

VERIZON COMMUNICATIONS INC  
Form FWP  
September 09, 2014

**Filed Pursuant to Rule 433**

**Registration No. 333-190954**

Final Term Sheet

September 9, 2014

**VERIZON COMMUNICATIONS INC.**

**\$870,000,000 4.80% Notes due 2044**

<b>Issuer:</b>	Verizon Communications Inc. (the Company )
<b>Title of Securities:</b>	4.80% Notes due 2044 (the Notes )
<b>Trade Date:</b>	September 9, 2014
<b>Settlement Date (T+10):</b>	September 23, 2014
<b>Maturity Date:</b>	September 23, 2044
<b>Aggregate Principal Amount Offered:</b>	\$870,000,000
<b>Price to Public (Issue Price):</b>	100% plus accrued interest, if any, from September 23, 2014
<b>Gross Spread:</b>	0.10%
<b>Price to Company:</b>	99.90%
<b>Interest Rate:</b>	4.80% per annum
<b>Interest Payment Dates:</b>	Semiannually on each March 23 and September 23, commencing March 23, 2015
<b>Denominations:</b>	Minimum of \$100,000 and integral multiples of \$1,000 in excess thereof.
<b>Optional Redemption:</b>	Not redeemable prior to September 23, 2015. On each September 23 on or after September 23, 2015 the Notes will be redeemable on not less than 30 nor more than 60 days notice, in whole but not in part, at the option of the Company, at 100% of the principal amount of the Notes being redeemed plus accrued and unpaid interest to the date of redemption.

<b>Underwriter Allocation:</b>	Principal Amount of Notes
E.Sun Commercial Bank, Ltd.	\$ 400,000,000
MasterLink Securities Corporation	470,000,000
	\$ 870,000,000

**Global Structuring Agent and  
Coordinator:** Morgan Stanley & Co. LLC

**Junior Structuring Agents:** Blaylock Beal Van, LLC

Great Pacific Securities

Guzman & Company

Muriel Siebert & Co., Inc.

**Structuring Agents Commission:** \$5,655,000

**Reference Document:** Preliminary Prospectus Supplement, subject to completion, dated September 8, 2014,  
Prospectus dated September 8, 2014

**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](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 contacting the issuer at:**

#### **Investor Relations**

**Verizon Communications Inc.**

**One Verizon Way**

**Basking Ridge, New Jersey 07920**

**Telephone: (212) 395-1525**

**Internet Site: [www.verizon.com/investor](http://www.verizon.com/investor)**

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