b>Reoffer Yield:</b>	2.752%
<b>Coupon:</b>	2.75%
<b>Price to Public:</b>	99.990% of principal amount
<b>Net Proceeds (%):</b>	99.390%
<b>Net Proceeds (\$):</b>	\$646,035,000
<b>CUSIP:</b>	337932 AE7
<b>ISIN:</b>	US337932AE78
<b>Joint-Bookrunners:</b>	J.P. Morgan Securities LLC Morgan Stanley & Co. LLC RBS Securities Inc. Citigroup Global Markets Inc.

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Goldman, Sachs & Co.

PNC Capital Markets LLC

RBC Capital Markets, LLC

Scotia Capital (USA) Inc.

**Co-managers:** CIBC World Markets Corp.  
 Credit Agricole Securities (USA) Inc.  
 The Huntington Investment Company  
 Mizuho Securities USA Inc.

**Pro Forma Ratio of Earnings**

**to Fixed Charges for the Year**

**Ended December 31, 2012:** 1.87

\* Note: A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.

The issuer has filed a registration statement (including a prospectus) with the U.S. Securities and Exchange Commission (SEC) for this offering. 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 searching the SEC online database (EDGAR) at [www.sec.gov](http://www.sec.gov). Alternatively, you may obtain a copy of the prospectus from J.P. Morgan Securities LLC by calling collect at 1-212-834-4533, Morgan Stanley & Co. LLC by calling toll-free at 1-866-718-1649 or RBS Securities Inc. by calling toll-free at 1-866-884-2071.

**FirstEnergy Corp.**

**Pricing Term Sheet**

**4.25% Notes, Series B, due 2023**

**Issuer:** FirstEnergy Corp.  
**Issue Format:** SEC registered  
**Anticipated Ratings:** Baa3 / BB+ / BBB- (Moody s / S&P / Fitch)  
**Principal Amount:** \$850,000,000  
**Security Type:** 4.25% Notes, Series B, due 2023  
**Trade Date:** February 28, 2013  
**Settlement Date:** March 5, 2013; T+3  
**Maturity Date:** March 15, 2023  
**Interest Payment Dates:** Semi-annual payments in arrears on March 15 and September 15  
 of each year, beginning on September 15, 2013  
**Optional Redemption:** Make-whole call at T+40 bps  
**Reference Benchmark:** 2.00% due February 15, 2023  
**Benchmark Yield:** 1.884%  
**Reoffer Spread:** +237.5 bps  
**Reoffer Yield:** 4.259%  
**Coupon:** 4.25%  
**Price to Public:** 99.926% of principal amount

<b>Net Proceeds (%):</b>	99.276%
<b>Net Proceeds (\$):</b>	\$843,846,000
<b>CUSIP:</b>	337932 AF4
<b>ISIN:</b>	US337932AF44
<b>Joint-Bookrunners:</b>	J.P. Morgan Securities LLC
	Morgan Stanley & Co. LLC
	RBS Securities Inc.
	Citigroup Global Markets Inc.
	Goldman, Sachs & Co.
	PNC Capital Markets LLC
	RBC Capital Markets, LLC
	Scotia Capital (USA) Inc.
<b>Co-managers:</b>	CIBC World Markets Corp.
	Credit Agricole Securities (USA) Inc.
	The Huntington Investment Company
	Mizuho Securities USA Inc.

**Pro Forma Ratio of Earnings**

**to Fixed Charges for the Year**

**Ended December 31, 2012:** 1.87

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