#### PRICING SUPPLEMENT



# ASIAN DEVELOPMENT BANK

## GLOBAL MEDIUM-TERM NOTE PROGRAM

Series No.: 910-00-1

U.S.\$1,000,000,000

Floating Rate Notes due 16 March 2021

Issue price: 100 per cent.

Joint Lead Managers

# **BNP PARIBAS**

**Goldman Sachs International** 

**Morgan Stanley** 

The date of this Pricing Supplement is 14 March 2017.

# http://www.oblible.com

This pricing supplement (the "<u>Pricing Supplement</u>") is issued to give details of an issue of U.S.\$1,000,000,000 Floating Rate Notes due 16 March 2021 (the "<u>Notes</u>") by the Asian Development Bank ("<u>ADB</u>") under its Global Medium-Term Note Program and to provide information supplemental to the Prospectus referred to below.

This Pricing Supplement supplements the terms and conditions of the Notes set forth in the Prospectus dated 28 April 2011 (as amended and supplemented and together with the documents incorporated by reference therein, the "<u>Prospectus</u>") and should be read in conjunction with the Prospectus. Unless otherwise defined in this Pricing Supplement, capitalized terms used herein have the meanings given to them in the Prospectus.

The issue of the Notes was authorized pursuant to a global borrowing authorization of the Board of Directors of ADB dated 9 December 2016.

This Pricing Supplement does not constitute, and may not be used for the purposes of, an offer or solicitation by anyone in any jurisdiction in which such an offer or solicitation is not authorized or to any person to whom it is unlawful to make such an offer or solicitation, and no action is being taken to permit an offering of the Notes or the distribution of this Pricing Supplement in any jurisdiction where such action is required.

The Notes are not required to be and have not been registered under the U.S. Securities Act of 1933, as amended. The Notes have not been approved or disapproved by the U.S. Securities and Exchange Commission or any state securities commission nor has the Commission or any state securities commission passed upon the accuracy or adequacy of this Pricing Supplement. Any representation to the contrary is a criminal offense in the United States.

The distribution of this Pricing Supplement or the Prospectus and the offer and sale of the Notes may be restricted by law in certain jurisdictions. Persons into whose possession this Pricing Supplement or the Prospectus comes are required by ADB and the Managers to inform themselves about and to observe any such restrictions. For a description of certain restrictions on offers and sales of Notes and on the distribution of this Pricing Supplement or the Prospectus, see "Plan of Distribution" in the Prospectus.

The Notes are not the obligation of any government.

#### TERMS AND CONDITIONS

The following items are the particular terms and conditions of the Notes to which this Pricing Supplement relates. In case of any conflict between such terms and conditions and the terms and conditions set forth in the Prospectus, the terms and conditions set forth in this Pricing Supplement shall govern.

#### **General Provisions**

1.	Issuer:	Asian Development Bank (	("ADB").

2	Series Number:	910-00-1.
∠.	Scries Number.	<i>7</i> 10-00-1.

3.	(i)	Specified Currency	United States Dollars (" <u>U.S.\$</u> ").
		(Condition 1(c)):	

(ii)	Specified Principal Payment	Not applicable.
	Currency if different from	
	Specified Currency (Condition	
	1(c)):	

(iii)	Specified Interest Payment	Not applicable.
	Currency if different from	
	Specified Currency (Condition	
	1(c)):	

- (iv) Alternative Currency Not applicable. (Condition 7(i)) (if applicable):
- 4. Aggregate Nominal Amount: U.S.\$1,000,000,000.
- 5. (i) Issue Price: 100 per cent. of the Aggregate Nominal Amount.
  - (ii) Net proceeds: U.S.\$1,000,000,000.
- 6. Specified Denominations (Condition U.S.\$1,000. 1(a)):
- 7. (i) Issue Date (Condition 5(d)): 16 March 2017.
  - (ii) Interest Commencement Date Not applicable. (if different from the Issue Date) (Condition 5(d)):
- 8. Maturity Date or Redemption Month 16 March 2021, subject to paragraph 31 below. (Condition 6(a)):

9. Interest Basis (Condition 5): Floating Rate (Condition 5(b)) (further particulars specified in paragraph 17 below).

10. Redemption/Payment Basis Redemption at par. (Condition 6(a)):

11. Change of Interest or Not applicable. Redemption/Payment Basis:

12. Put/Call Options (Conditions 6(e) Not applicable. and (f)):

13. Status of the Notes (Condition 3): Senior.

14. Listing: Luxembourg Stock Exchange.

15. Method of distribution: Syndicated.

### **Provisions Relating to Interest Payable**

16. Fixed Rate Note Provisions Not applicable. (Condition 5(a)):

17. Floating Rate Note Provisions Applicable. (Condition 5(b)):

(i) Specified Period(s)/Interest Payment Dates: Quarterly, on the 16th of March, June, September, and December of each year, commencing on 16 June 2017, up to and including the Maturity Date, subject to

paragraph 31 below.

(ii) Business Day Convention Following. (Condition 5(d)):

(iii) Relevant Financial Center: New York.

(iv) Additional Business Center(s) Not applicable. (Condition 5(d)):

(v) Manner in which the Rate(s) of ISDA Determination. Interest is/are to be determined:

(vi) Party responsible for Calculation Agent" for the Notes will be calculating the Rate(s) of Interest and Interest Amount(s) (if not the Calculation Agent):

(vii) Benchmark Rate determination (Condition 5(b)):

Not applicable.

(viii) ISDA Determination (Condition 5(b)(iii)): Applicable.

Floating Rate Option:

USD-LIBOR-BBA.

Designated Maturity:

3 month.

Reset Date:

The first day of each Interest Period.

ISDA Definitions (if different from those set out in the Conditions):

2006 ISDA Definitions.

(ix) Margin(s): +0.05 per cent. per annum.

(x) Minimum Rate of Interest: Not applicable.

(xi) Maximum Rate of Interest: Not applicable.

(xii) Day Count Fraction (Condition

5(d):

Actual/360, adjusted.

(xiii) Rate Multiplier (Condition

5(d):

Not applicable.

(xiv) Fall back provisions, rounding provisions, denominator and any other terms relating to the method of calculating interest on Floating Rate Notes, if different from those set out in the Conditions (Condition 5(b)(ii)):

For the avoidance of doubt, (a) the Interest calculation Amount per Specified Denomination shall not be rounded and (b) the total Interest Amount payable to the Noteholder on account of its holding of the Notes shall be rounded to two decimal places.

18. Zero Coupon/Deep Discount Note Provisions (Conditions 5(c) and 6(c)): Not applicable.

19. Index-Linked Interest Note

Not applicable.

**Provisions:** 

20. **Dual Currency Note Provisions:**  Not applicable.

## **Provisions Relating to Redemption**

21. Call Option (Condition 6(e)): Not applicable.

22. Put Option (Condition 6(f)): Not applicable.

23. Final Redemption Amount: Aggregate Nominal Amount.

(i) Alternative Payment Not applicable. Mechanism (Conditions 7(a)

(ii) Long Maturity Note (Condition Not applicable. 7(f)):

(iii) Variable Redemption Amount Not applicable. (Condition 6(d)):

24. Early Redemption Amount:

mature):

and (c)):

(i) Early Redemption Amount(s) As set out in the Conditions. payable on an Event of Default (Condition 9) and/or the method of calculating the same (if required or if different from that set out in the Conditions):

(ii) Unmatured Coupons to become Not applicable. void (Condition 7(f)):

### **Additional General Provisions Applicable to the Notes**

25. Form of Notes: Book-Entry Notes available on Issue Date.

26. Talons for future Coupons to be attached to definitive Bearer Notes (and dates on which such Talons

27. Details relating to Partly Paid Notes: amount of each payment comprising the Issue Price and date on which each payment is to be made and consequences (if any) of failure to pay, including any right of ADB to forfeit the Notes and interest due on late payment:

Not applicable.

28. Details relating to Installment Notes:

Not applicable.

29. Redenomination, renominalization and

Other terms or special conditions:

Not applicable.

reconventioning provisions:

Not applicable.

30. Consolidation provisions:

(i) Payment Dates

If any date for payment of any principal or interest in respect of the Notes is not a Business Day, ADB shall not be obliged to pay such principal or interest until the first following day that is a Business Day.

"Business Day" shall mean a day (other than a Saturday or a Sunday) on which commercial banks and foreign exchange markets settle payments and are open for general business (including dealings in foreign exchange and foreign currency deposits) in New York.

#### Distribution

31.

32. (i) If syndicated, names of

**BNP Paribas** 

Managers:

Goldman Sachs International

Morgan Stanley & Co. International plc

(ii) Stabilizing Manager (if any):

Not applicable.

(iii) Commissions and

Concessions:

0.00 per cent.

33. If non-syndicated, name of Dealer:

Not applicable.

34. Additional selling restrictions:

Not applicable.

# **Operational Information**

35. (i) ISIN: US045167DY68.

(ii) CUSIP: 045167DY6.
(iii) CINS: Not applicable.
(iv) Other: Not applicable.

36. Common Code: 158133482.

and DTC and the relevant identification

37. Any clearing system(s) other than Euroclear, Clearstream, Luxembourg

number(s):

38. Delivery: Delivery against payment.

39. Additional Paying Agent(s) (if any): Not applicable.

40. Governing Law: New York.

### **Listing Application**

This Pricing Supplement comprises the details required to list the issue of Notes described herein pursuant to the listing of the Global Medium-Term Note Program of ADB.

#### **Material Adverse Change Statement**

There has been no material adverse change in the financial position or prospects of ADB since the date of the financial statements included in the Information Statement of ADB, which was most recently published on 22 April 2016.

#### **Recent Developments**

On 4 May 2016, ADB's Board of Governors approved the following with respect to its 2015 reported net income of U.S.\$537.1 million after appropriation of guarantee fees to the special reserve:

- a. U.S.\$43.3 million, representing the adjustment to the loan loss reserve as of 31 December 2015, be added from the loan loss reserve to the net income;
- b. U.S.\$212.7 million, representing the ASC 815/825 adjustments and the unrealized portion of net income from equity investments accounted for under the equity method for the year ended 31 December 2015, be added to the cumulative revaluation adjustments account;
- c. U.S.\$207.7 million be allocated to the ordinary reserve;

- d. U.S.\$120.0 million be allocated to the Asian Development Fund; and
- e. U.S.\$40.0 million be allocated to the Technical Assistance Special Fund.

On 12 December 2016, Ingrid van Wees succeeded Thierry de Longuemar as Vice-President for Finance and Risk Management.

# Responsibility

ADB accepts responsibility for the information contained in this Pricing Supplement which, when read together with the Prospectus referred to above, contains all information that is material in the context of the issue of the Notes.

#### **ISSUER**

# **Asian Development Bank**

6 ADB Avenue Mandaluyong City 1550 Metro Manila Philippines

## **FISCAL AGENT**

## Federal Reserve Bank of New York

33 Liberty Street New York, NY 10045 USA

## LUXEMBOURG LISTING AGENT

# **BNP Paribas Securities Services, Luxembourg Branch**

60 Avenue J.F. Kennedy L-1855 Luxembourg

#### LEGAL ADVISERS TO THE MANAGERS

As to New York law

## Cleary Gottlieb Steen & Hamilton LLP

One Liberty Plaza New York, NY 10006 USA