

WYNDHAM WORLDWIDE CORP  
Form FWP  
September 11, 2015

W Y N D H A M   W O R L D W I D E   C O R P O R A T I O N

Pricing Term Sheet

**Filed pursuant to Rule 433**

**Relating to**

**Preliminary Prospectus Supplement dated September 10, 2015 and**

**Prospectus Supplement dated September 10, 2015 to**

**Prospectus dated August 5, 2015**

**Registration Statement No. 333-206104**

**\$350,000,000 5.100% Notes due 2025**

<b>Issuer:</b>	Wyndham Worldwide Corporation
<b>Trade Date:</b>	September 10, 2015
<b>Settlement Date:</b>	September 15, 2015
<b>Title of Securities:</b>	5.100% Notes due 2025
<b>Principal Amount:</b>	\$350,000,000
<b>Maturity Date:</b>	October 1, 2025
<b>Interest Rate:</b>	5.100% per annum
<b>Interest Rate Adjustment:</b>	The interest rate on the notes is subject to adjustment as described in the Preliminary Prospectus Supplement.
<b>Price to Public:</b>	99.966%
<b>Gross Proceeds to Issuer:</b>	\$349,881,000

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<b>Yield to Maturity:</b>	5.104%
<b>Spread to Benchmark Treasury:</b>	T + 287.5 basis points
<b>Benchmark Treasury:</b>	2.000% Notes due August 15, 2025
<b>Benchmark Treasury Price / Yield:</b>	97-31/2.229%
<b>Interest Payment Dates:</b>	April 1 and October 1, commencing April 1, 2016
<b>Optional Redemption Provisions:</b>	Prior to July 1, 2025, make-whole call at any time at a discount rate of Treasury plus 45 basis points; par call at any time on and after July 1, 2025
<b>CUSIP / ISIN:</b>	98310W AM0 / US98310WAM01
<b>Joint-Book Running Managers:</b>	J.P. Morgan Securities LLC Goldman, Sachs & Co. Merrill Lynch, Pierce, Fenner & Smith Incorporated Deutsche Bank Securities Inc. Wells Fargo Securities, LLC
<b>Senior Co-Managers:</b>	Mitsubishi UFJ Securities (USA), Inc. Scotia Capital (USA) Inc. U.S. Bancorp Investments, Inc.
<b>Co-Managers:</b>	Barclays Capital Inc. BB&T Capital Markets, a division of BB&T Securities, LLC BBVA Securities Inc. SunTrust Robinson Humphrey, Inc.

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**Use of Proceeds:**

The issuer intends to use the net proceeds of this offering for the repayment, redemption, repurchase, defeasance or other retirement of outstanding indebtedness, including commercial paper and debt outstanding under its revolving credit facility, and for general corporate purposes

**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 J.P. Morgan Securities LLC collect at 1-212-834-4533, Goldman, Sachs & Co. collect at 1-212-902-1171 or Merrill Lynch, Pierce, Fenner & Smith Incorporated toll free at 1-800-294-1322.**

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