

Edgar Filing: Williams Partners L.P. - Form FWP

Williams Partners L.P.  
Form FWP  
August 09, 2012

Filed pursuant to Rule 433 of the Securities Act of 1933

Issuer Free Writing Prospectus, dated August 9, 2012

Relating to Preliminary Prospectus Supplement dated August 9, 2012

Registration No. 333-179471

**WILLIAMS PARTNERS L.P.**

**\$750,000,000 3.350% Senior Notes due 2022**

**PRICING TERM SHEET**

**Dated: August 9, 2012**

Issuer:	Williams Partners L.P.
Ratings: (Moody s / S&P / Fitch)*	Baa2 (stable) /BBB (stable) /BBB- (positive)
Security Type:	Senior Notes
Pricing Date:	August 9, 2012
Settlement Date:	August 14, 2012 (T+3)
Maturity Date:	August 15, 2022
Principal Amount:	\$750,000,000
Benchmark:	UST 1.75% due May 15, 2022
Benchmark Price:	100-27 <sup>3</sup> / <sub>4</sub>
Benchmark Yield:	1.653%
Spread to Benchmark:	+170 bps
Yield to Maturity:	3.353%
Coupon:	3.350%
Public Offering Price:	99.975%
Make-Whole Call:	T + 25 bps (Prior to May 15, 2022)
Par Call:	On or after May 15, 2022
Interest Payment Dates:	February 15 and August 15, commencing February 15, 2013
CUSIP / ISIN:	96950F AJ3 / US96950FAJ30
Joint Book-Running Managers:	UBS Securities LLC  RBS Securities Inc.  Wells Fargo Securities, LLC  Credit Agricole Securities (USA) Inc.

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Co-Managers:

RBC Capital Markets, LLC

DNB Markets, Inc.

Mitsubishi UFJ Securities (USA), Inc.

SMBC Nikko Capital Markets Limited

U.S. Bancorp Investments, Inc.

\* 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.

The issuer has filed a registration statement (including a preliminary prospectus supplement and a prospectus) and a prospectus supplement with the U.S. Securities and Exchange Commission (SEC) for the offering to which this communication relates. Before you invest, you should read the prospectus supplement for this offering, the issuer's prospectus in that registration statement and any 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 searching the SEC online data base (EDGAR) on the SEC web site at <http://www.sec.gov>. Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus supplement and prospectus if you request it by calling UBS Securities LLC at 1-877-827-6444 (ext. 561 3884), RBS Securities Inc. at 1-866-884-2071 and Wells Fargo Securities, LLC at 1-800-326-5897.