Pricing Term Sheet

Filed pursuant to Rule 433 Relating to Preliminary Prospectus Supplement dated March 16, 2017 Prospectus dated August 5, 2015 Registration Statement No. 333-206104

The interest rate on the notes is subject to adjustment

as described in the Preliminary Prospectus

call at any time on and after January 1, 2027

Supplement.



\$300,000,000 4.150% Notes due 2024 \$400,000,000 4.500% Notes due 2027

Issuer: Wyndham Worldwide Corporation

Expected Ratings (Moody's / S&P / Fitch):\* Baa3 (Stable) / BBB- (Stable) / BBB- (Stable)

**Trade Date:** March 16, 2017

**Settlement Date:** March 21, 2017 (T+3)

> 2024 Notes **2027 Notes**

Title of Securities: 4.150% Notes due 2024 4.500% Notes due 2027

**Principal Amount:** \$300,000,000 \$400,000,000 **Maturity Date:** April 1, 2024 April 1, 2027

4.500% per annum **Interest Rate:** 4.150% per annum

**Interest Rate Adjustment:** The interest rate on the notes is subject to adjustment

as described in the Preliminary Prospectus

Supplement.

Price to Public: 99.818% of the principal amount 99.775% of the principal amount

Gross Proceeds to Issuer: \$299,454,000 \$399,100,000

4.180% 4.528% Yield to Maturity:

Spread to Benchmark Treasury: T + 185 basis points T + 200 basis points

**Benchmark Treasury:** 2.125% Notes due February 29, 2024 2.250% Notes due February 15, 2027

Benchmark Treasury Price / Yield: 98-22 / 2.330% 97-18+ / 2.528%

**Interest Payment Dates:** April 1 and October 1, commencing October 1, 2017 April 1 and October 1, commencing October 1, 2017

**Optional Redemption Provisions:** Prior to February 1, 2024, make-whole call at any time Prior to January 1, 2027, make-whole call at any time at a discount rate of Treasury plus 30 basis points; par

at a discount rate of Treasury plus 30 basis points; par call at any time on and after February 1, 2024

CUSIP / ISIN: 98310WAP3 / US98310WAP32 98310WAN8 / US98310WAN83

J.P. Morgan Securities LLC J.P. Morgan Securities LLC Joint-Book Running Managers: Deutsche Bank Securities Inc. Deutsche Bank Securities Inc. Wells Fargo Securities, LLC Wells Fargo Securities, LLC

Goldman, Sachs & Co. Goldman, Sachs & Co. Merrill Lynch, Pierce, Fenner & Smith

Merrill Lynch, Pierce, Fenner & Smith Incorporated

Incorporated

MUFG Securities Americas Inc. MUFG Securities Americas Inc. Senior Co-Managers: SunTrust Robinson Humphrey, Inc. SunTrust Robinson Humphrey, Inc.

Co-Managers: Academy Securities, Inc.

BB&T Capital Markets, a division of BB&T Securities,

LLC

BBVA Securities Inc.

Credit Suisse Securities (USA) LLC Scotia Capital (USA) Inc. U.S. Bancorp Investments, Inc.

Academy Securities, Inc.

BB&T Capital Markets, a division of BB&T Securities,

LLC

BBVA Securities Inc.

Credit Suisse Securities (USA) LLC Scotia Capital (USA) Inc. U.S. Bancorp Investments, Inc.

## **Use of Proceeds:**

The issuer intends to use the net proceeds of this offering for general corporate purposes, which may include working capital, capital expenditures, acquisitions, stock repurchases or repayment of outstanding commercial paper or other borrowings.

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. 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, Deutsche Bank Securities Inc. toll free at 1-800-503-4611 or Wells Fargo Securities, LLC toll free at 1-800-645-3751.

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<sup>\*</sup>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. Credit ratings are subject to change depending on financial and other factors.