

BHP BILLITON FINANCE USA LTD  
Form FWP  
September 26, 2013

Filed pursuant to Rule 433

Registration No. 333-183951

September 25, 2013

**Pricing Details on BHP Billiton Senior 2.050% Fixed Rate Notes due 2018**

<b>Issuer:</b>	BHP Billiton Finance (USA) Limited
<b>Guarantors:</b>	BHP Billiton Plc and BHP Billiton Limited
<b>Security:</b>	2.050% Guaranteed Senior Notes due 2018 (the 2018 Notes )
<b>Format:</b>	SEC Registered
<b>Principal Amount:</b>	US\$500,000,000
<b>Denomination:</b>	The 2018 Notes will be issued in denominations of US\$2,000 and integral multiples of US\$1,000
<b>Pricing Date:</b>	September 25, 2013
<b>Settlement Date:</b>	September 30, 2013
<b>Maturity Date:</b>	September 30, 2018
<b>Interest Payment Dates:</b>	March 30 and September 30 of each year, commencing on March 30, 2014
<b>Make-Whole Call</b>	At any time at a discount rate of Treasury plus 15 basis points
<b>Public Offering Price:</b>	Per Note: 99.854%. Total: US\$499,270,000
<b>Proceeds to Issuer:</b>	US\$497,520,000
<b>Treasury Benchmark:</b>	1.500% due August 31, 2018
<b>Treasury Benchmark Price and Yield:</b>	100-18/1.381%
<b>Spread to Benchmark Treasury:</b>	70 bps
<b>Re-offer Yield:</b>	2.081%
<b>Coupon:</b>	2.050%
<b>Ranking:</b>	The 2018 Notes are unsecured and will rank equally with all of the Issuer's other unsecured and unsubordinated indebtedness
<b>Use of Proceeds:</b>	General corporate purposes
<b>Joint Active Book-Running Managers:</b>	Barclays Capital Inc.  Goldman, Sachs & Co.  J.P. Morgan Securities LLC
<b>CUSIP:</b>	055451 AT5
<b>ISIN:</b>	US055451AT54

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 calling Barclays Capital Inc. toll free on 1-888-603-5847 or emailing

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**barclaysprospectus@broadridge.com / or calling Goldman, Sachs & Co. on 1-866-471-2526 or emailing prospectus-ny@ny.email.gs.com / or calling J.P. Morgan Securities LLC on 1-212-834-4533.**

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**Pricing Details on BHP Billiton Senior 3.850% Fixed Rate Notes due 2023**

<b>Issuer:</b>	BHP Billiton Finance (USA) Limited
<b>Guarantors:</b>	BHP Billiton Plc and BHP Billiton Limited
<b>Security:</b>	3.850% Guaranteed Senior Notes due 2023 (the 2023 Notes )
<b>Format:</b>	SEC Registered
<b>Principal Amount:</b>	US\$1,500,000,000
<b>Denomination:</b>	The 2023 Notes will be issued in denominations of US\$2,000 and integral multiples of US\$1,000
<b>Pricing Date:</b>	September 25, 2013
<b>Settlement Date:</b>	September 30, 2013
<b>Maturity Date:</b>	September 30, 2023
<b>Interest Payment Dates:</b>	March 30 and September 30 of each year, commencing on March 30, 2014
<b>Make-Whole Call</b>	At any time at a discount rate of Treasury plus 20 basis points
<b>Public Offering Price:</b>	Per Note: 99.877%. Total US\$1,498,155,000
<b>Proceeds to Issuer:</b>	US\$1,491,405,000
<b>Treasury Benchmark:</b>	2.500% due August 15, 2023
<b>Treasury Benchmark Price and Yield:</b>	99-00/2.615%
<b>Spread to Benchmark Treasury:</b>	125 bps
<b>Re-offer Yield:</b>	3.865%
<b>Coupon:</b>	3.850%
<b>Ranking:</b>	The 2023 Notes are unsecured and will rank equally with all of the Issuer's other unsecured and unsubordinated indebtedness
<b>Use of Proceeds:</b>	General corporate purposes
<b>Joint Active Book-Running Managers:</b>	Barclays Capital Inc.  Goldman, Sachs & Co.  J.P. Morgan Securities LLC
<b>CUSIP:</b>	055451 AU2
<b>ISIN:</b>	US055451AU28

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September 25, 2013

**Pricing Details on BHP Billiton Senior 5.000% Fixed Rate Notes due 2043**

<b>Issuer:</b>	BHP Billiton Finance (USA) Limited
<b>Guarantors:</b>	BHP Billiton Plc and BHP Billiton Limited
<b>Security:</b>	5.000% Guaranteed Senior Notes due 2043 (the 2043 Notes )
<b>Format:</b>	SEC Registered
<b>Principal Amount:</b>	US\$2,500,000,000
<b>Denomination:</b>	The 2043 Notes will be issued in denominations of US\$2,000 and integral multiples of US\$1,000
<b>Pricing Date:</b>	September 25, 2013
<b>Settlement Date:</b>	September 30, 2013
<b>Maturity Date:</b>	September 30, 2043
<b>Interest Payment Dates:</b>	March 30 and September 30 of each year, commencing on March 30, 2014
<b>Make-Whole Call</b>	At any time at a discount rate of Treasury plus 20 basis points
<b>Public Offering Price:</b>	Per Note: 99.985%. Total:US\$2,499,625,000
<b>Proceeds to Issuer:</b>	US\$2,477,750,000
<b>Treasury Benchmark:</b>	2.875% due May 15, 2043
<b>Treasury Benchmark Price and Yield:</b>	85-6+3.701%
<b>Spread to Benchmark Treasury:</b>	130 bps
<b>Re-offer Yield:</b>	5.001%
<b>Coupon:</b>	5.000%
<b>Ranking:</b>	The 2043 Notes are unsecured and will rank equally with all of the Issuer's other unsecured and unsubordinated indebtedness
<b>Use of Proceeds:</b>	General corporate purposes
<b>Joint Active Book-Running Managers:</b>	Barclays Capital Inc.  Goldman, Sachs & Co.  J.P. Morgan Securities LLC
<b>CUSIP:</b>	055451 AV0
<b>ISIN:</b>	US055451AV01

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 calling Barclays Capital Inc. toll free on 1-888-603-5847 or emailing [barclaysprospectus@broadridge.com](mailto:barclaysprospectus@broadridge.com) / or calling Goldman, Sachs & Co. on 1-866-471-2526 or emailing [prospectus-ny@ny.email.gs.com](mailto:prospectus-ny@ny.email.gs.com) / or calling J.P. Morgan Securities LLC on 1-212-834-4533.



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September 25, 2013

**Pricing Details on BHP Billiton Senior Floating Rate Notes due 2016**

<b>Issuer:</b>	BHP Billiton Finance (USA) Limited
<b>Guarantors:</b>	BHP Billiton Plc and BHP Billiton Limited
<b>Security:</b>	Guaranteed Senior Floating Rate Notes due 2016 (the 2016 Notes )
<b>Format:</b>	SEC Registered
<b>Principal Amount:</b>	US\$500,000,000
<b>Denomination:</b>	The 2016 Notes will be issued in denominations of US\$2,000 and integral multiples of US\$1,000
<b>Pricing Date:</b>	September 25, 2013
<b>Settlement Date:</b>	September 30, 2013
<b>Maturity Date:</b>	September 30, 2016
<b>Interest Payment and Reset Dates:</b>	March 30, June 30, September 30 and December 30 of each year, commencing on December 30, 2013
<b>Public Offering Price:</b>	Per Note: 100%. Total: US\$500,000,000
<b>Proceeds to Issuer:</b>	US\$498,750,000
<b>Coupon:</b>	3 month USD LIBOR plus the Spread (set out below)
<b>Spread:</b>	25 bps
<b>Ranking:</b>	The 2016 Notes are unsecured and will rank equally with all of the Issuer's other unsecured and unsubordinated indebtedness
<b>Use of Proceeds:</b>	General corporate purposes
<b>Joint Active Book-Running Managers:</b>	Barclays Capital Inc.  Goldman, Sachs & Co.  J.P. Morgan Securities LLC
<b>CUSIP:</b>	055451 AS7
<b>ISIN:</b>	US055451AS71

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 calling Barclays Capital Inc. toll free on 1-888-603-5847 or emailing [barclaysprospectus@broadridge.com](mailto:barclaysprospectus@broadridge.com) / or calling Goldman, Sachs & Co. on 1-866-471-2526 or emailing [prospectus-ny@ny.email.gs.com](mailto:prospectus-ny@ny.email.gs.com) / or calling J.P. Morgan Securities LLC on 1-212-834-4533.