

MITSUBISHI UFJ FINANCIAL GROUP INC
Form FWP
July 18, 2018

Issuer Free Writing Prospectus

**Filed by Mitsubishi UFJ Financial Group, Inc.
Pursuant to Rule 433**

Reg-Statement No. 333-209455

July 17, 2018

3-Year Floating Rate Notes Due 2021

3-Year Fixed Rate Notes Due 2021

5-Year Floating Rate Notes Due 2023

5-Year Fixed Rate Notes Due 2023

Re-Opening of 3.961% Notes Due 2028

20-Year Fixed Rate Notes Due 2038

3-Year Floating Rate Notes Due 2021

| | |
|---------------------------------------------------------|---------------------------------------------------------------------|
| Issuer: | Mitsubishi UFJ Financial Group, Inc. |
| Size: | U.S.\$750,000,000 |
| Issuer Ratings (Moody s / S&P / Fitch) *: | A1 / A- / A |
| Expected Security Ratings (Moody s / S&P / Fitch) *: | A1 / A- / A |
| Security Type: | Senior Notes |
| Currency: | U.S.\$ |
| Interest: | Per annum rate equal to U.S. Dollar 3-month LIBOR + 65 basis points |
| Trade Date: | July 17, 2018 |

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| | |
|-------------------------------|------------------------------------------------------------------------------------|
| Settlement Date: | July 26, 2018 |
| Maturity: | July 26, 2021 |
| Interest Payment Dates: | Quarterly in arrears on January 26, April 26, July 26 and October 26 of each year. |
| First Interest Payment Date: | October 26, 2018 |
| Pricing Benchmark: | U.S. Dollar 3-month LIBOR |
| Spread to Benchmark: | 65 basis points |
| Issue Price: | 100% of principal amount plus accrued interest, if any, from July 26, 2018 |
| Underwriting Discount: | 0.25% |
| Net Proceeds before Expenses: | U.S.\$748,125,000 |
| Day Count: | Actual/360 |
| Business Days: | New York, Tokyo and London Banking Day |

| | |
|--------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Business Day Convention: | Modified Following Business Day Convention (Following Business Day Convention for the maturity date and any other date fixed for redemption) |
| Denominations: | U.S.\$2,000 x U.S.\$1,000 |
| Listing: | Luxembourg Stock Exchange s Euro MTF Market |
| Governing Law: | New York law |
| Billing & Delivering: | MUFG Securities Americas Inc. |
| Joint Lead Managers and Joint Bookrunners: | Morgan Stanley & Co. LLC MUFG Securities Americas Inc. J.P. Morgan Securities LLC |
| Senior Co-Managers: | Barclays Capital Inc. Citigroup Global Markets Inc. HSBC Securities (USA) Inc. |
| Co-Managers: | BNP Paribas Credit Agricole Securities (USA) Inc. Credit Suisse Securities (USA) LLC Nomura Securities International, Inc. RBC Capital Markets, LLC Société Générale Wells Fargo Securities, LLC |
| Security Codes: | CUSIP: 606822 AX2 ISIN: US606822AX27 Common Code: 185751996 |
| Definitions: | Unless otherwise defined herein, all capitalized terms have the meaning set forth in the Preliminary Prospectus (as defined below). |

3-Year Fixed Rate Notes Due 2021

| | |
|---------------------------------------------------------|----------------------------------------------------------------------------|
| Issuer: | Mitsubishi UFJ Financial Group, Inc. |
| Size: | U.S.\$750,000,000 |
| Issuer Ratings (Moody's / S&P / Fitch) *: | A1 / A- / A |
| Expected Security Ratings (Moody's / S&P / Fitch) *: | A1 / A- / A |
| Security Type: | Senior Notes |
| Currency: | U.S.\$ |
| Interest: | 3.535% per annum |
| Trade Date: | July 17, 2018 |
| Settlement Date: | July 26, 2018 |
| Maturity: | July 26, 2021 |
| Interest Payment Dates: | Semi-annually in arrears on January 26 and July 26 of each year |
| First Interest Payment Date: | January 26, 2019 |
| Pricing Benchmark: | 2.625% due 7/2021 |
| Benchmark Spot (Price/Yield): | 99-26+ / 2.685% |
| Spread to Benchmark: | 85 basis points |
| Issue Price: | 100% of principal amount plus accrued interest, if any, from July 26, 2018 |
| Yield to Maturity: | 3.535% |
| Underwriting Discount: | 0.25% |
| Net Proceeds before Expenses: | U.S.\$748,125,000 |
| Day Count: | 30/360 |
| Business Days: | New York and Tokyo |
| Business Day Convention: | Following Business Day Convention |
| Denominations: | U.S.\$2,000 x U.S.\$1,000 |
| Listing: | Luxembourg Stock Exchange's Euro MTF Market |
| Governing Law: | New York law |
| Billing & Delivering: | MUFG Securities Americas Inc. |

Joint Lead Managers and
Joint Bookrunners:

Morgan Stanley & Co. LLC

MUFG Securities Americas Inc.

J.P. Morgan Securities LLC

Senior Co-Managers: Barclays Capital Inc.

Citigroup Global Markets Inc.

HSBC Securities (USA) Inc.

Co-Managers: BNP Paribas

Credit Agricole Securities (USA) Inc.

Credit Suisse Securities (USA) LLC

Nomura Securities International, Inc.

RBC Capital Markets, LLC

Société Générale

Wells Fargo Securities, LLC

Security Codes: CUSIP: 606822 AW4

ISIN: US606822AW44

Common Code: 185740099

Definitions: Unless otherwise defined herein, all capitalized terms have the meaning set forth in the Preliminary Prospectus (as defined below).

5-Year Floating Rate Notes Due 2023

| | |
|---------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------|
| Issuer: | Mitsubishi UFJ Financial Group, Inc. |
| Size: | U.S.\$800,000,000 |
| Issuer Ratings (Moody's / S&P / Fitch) *: | A1 / A- / A |
| Expected Security Ratings (Moody's / S&P / Fitch) *: | A1 / A- / A |
| Security Type: | Senior Notes |
| Currency: | U.S.\$ |
| Interest: | Per annum rate equal to U.S. Dollar 3-month LIBOR + 86 basis points |
| Trade Date: | July 17, 2018 |
| Settlement Date: | July 26, 2018 |
| Maturity: | July 26, 2023 |
| Interest Payment Dates: | Quarterly in arrears on January 26, April 26, July 26 and October 26 of each year. |
| First Interest Payment Date: | October 26, 2018 |
| Pricing Benchmark: | U.S. Dollar 3-month LIBOR |
| Spread to Benchmark: | 86 basis points |
| Issue Price: | 100% of principal amount plus accrued interest, if any, from July 26, 2018 |
| Underwriting Discount: | 0.35% |
| Net Proceeds before Expenses: | U.S.\$797,200,000 |
| Day Count: | Actual/360 |
| Business Days: | New York, Tokyo and London Banking Day |
| Business Day Convention: | Modified Following Business Day Convention (Following Business Day Convention for the maturity date and any other date fixed for redemption) |
| Denominations: | U.S.\$2,000 x U.S.\$1,000 |
| Listing: | Luxembourg Stock Exchange's Euro MTF Market |
| Governing Law: | New York law |
| Billing & Delivering: | Morgan Stanley & Co. LLC |

Joint Lead Managers and
Joint Bookrunners:

Morgan Stanley & Co. LLC

MUFG Securities Americas Inc.

Citigroup Global Markets Inc.

Senior Co-Managers: Barclays Capital Inc.

HSBC Securities (USA) Inc.

J.P. Morgan Securities LLC

Co-Managers: BNP Paribas

Credit Agricole Securities (USA) Inc.

Credit Suisse Securities (USA) LLC

Nomura Securities International, Inc.

RBC Capital Markets, LLC

Société Générale

Wells Fargo Securities, LLC

Security Codes: CUSIP: 606822 AZ7

ISIN: US606822AZ74

Common Code: 185892182

Definitions: Unless otherwise defined herein, all capitalized terms have the meaning set forth in the Preliminary Prospectus (as defined below).

5-Year Fixed Rate Notes Due 2023

| | |
|---------------------------------------------------------|----------------------------------------------------------------------------|
| Issuer: | Mitsubishi UFJ Financial Group, Inc. |
| Size: | U.S.\$1,000,000,000 |
| Issuer Ratings (Moody's / S&P / Fitch) *: | A1 / A- / A |
| Expected Security Ratings (Moody's / S&P / Fitch) *: | A1 / A- / A |
| Security Type: | Senior Notes |
| Currency: | U.S.\$ |
| Interest: | 3.761% per annum |
| Trade Date: | July 17, 2018 |
| Settlement Date: | July 26, 2018 |
| Maturity: | July 26, 2023 |
| Interest Payment Dates: | Semi-annually in arrears on January 26 and July 26 of each year |
| First Interest Payment Date: | January 26, 2019 |
| Pricing Benchmark: | 2.625% due 6/2023 |
| Benchmark Spot (Price/Yield): | 99-12 / 2.761% |
| Spread to Benchmark: | 100 basis points |
| Issue Price: | 100% of principal amount plus accrued interest, if any, from July 26, 2018 |
| Yield to Maturity: | 3.761% |
| Underwriting Discount: | 0.35% |
| Net Proceeds before Expenses: | U.S.\$996,500,000 |
| Day Count: | 30/360 |
| Business Days: | New York and Tokyo |
| Business Day Convention: | Following Business Day Convention |
| Denominations: | U.S.\$2,000 x U.S.\$1,000 |
| Listing: | Luxembourg Stock Exchange's Euro MTF Market |
| Governing Law: | New York law |
| Billing & Delivering: | Morgan Stanley & Co. LLC |

Joint Lead Managers and
Joint Bookrunners:

Morgan Stanley & Co. LLC

MUFG Securities Americas Inc.

Citigroup Global Markets Inc.

Senior Co-Managers: Barclays Capital Inc.

HSBC Securities (USA) Inc.

J.P. Morgan Securities LLC

Co-Managers: BNP Paribas

Credit Agricole Securities (USA) Inc.

Credit Suisse Securities (USA) LLC

Nomura Securities International, Inc.

RBC Capital Markets, LLC

Société Générale

Wells Fargo Securities, LLC

Security Codes: CUSIP: 606822 BA1

ISIN: US606822BA15

Common Code: 185892271

Definitions: Unless otherwise defined herein, all capitalized terms have the meaning set forth in the Preliminary Prospectus (as defined below).

Re-opening of 3.961% Notes Due 2028

| | |
|---------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Issuer: | Mitsubishi UFJ Financial Group, Inc. |
| Size: | U.S.\$800,000,000 |
| Issuer Ratings (Moody s / S&P / Fitch) *: | A1 / A- / A |
| Expected Security Ratings (Moody s / S&P / Fitch) *: | A1 / A- / A |
| Security Type: | Senior Notes |
| Further Issue: | The Notes due 2028 will be issued as additional securities and will be consolidated and form a single series with the US\$500,000,000 principal amount of 10-Year Fixed Rate Notes due 2028 originally issued on March 2, 2018. |
| Currency: | U.S.\$ |
| Interest: | 3.961% per annum |
| Trade Date: | July 17, 2018 |
| Settlement Date: | July 26, 2018 |
| Maturity: | March 2, 2028 |
| Interest Payment Dates: | Semi-annually in arrears on March 2 and September 2 of each year |
| First Interest Payment Date: | September 4, 2018 (with the same force and effect as if made on September 2, 2018) |
| Pricing Benchmark: | 2.875% due 5/2028 |
| Benchmark Spot (Price/Yield): | 100-05 / 2.856% |
| Spread to Benchmark: | 120 basis points |
| Issue Price: | 99.248% of principal amount plus accrued interest from (and including) March 2, 2018 to (but excluding) the settlement date |
| Accrued Interest Payable to the Issuer: | \$12,675,200, being the expected amount accrued from (and including) March 2, 2018 to (but excluding) the expected settlement date, July 26, 2018 |
| Yield to Maturity: | 4.056% |
| Underwriting Discount: | 0.45% |
| Net Proceeds before Expenses and Accrued Interest: | U.S.\$790,384,000 |

Day Count: 30/360

Business Days: New York and Tokyo

Business Day Convention: Following Business Day Convention

Denominations: U.S.\$2,000 x U.S.\$1,000

Listing: Luxembourg Stock Exchange s Euro MTF Market

Governing Law: New York law

Billing & Delivering: MUFG Securities Americas Inc.

Joint Lead Managers and
Joint Bookrunners: Morgan Stanley & Co. LLC

Senior Co-Managers: MUFG Securities Americas Inc.
J.P. Morgan Securities LLC

Barclays Capital Inc.

Citigroup Global Markets Inc.

HSBC Securities (USA) Inc.

Co-Managers: BNP Paribas

Credit Agricole Securities (USA) Inc.

Credit Suisse Securities (USA) LLC

Nomura Securities International, Inc.

RBC Capital Markets, LLC

Société Générale

Wells Fargo Securities, LLC

Security Codes:

CUSIP: 606822 AV6

ISIN: US606822AV60

Common Code: 178608975

Definitions:

Unless otherwise defined herein, all capitalized terms have the meaning set forth in the Preliminary Prospectus (as defined below).

20-Year Fixed Rate Notes Due 2038

| | |
|---------------------------------------------------------|----------------------------------------------------------------------------|
| Issuer: | Mitsubishi UFJ Financial Group, Inc. |
| Size: | U.S.\$500,000,000 |
| Issuer Ratings (Moody's / S&P / Fitch) *: | A1 / A- / A |
| Expected Security Ratings (Moody's / S&P / Fitch) *: | A1 / A- / A |
| Security Type: | Senior Notes |
| Currency: | U.S.\$ |
| Interest: | 4.286% per annum |
| Trade Date: | July 17, 2018 |
| Settlement Date: | July 26, 2018 |
| Maturity: | July 26, 2038 |
| Interest Payment Dates: | Semi-annually in arrears on January 26 and July 26 of each year |
| First Interest Payment Date: | January 26, 2019 |
| Pricing Benchmark: | 3% due 2/2048 |
| Benchmark Spot (Price/Yield): | 100-21 / 2.966% |
| Spread to Benchmark: | 132 basis points |
| Issue Price: | 100% of principal amount plus accrued interest, if any, from July 26, 2018 |
| Yield to Maturity: | 4.286% |
| Underwriting Discount: | 0.875% |
| Net Proceeds before Expenses: | U.S.\$495,625,000 |
| Day Count: | 30/360 |
| Business Days: | New York and Tokyo |
| Business Day Convention: | Following Business Day Convention |
| Denominations: | U.S.\$2,000 x U.S.\$1,000 |
| Listing: | Luxembourg Stock Exchange's Euro MTF Market |
| Governing Law: | New York law |
| Billing & Delivering: | Morgan Stanley & Co. LLC |

Joint Lead Managers and
Joint Bookrunners:

Morgan Stanley & Co. LLC

MUFG Securities Americas Inc.

Citigroup Global Markets Inc.

Senior Co-Managers: Barclays Capital Inc.

HSBC Securities (USA) Inc.

J.P. Morgan Securities LLC

Co-Managers: BNP Paribas

Credit Agricole Securities (USA) Inc.

Credit Suisse Securities (USA) LLC

Nomura Securities International, Inc.

RBC Capital Markets, LLC

Société Générale

Wells Fargo Securities, LLC

Security Codes: CUSIP: 606822 BB9

ISIN: US606822BB97

Common Code: 185892344

Definitions: Unless otherwise defined herein, all capitalized terms have the meaning set forth in the Preliminary Prospectus (as defined below).

This communication is intended for the sole use of the person to whom it is provided by us. This communication does not constitute an offer to sell or the solicitation of an offer to buy any securities in any jurisdiction or to any person to whom it is unlawful to make such offer or solicitation in such jurisdiction.

The Issuer has filed a registration statement (including a prospectus dated February 10, 2016 (the Base Prospectus)) and a preliminary prospectus supplement dated July 17, 2018 (the Preliminary Prospectus Supplement, and together with the Base Prospectus, the Preliminary Prospectus) with the U.S. Securities and Exchange Commission (SEC) for this offering. Before you invest, you should read the Preliminary Prospectus for this offering, and other documents the Issuer has filed with the SEC and which are incorporated by reference therein for more complete information about the Issuer and this offering. You may get these documents for free by searching the SEC online database (EDGAR®) at www.sec.gov.

Alternatively, the Issuer, any underwriter or any dealer participating in the transaction will arrange to send you the Preliminary Prospectus if you request it by calling Morgan Stanley & Co. LLC toll-free at 1-866-718-1649 or MUFG Securities Americas Inc. toll-free at 1-877-649-6848.

***Note: A security rating is not a recommendation to buy, sell or hold securities and may be subject to revision, suspension or withdrawal at any time.**