

LyondellBasell Industries N.V.  
Form FWP  
February 21, 2017

**Free Writing Prospectus**

**Filed pursuant to Rule 433**

**Registration Number 333-209612**

**LYB International Finance II B.V.**

**\$1,000,000,000 3.500% Guaranteed Notes due 2027**

**Pricing Term Sheet dated February 21, 2017**

<b>Issuer:</b>	LYB International Finance II B.V.
<b>Parent Guarantor:</b>	LyondellBasell Industries N.V.
<b>Security Description:</b>	\$1,000,000,000 3.500% Guaranteed Notes due 2027
<b>Distribution:</b>	SEC-registered
<b>Principal Amount:</b>	\$1,000,000,000
<b>Coupon:</b>	3.500%
<b>Maturity Date:</b>	March 2, 2027
<b>Offering Price:</b>	98.968% of face amount
<b>Yield to Maturity:</b>	3.624%
<b>Spread to Benchmark Treasury:</b>	+120 basis points
<b>Benchmark Treasury:</b>	UST 2.250% due February 15, 2027
<b>Benchmark Treasury Price and Yield:</b>	98-15; 2.424%
<b>Record Date:</b>	February 17 and August 17 of each year
<b>Interest Payment Dates:</b>	March 2 and September 2 of each year
<b>First Interest Payment Date:</b>	September 2, 2017
<b>Optional Redemptions:</b>	
<b>Make-Whole Call:</b>	T+20 basis points (at any time before December 2, 2026)
<b>Par Call:</b>	At any time on or after December 2, 2026
<b>Change of Control Triggering Event:</b>	Puttable at 101% of principal plus accrued and unpaid interest and additional interest, if any
<b>Trade Date:</b>	February 21, 2017
<b>Settlement Date*:</b>	March 2, 2017 (T+7)
<b>CUSIP / ISIN:</b>	50247WAB3 / US50247WAB37

<b>Expected Ratings**:</b>	Baa1 / BBB (stable /stable)
<b>Denominations/Multiple:</b>	\$2,000 / \$1,000
<b>Joint Book-Running Managers:</b>	J.P. Morgan Securities LLC
	Deutsche Bank Securities Inc.
	HSBC Securities (USA) Inc.
	Merrill Lynch, Pierce, Fenner & Smith
	Incorporated
	Credit Suisse Securities (USA) LLC
	Mizuho Securities USA Inc.
	Wells Fargo Securities, LLC
<b>Co-Managers:</b>	Citigroup Global Markets Inc.
	Morgan Stanley & Co. LLC
	UniCredit Capital Markets LLC
	Mitsubishi UFJ Securities (USA), Inc.
	Scotia Capital (USA) Inc.
	SMBC Nikko Securities America, Inc.

**\*It is expected that delivery of the notes will be made to investors on or about March 2, 2017, which will be the seventh business day following the date hereof (such settlement being referred to as T+7 ). Under Rule 15c6-1 under the Securities Exchange Act of 1934, trades in the secondary market are required to settle in three business days, unless the parties to any such trade expressly agree otherwise. Accordingly, purchasers who wish to trade the notes on the date of pricing or the next three succeeding business days will be required, by virtue of the fact that the notes initially settle in T+7, to specify an alternate settlement arrangement at the time of any such trade to prevent a failed settlement. Purchasers of the notes who wish to trade the notes on the date of pricing or the next three succeeding business days should consult their own advisors.**

**\*\*A securities rating is not a recommendation to buy, sell or hold securities and may be revised or withdrawn at any time.**

**The issuer has filed a registration statement (including a prospectus) and a preliminary prospectus supplement with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement, the preliminary prospectus supplement 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 and the related prospectus supplement if you request it by calling J.P. Morgan Securities LLC collect at (212) 834-4533, Deutsche Bank Securities Inc. toll-free at (800) 503-4611, HSBC Securities (USA) Inc. toll-free at (866) 811-8049 or Merrill Lynch, Pierce, Fenner & Smith Incorporated toll-free at (800) 294-1322.**

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