

NATIONAL RURAL UTILITIES COOPERATIVE FINANCE CORP /DC/
 Form 424B3
 June 11, 2014

Rule 424 (b) (3)
 Registration No. 333-177949

CALCULATION OF REGISTRATION FEE

| Title of Each Class of Securities Offered | Maximum Aggregate Offering Price | Amount of Registration Fee(1)(2) |
|-------------------------------------------|----------------------------------|----------------------------------|
| Senior Debt Securities | \$4,742,000.00 | \$610.77 |

- (1) Calculated in accordance with Rule 457(r) of the Securities Act of 1933.
- (2) The amount in this column has been transmitted to the SEC in connection with the securities offered by means of this pricing supplement.

TRADE DATE: 6/11/2014
 PRICING SUPPLEMENT NO. 6397 DATED June 11, 2014
 TO PROSPECTUS SUPPLEMENT DATED November 17, 2011
 AND BASE PROSPECTUS DATED November 14, 2011

NATIONAL RURAL UTILITES COOPERATIVE FINANCE CORPORATION
 Medium-Term Notes, Series C
 Due Nine Months or More from Date of Issue

| | |
|-----------------------------------------------|-----------------------------|
| Principal Amount: | \$4,742,000.00 |
| Issue Price: | 100% of Principal Amount |
| Original Issue Date: | 06/16/14 |
| Maturity Date: | 06/15/15 |
| Interest Rate: | 0.64% per annum |
| Regular Record Dates: | Each January 1 and July 1 |
| Interest Payment Dates: | Each January 15 and July 15 |
| Redemption Date: | None |
| Agent's Commission: | None |
| Form of Note: (Book-Entry or Certificated) | Certificated |
| Other Terms: | None |

Medium-Term Notes, Series C may be issued by the Company in an unlimited aggregate principal amount.