

STANLEY BLACK & DECKER, INC.  
Form FWP  
November 05, 2015

**Free Writing Prospectus**

**Filed pursuant to Rule 433**

**Registration Number 333-207522**

**Pricing Term Sheet**

**Stanley Black & Decker, Inc.**

**Remarketing of**

**\$632,500,000 Principal Amount of**

**2.451% Subordinated Notes due November 17, 2018**

**(the Notes Remarketing )**

**November 5, 2015**

*The information in this pricing term sheet relates to the Notes Remarketing and should be read together with (i) the preliminary prospectus supplement dated November 5, 2015 relating to the Notes Remarketing, including the documents incorporated by reference therein and (ii) the accompanying prospectus dated October 19, 2015, each filed pursuant to Rule 424(b) under the Securities Act of 1933, as amended, Registration Statement No. 333-207522. The information in this pricing term sheet supersedes the information in the preliminary prospectus supplement and the accompanying prospectus to the extent inconsistent with the information in such preliminary prospectus supplement and the accompanying prospectus.*

Issuer:	Stanley Black & Decker, Inc. (the <b>Company</b> )
Title of Securities:	2.451% Subordinated Notes due November 17, 2018 (the <b>Notes</b> )
Expected Ratings*:	Baa2 / A- / BBB+
Format:	SEC Registered
Remarketing Date:	November 5, 2015
Remarketing Settlement Date:	November 17, 2015 (T+7)
Remarketed Amount:	\$632,500,000
Benchmark Treasury:	0.875% due October 15, 2018
Benchmark Treasury Price and Yield:	99-06+; 1.151%
Yield to Maturity:	2.451%
Spread to Benchmark Treasury:	+ 130 bps
Remarketing Price:	100.000%

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Reset Interest Rate:	2.451%
First Interest Payment Date after the Remarketing Settlement Date:	May 17, 2016
Interest Payment Dates:	May 17 and November 17 of each year
Denomination:	\$1,000 and integral multiples of \$1,000 in excess thereof
CUSIP/ISIN:	854502 AB7 / US854502AB75
Remarketing Agents:	Citigroup Global Markets Inc.  J.P. Morgan Securities LLC  Merrill Lynch, Pierce, Fenner & Smith  Incorporated  Morgan Stanley & Co. LLC

**\* 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 Company has filed a registration statement, including a preliminary prospectus supplement dated November 5, 2015 and an accompanying prospectus dated October 19, 2015, with the U.S. Securities and Exchange Commission ( SEC ) for the offering to which this communication relates. Before you invest, you should read the preliminary prospectus supplement and the accompanying prospectus in that registration statement and the other documents the Company has filed with the SEC for more complete information about the Company and the offering. You may get these documents for free by visiting EDGAR on the SEC 's website at <http://www.sec.gov>. Alternatively, copies may be obtained by calling Citigroup Global Markets Inc. toll-free at 1-800-831-9146, J.P. Morgan Securities LLC collect at 1-212-834-4533, Merrill Lynch, Pierce, Fenner & Smith Incorporated toll-free at 1-800-294-1322 or Morgan Stanley & Co. LLC toll-free at 1-866-718-1649.**

**This pricing term sheet supplements the preliminary prospectus supplement issued by the Company on November 5, 2015 relating to its prospectus dated October 19, 2015.**

**Any disclaimer or other notice that may appear below is not applicable to this communication and should be disregarded. Such disclaimer or notice was automatically generated as a result of this communication being sent by Bloomberg or another email system.**