

CATERPILLAR INC
 Form 424B5
 May 06, 2014

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Filed Pursuant to Rule 424(b)(5)
 Registration No. 333-184729

CALCULATION OF REGISTRATION FEE

Title of each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Security	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee(1)
3.40% Senior Notes due 2024	\$1,000,000,000	99.983%	\$999,830,000	\$128,778.10
4.30% Senior Notes due 2044	\$500,000,000	99.298%	\$496,490,000	\$63,947.91
4.75% Senior Notes due 2064	\$500,000,000	99.676%	\$498,380,000	\$64,191.34

(1) This filing fee is calculated in accordance with Rule 457(r) under the Securities Act of 1933 and relates to the Registration Statement on Form S-3 (File No. 333-184729) filed by the registrant on November 2, 2012. The total registration fee is \$256,917.36.

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(To Prospectus Dated November 2, 2012)*****\$2,000,000,000******\$1,000,000,000 3.40% Senior Notes due 2024******\$500,000,000 4.30% Senior Notes due 2044******\$500,000,000 4.75% Senior Notes due 2064***

We are offering \$1,000,000,000 aggregate principal amount of our 3.40% Senior Notes due 2024 (the "2024 notes"), \$500,000,000 aggregate principal amount of our 4.30% Senior Notes due 2044 (the "2044 notes") and \$500,000,000 aggregate principal amount of our 4.75% Senior Notes due 2064 (the "2064 notes" and, together with the 2024 notes and the 2044 notes, the "notes"). Interest on the notes is payable semi-annually on May 15 and November 15 of each year, beginning on November 15, 2014. The 2024 notes will mature on May 15, 2024, the 2044 notes will mature on May 15, 2044, and the 2064 notes will mature on May 15, 2064. We may redeem the notes of any series at our option, at any time in whole or from time to time in part, at the redemption prices set forth under the caption "Description of the Notes Optional Redemption."

If a "tax event" (as defined below) occurs, we may redeem the 2064 notes in whole, but not in part, at our option, at a redemption price equal to 100% of the principal amount of the 2064 notes being redeemed, plus accrued and unpaid interest on the principal amount being redeemed to the redemption date. See "Description of the Notes Tax Event Redemption of the 2064 Notes."

The notes will be unsecured and will rank senior to all of our existing and future subordinated debt and will rank equally in right of payment with our existing and future unsecured senior debt. The notes will be effectively subordinated to any secured debt we may have or incur in the future to the extent of the assets securing such indebtedness. The notes will be structurally subordinated to the debt and all other obligations of our subsidiaries.

Investing in the notes involves risks. See "Risk Factors" beginning on page S-9 of this prospectus supplement.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the notes or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

	Public offering price(1)	Underwriting discount	Proceeds to us (before expenses)
Per 2024 note	99.983%	0.450%	99.533%
Total	\$999,830,000	\$4,500,000	\$995,330,000
Per 2044 note	99.298%	0.875%	98.423%
Total	\$496,490,000	\$4,375,000	\$492,115,000
Per 2064 note	99.676%	0.875%	98.801%
Total	\$498,380,000	\$4,375,000	\$494,005,000

(1) Plus accrued interest, if any, from May 8, 2014.

The notes will not be listed on any securities exchange. Currently, there are no public markets for the notes. The notes will be issued only in registered form in denominations of \$2,000 and in integral multiples of \$1,000 in excess thereof.

The underwriters expect to deliver the notes for purchase on or about May 8, 2014 in book-entry form through the facilities of The Depository Trust Company and its participants, including Clearstream Banking, *société anonyme*, and Euroclear Bank S.A./N.V.

Joint Book-Running Managers

Barclays

BofA Merrill Lynch

J.P. Morgan

Senior Co-Manager

Mitsubishi UFJ Securities

Co-Managers

ANZ Securities

BBVA

**BNP
PARIBAS**

**BNY Mellon Capital
Markets, LLC**

COMMERZBANK

**Deutsche Bank
Securities**

Goldman, Sachs & Co.

HSBC

ING

KBC Securities USA

Lloyds Securities

RBC Capital Markets

**Standard Chartered
Bank**

TD Securities

**The Williams Capital
Group, L.P.**

US Bancorp

Dated: May 5, 2014.

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We have not, and the underwriters have not, authorized anyone to provide any information other than that contained or incorporated by reference in this prospectus supplement, the accompanying prospectus or any free writing prospectus we authorize that supplements this prospectus supplement. We take no responsibility for, and can provide no assurance as to the reliability of, any other information that others may give you. You should not assume that the information in this prospectus supplement or the accompanying prospectus is accurate as of any date other than the date on the cover of the applicable document. We are only making an offer with respect to the notes. This prospectus supplement and the accompanying prospectus do not constitute an offer to sell or a solicitation of an offer to buy by anyone in any jurisdiction in which such offer or solicitation is not authorized, or in which the person is not qualified to do so or to any person to whom it is unlawful to make such offer or solicitation.

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About This Prospectus Supplement

This document is in two parts. The first part is this prospectus supplement, which describes the terms of this offering of the notes. The second part is the accompanying prospectus dated November 2, 2012, which we refer to as the "accompanying prospectus." The accompanying prospectus contains a description of our debt securities and gives more general information, some of which may not apply to the notes. You should read both this prospectus supplement and the accompanying prospectus, together with the documents incorporated by reference and the additional information described below under the heading "Where You Can Find More Information." If the information contained in this prospectus supplement differs in any way from the information contained in the accompanying prospectus, you should rely on the information in this prospectus supplement.

In this prospectus supplement and the accompanying prospectus, unless otherwise indicated, "we," "us," "our," "Caterpillar" and "the company" refer to Caterpillar Inc. and its subsidiaries. Our executive offices are located at 100 NE Adams St., Peoria, Illinois, 61629, and our telephone number is (309) 675-1000. We maintain a website at www.caterpillar.com where general information about us is available. We are not incorporating the contents of the website into this prospectus supplement or the accompanying prospectus.

Where You Can Find More Information

We file annual, quarterly and current reports, proxy statements and other information with the Securities and Exchange Commission (the "SEC"). You may read and copy any document that we file at the SEC's Public Reference Room of the SEC at 100 F Street, N.E., Washington, D.C. 20549. You may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. In addition, the SEC maintains an Internet site at www.sec.gov, from which interested persons can electronically access the registration statement of which this prospectus supplement forms a part, including the exhibits and schedules thereto, and our annual, quarterly and current reports, proxy statements and other information that we file with the SEC.

The SEC allows us to "incorporate by reference" the information we file with it, which means that we can disclose important information to you by referring you to those documents. The information incorporated by reference is an important part of this prospectus supplement, and information that we file later with the SEC will automatically update and supersede this information. We incorporate by reference the documents listed below and any future filings we make with the SEC under Section 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934 (other than, in each case, documents or information deemed to have been furnished and not filed in accordance with SEC rules), on or after the date of this prospectus supplement until we sell all of the notes offered by this prospectus supplement and the accompanying prospectus:

- (a) Annual Report on Form 10-K for the fiscal year ended December 31, 2013;
- (b) Quarterly Report on Form 10-Q for the quarter ended March 31, 2014; and

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(c) Definitive Proxy Statement on Schedule 14A for our 2014 Annual Meeting of Stockholders filed on April 21, 2014 (only those parts incorporated into our Annual Report on Form 10-K for the fiscal year ended December 31, 2013).

We will provide without charge to each person, including any beneficial owner, to whom this prospectus supplement and the accompanying prospectus is delivered, upon his or her written or oral request, a copy of any or all documents referred to above which have been or may be incorporated by reference into this prospectus supplement, excluding exhibits to those documents unless they are specifically incorporated by reference into those documents. You can request those documents in writing or by telephone from Caterpillar as follows:

Caterpillar Inc.
Attention: Corporate Secretary
100 NE Adams Street
Peoria, Illinois 61629
Telephone: 309-675-1000

A Note On Forward-Looking Statements

Certain statements in this prospectus supplement and the accompanying prospectus, including the documents incorporated by reference herein, relate to future events and expectations and are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Words such as "believe," "estimate," "will be," "will," "would," "expect," "anticipate," "plan," "project," "intend," "could," "should" or other similar words or expressions often identify forward-looking statements. All statements other than statements of historical fact are forward-looking statements, including, without limitation, statements regarding our outlook, projections, forecasts or trend descriptions. These statements do not guarantee future performance, and we do not undertake to update our forward-looking statements, whether as a result of new information, future events or otherwise.

Our actual results may differ materially from those described or implied in our forward-looking statements based on a number of factors, including, but not limited to: (i) global economic conditions and economic conditions in the industries and markets we serve; (ii) government monetary or fiscal policies and infrastructure spending; (iii) commodity price changes, component price increases, fluctuations in demand for our products or significant shortages of component products; (iv) disruptions or volatility in global financial markets limiting our sources of liquidity or the liquidity of our customers, dealers and suppliers; (v) political and economic risks, commercial instability and events beyond our control in the countries in which we operate; (vi) failure to maintain our credit ratings and potential resulting increases to our cost of borrowing and adverse effects on our cost of funds, liquidity, competitive position and access to capital markets; (vii) our Financial Products segment's risks associated with the financial services industry; (viii) changes in interest rates or market liquidity conditions; (ix) an increase in delinquencies, repossessions or net losses of Cat Financial's customers; (x) new regulations or changes in financial services regulations; (xi) a failure to realize, or a delay in realizing, all of the anticipated benefits of our acquisitions, joint ventures or divestitures; (xii) international trade policies and their impact on demand for our products and our competitive position; (xiii) our ability to develop, produce and market quality products that meet our customers' needs; (xiv) the impact of the highly competitive environment in which we

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operate on our sales and pricing; (xv) failure to realize all of the anticipated benefits from initiatives to increase our productivity, efficiency and cash flow and to reduce costs; (xvi) additional restructuring costs or a failure to realize anticipated savings or benefits from past or future cost reduction actions; (xvii) inventory management decisions and sourcing practices of our dealers and our OEM customers; (xviii) compliance with environmental laws and regulation; (xix) alleged or actual violations of trade or anti-corruption laws and regulations; (xx) additional tax expense or exposure; (xxi) currency fluctuations; (xxii) our or Cat Financial's compliance with financial covenants; (xxiii) increased pension plan funding obligations; (xxiv) union disputes or other employee relations issues; (xxv) significant legal proceedings, claims, lawsuits or investigations; (xxvi) compliance requirements imposed if additional carbon emissions legislation and/or regulations are adopted; (xxvii) changes in accounting standards; (xxviii) failure or breach of IT security; (xxix) adverse effects of unexpected events including natural disasters; and (xxx) other factors described in more detail under "Item 1A. Risk Factors" in our Annual Report on Form 10-K filed with the SEC on February 18, 2014 for the year ended December 31, 2013.

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Summary

This summary highlights certain information about us and this offering of the notes. This summary does not contain all the information that may be important to you. You should carefully read this entire prospectus supplement, the accompanying prospectus and those documents incorporated by reference into this prospectus supplement and the accompanying prospectus, including the risk factors and the financial statements and related notes incorporated by reference herein, before making an investment decision.

Caterpillar Inc.

Overview

With 2013 sales and revenues of \$55.656 billion, Caterpillar is the world's leading manufacturer of construction and mining equipment, diesel and natural gas engines, industrial gas turbines and diesel-electric locomotives. The company principally operates through its three product segments: Resource Industries, Construction Industries and Energy & Transportation, and also provides financing and related services through its Financial Products segment. Caterpillar is also a leading U.S. exporter. Through a global network of independent dealers and direct sales of certain products, Caterpillar builds long-term relationships with customers around the world.

We have seven operating segments, of which four are reportable segments and are described below.

Our **Construction Industries** segment is primarily responsible for supporting customers using machinery in infrastructure and building construction applications. The majority of machine sales in this segment are made in the heavy construction, general construction, mining and quarry and aggregates markets.

The **Resource Industries** segment is primarily responsible for supporting customers using machinery in mine and quarry applications. As a result of the acquisition of Bucyrus International, Inc. in July 2011, we are now able to offer mining customers the broadest product range in the industry.

Our **Energy & Transportation** segment is primarily responsible for supporting customers using reciprocating engines, turbines and related parts across industries serving electric power, industrial, petroleum and marine applications as well as rail-related businesses.

The business of our **Financial Products** segment is primarily conducted by Caterpillar Financial Services Corporation (Cat Financial), a wholly owned finance subsidiary of Caterpillar. Cat Financial's primary business is to provide retail and wholesale financing alternatives for Caterpillar products to customers and dealers around the world.

Information in our financial statements and related commentary are presented in the following categories:

Machinery, Energy & Transportation represents the aggregate total of Construction Industries, Resource Industries, Energy & Transportation and All Other operating segments and related corporate items and eliminations.

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Financial Products primarily includes the company's Financial Products segment. This category includes Cat Financial, Caterpillar Financial Insurance Services (Insurance Services) and their respective subsidiaries.

Our products are sold primarily under the brands "Caterpillar," "CAT," design versions of "CAT" and "Caterpillar," "Electro-Motive," "FG Wilson," "MaK," "MWM," "Perkins," "Progress Rail," "SEM" and "Solar Turbines."

Corporate Information

Originally organized as Caterpillar Tractor Co. in 1925 in the State of California, our company was reorganized as Caterpillar Inc. in 1986 in the State of Delaware. Our principal executive offices are located at 100 NE Adams Street, Peoria, Illinois 61629. Our telephone number is (309) 675-1000. Our website is located at <http://www.caterpillar.com>. Information on our website is not part of this prospectus supplement or the accompanying prospectus.

Offering Summary

The following is a summary of some of the terms of this offering. For a more complete description of the terms of the notes, please refer to "Description of the Notes" in this prospectus supplement and "Description of Debt Securities" in the accompanying prospectus. In this "Offering Summary," unless otherwise indicated, "we," "us," "our" and "Caterpillar" refer solely to Caterpillar Inc. and not to any of its subsidiaries.

Issuer	Caterpillar Inc.
Notes Offered	<p>\$1,000,000,000 aggregate principal amount of 3.40% Senior Notes due 2024 (the "2024 notes").</p> <p>\$500,000,000 aggregate principal amount of 4.30% Senior Notes due 2044 (the "2044 notes").</p> <p>\$500,000,000 aggregate principal amount of 4.75% Senior Notes due 2064 (the "2064 notes" and, together with the 2024 notes and the 2044 notes, the "notes").</p>
Maturity Dates	<p>2024 notes: May 15, 2024.</p> <p>2044 notes: May 15, 2044.</p> <p>2064 notes: May 15, 2064.</p>
Coupon	<p>2024 notes: 3.40% per year</p> <p>2044 notes: 4.30% per year</p> <p>2064 notes: 4.75% per year</p>
Interest Payment Dates	Interest on the notes will be paid semi-annually on May 15 and November 15 of each year, beginning on November 15, 2014.
Ranking	<p>The notes of each series are unsecured and will rank equally in right of payment with the other series of notes and all of our other existing and future senior unsecured indebtedness.</p> <p>The notes will be effectively subordinated to all of our secured indebtedness to the extent of the assets securing such indebtedness. As of March 31, 2014, we had no secured indebtedness for borrowed money. The notes will be structurally subordinated to all of the secured and unsecured indebtedness and other liabilities of our subsidiaries. As of March 31, 2014, our subsidiaries had approximately \$29.4 billion of indebtedness outstanding that is structurally senior to the notes.</p>

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Optional Redemption

At any time prior to three months prior to the maturity date (in the case of the 2024 notes) or six months prior to the maturity date (in the case of the 2044 notes or the 2064 notes), we may redeem the notes of any series at our option, at any time in whole or from time to time in part, at a redemption price equal to the applicable make-whole redemption price discussed under the caption "Description of the Notes - Optional Redemption."

At any time on or after February 15, 2024 (three months prior to the maturity date of the 2024 notes), we may redeem the 2024 notes in whole at any time or in part from time to time, at our option, at a redemption price equal to 100% of the principal amount of the 2024 notes being redeemed, plus accrued and unpaid interest on the principal amount being redeemed to the redemption date.

At any time on or after November 15, 2043 (six months prior to the maturity date of the 2044 notes), we may redeem the 2044 notes in whole at any time or in part from time to time, at our option, at a redemption price equal to 100% of the principal amount of the 2044 notes being redeemed, plus accrued and unpaid interest on the principal amount being redeemed to the redemption date.

At any time on or after November 15, 2063 (six months prior to the maturity date of the 2064 notes), we may redeem the 2064 notes in whole at any time or in part from time to time, at our option, at a redemption price equal to 100% of the principal amount of the 2064 notes being redeemed, plus accrued and unpaid interest on the principal amount being redeemed to the redemption date.

Tax Event Redemption of 2064 Notes

If a "tax event" (as defined below) occurs, we may redeem the 2064 notes in whole, but not in part, at our option, at a redemption price equal to 100% of the principal amount of the 2064 notes being redeemed, plus accrued and unpaid interest on the principal amount being redeemed to the redemption date. See "Description of the Notes - Tax Event Redemption of the 2064 Notes."

Certain Covenants

The indenture governing the notes contains certain covenants for your benefit. These covenants restrict our ability to, among other things, incur debt secured by liens, engage in certain sale-leaseback transactions and merge or consolidate or sell all or substantially all of our assets. These covenants are subject to certain significant exceptions. See "Description of Debt Securities - Certain Restrictive Covenants" in the accompanying prospectus.

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Use of Proceeds	We expect to receive net proceeds, after deducting underwriting discounts and estimated offering expenses, of approximately \$1,981.0 million from this offering. We intend to use the net proceeds of this offering for general corporate purposes and to repay existing indebtedness. See "Use of Proceeds."
Form and Denomination	The notes will be issued in fully registered form in minimum denominations of \$2,000 and in integral multiples of \$1,000 in excess thereof.
Further Issuances	We may, from time to time, without notice to or the consent of the holders or the beneficial owners of the notes, create and issue additional notes of any series having the same terms as the notes of such series in all respects (except for the issue date, issue price, payment of interest accruing prior to the issue date of the notes and, in some cases, the initial interest payment date of the notes), so that such additional notes may be consolidated and form a single series with notes of the relevant series being offered by this prospectus supplement and the accompanying prospectus. If the additional notes are not fungible with the previously outstanding notes of such series for United States federal income tax purposes, such additional notes will have a separate CUSIP number. See "Description of the Notes Further Issuances."
No Listing of the Notes	We do not intend to apply to list the notes for trading on any securities exchange or to arrange for quotation on any automated dealer quotation system. Accordingly, we cannot provide assurance as to the development or liquidity of any market for any series of the notes. See "Underwriting."
Governing Law	The notes will be, and the indenture is, governed by the laws of the State of New York, except as may otherwise be required by mandatory provisions of law.
Trustee	U.S. Bank National Association
Risk Factors	See "Risk Factors" beginning on page S-9 of this prospectus supplement for important information regarding us and an investment in the notes.
Other Relationships	Certain of the underwriters and their affiliates have provided in the past to us and our affiliates and may provide from time to time in the future, various financial advisory and/or derivatives, commercial banking, investment banking and other commercial transactions and services for us and such affiliates in the ordinary course of their business, for which they have received and may continue to receive customary fees and commissions. Certain of the underwriters and their affiliates are also parties to and lenders under our existing credit facilities. See "Underwriting Other Relationships."

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Summary Selected Historical Financial Information

The following table sets forth our summary selected historical financial information. The summary selected historical results of operations information for the years ended December 31, 2013, 2012 and 2011, and the summary selected historical financial position information as of December 31, 2013, 2012 and 2011, are derived from our audited consolidated financial statements and the related notes contained in our Annual Report on Form 10-K for the fiscal year ended December 31, 2013, which is incorporated by reference in this prospectus supplement. The selected historical results of operations information for the quarters ended March 31, 2014 and 2013 and the summary selected historical financial position information as of March 31, 2014 are derived from our unaudited consolidated financial statements and the related notes contained in our Quarterly Report on Form 10-Q for the quarter ended March 31, 2014, which is incorporated by reference in this prospectus supplement. Historical results are not necessarily indicative of the results that may be expected for any future period. The summary selected historical financial information should be read in conjunction with our consolidated financial statements and the related notes and the "Management's Discussion and Analysis of Financial Condition and Results of Operations" sections included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2013 and in our Quarterly Report on Form 10-Q for the quarter ended March 31, 2014, each of which is incorporated by reference in this prospectus supplement. See "Where You Can Find More Information" elsewhere in this prospectus supplement.

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(in millions)	Year ended December 31,			Three months ended March 31,	
	2013	2012	2011	2014	2013
Income statement information:					
Sales and revenues:					
Sales of Machinery, Energy & Transportation	\$ 52,694	\$ 63,068	\$ 57,392	\$ 12,493	\$ 12,484
Revenues of Financial Products	2,962	2,807	2,746	748	726
Total sales and revenues	55,656	65,875	60,138	13,241	13,210
Operating costs:					
Cost of goods sold	40,727	47,055	43,578	9,437	9,639
Selling, general and administrative expenses	5,547	5,919	5,203	1,292	1,390
Research and development expenses	2,046	2,466	2,297	508	562
Interest expense of Financial Products	727	797	826	160	189
Goodwill impairment charge		580			
Other operating (income) expenses	981	485	1,081	446	212
Total operating costs	50,028	57,302	52,985	11,843	11,992
Operating profit	5,628	8,573	7,153	1,398	1,218
Interest expense excluding Financial Products	465	467	396	110	120
Other income (expense)	(35)	130	(32)	54	29
Consolidated profit before taxes	5,128	8,236	6,725	1,342	1,127
Provision (benefit) for income taxes	1,319	2,528	1,720	418	246
Profit of consolidated companies	3,809	5,708	5,005	924	881
Equity in profit (loss) of unconsolidated affiliated companies	(6)	14	(24)	1	1
Profit of consolidated and affiliated companies	3,803	5,722	4,981	925	882
Less: Profit (loss) attributable to noncontrolling interests	14	41	53	3	2
Profit(1)	\$ 3,789	\$ 5,681	\$ 4,928		