

FINAL TERMS

COÖPERATIEVE RABOBANK U.A. (RABOBANK STRUCTURED PRODUCTS)

EUR 15,000,000,000

Structured Medium-Term Note Programme

Due from seven days to perpetuity

SERIES NO: 8334

TRANCHE NO: 1

Issue of EUR 10,000,000 CMS Linked Notes 2016 due April 2031 (the "Notes")

Issue Price: 100 per cent.

Jefferies International Limited

The date of these Final Terms is 22 April 2016

PART A — CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Terms and Conditions (the “**Conditions**”) set forth in the base prospectus dated 10 June 2015 and the supplemental prospectuses dated 20 August 2015, 4 January 2016 and 18 February 2016 (together, the “**Base Prospectus**”) which together constitute a base prospectus for the purposes of Directive 2003/71/EC (and amendments thereto, including Directive 2010/73/EU) (the “**Prospectus Directive**”). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with the Base Prospectus. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Base Prospectus. The Base Prospectus is available for viewing at, and copies may be obtained from, Rabobank at Croeselaan 18, 3521 CB Utrecht, the Netherlands and the principal office of the Paying Agent in Luxembourg, Amsterdam and Paris and www.bourse.lu.

Each potential investor in the Notes must determine the suitability of that investment in light of its own circumstances. A potential investor should not invest in Notes which are complex financial instruments unless it has the expertise (either alone or with a financial adviser) to evaluate how the Notes will perform under changing conditions, the resulting effects on the value of the Notes and the impact this investment will have on the potential investor’s overall investment portfolio.

1	Issuer:	Coöperatieve Rabobank U.A. (Rabobank Structured Products)
2	(a) Series Number:	8334
	(b) Tranche Number:	1
	(c) Date on which the Notes become fungible:	Not Applicable
3	Specified Currency or Currencies:	Euro (“ EUR ”)
4	Aggregate Nominal Amount:	
	(a) Series:	EUR 10,000,000
	(b) Tranche:	EUR 10,000,000
5	Issue Price:	100 per cent. of the aggregate nominal amount
6	(a) Specified Denominations:	EUR 200,000
	(b) Calculation Amount:	EUR 200,000
7	(a) Issue Date:	26 April 2016
	(a) Interest Commencement Date:	As specified in General Condition 1
	(b) Trade Date:	Not Applicable
8	Scheduled Maturity Date:	26 April 2031
9	Interest Basis:	CMS Linked Notes Further particulars specified below.
10	Change of Interest Basis:	Not Applicable
11	Redemption Basis:	Redemption at Par

	Further particulars specified below.
12 Settlement Basis:	Cash Settlement Further particulars specified below.
13 Notes linked to Underlying[s]:	Not Applicable
14 Alternative Currency Equivalent:	Not Applicable
15 Redemption Prior to Maturity:	
(a) Call Option/Put Option:	Not Applicable
(b) Automatic Early Redemption:	Not Applicable
16 (a) Status of the Notes:	Senior Notes
(b) Domestic Note:	Not Applicable
(c) Date of approval for issuance of Notes:	Not Applicable

PROVISIONS RELATING TO THE INTEREST BASIS

17 Fixed Rate Notes:	Not Applicable
18 Floating Rate Notes:	Not Applicable
19 Zero Coupon Notes:	Not Applicable
20 Inverse Floating Rate Notes:	Not Applicable
21 CMS Linked Notes:	Applicable
(a) Interest Period:	As specified in General Condition 1
(b) Specified Interest Payment Date[s]:	26 January, 26 April, 26 July and 26 October in each year, commencing on 26 July 2016 up to and including the Scheduled Maturity Date, unadjusted
(c) Specified Period[s]:	Not Applicable
(d) Business Day Convention:	Not Applicable
(e) Applicable formula to be used for calculating Rate[s] of Interest:	CMS(2)
(f) Party responsible for calculating the Rate[s] of Interest (if not the Fiscal Agent):	Calculation Agent
(g) CMS Rate:	The Floating Rate Option determined in accordance with Screen Rate Determination as set out below:
(i) ISDA Determination:	Not Applicable
(ii) Screen Rate Determination:	Applicable
(A) Reference Rate:	EUR-ISDA-EURIBOR Swap Rate – 11:00 with the Applicable Maturity of 10 years
(B) Interest Determination Date:	The day falling two TARGET Business Days prior to the first day of the relevant Interest Period
(C) Relevant Screen Page:	Reuters Screen ISDAFIX2 Page under the heading

“EURIBOR BASIS-EUR” and above the caption “11:00AM FRANKFURT” (or any Successor Source as defined in the ISDA Definitions)

(D) Fallback Provisions:	As specified in General Condition 5(b)(iii)(B)(V)(Y)
(iii) Linear Interpolation:	Not Applicable
(h) Applicable Rate:	Not Applicable
(i) Accrual Rate:	Not Applicable
(j) Accrual Rate:	Not Applicable
(k) Accrual Range:	Not Applicable
(l) Gearing Factor:	Not Applicable
(m) Gearing Factor ₁ :	Not Applicable
(n) Gearing Factor ₂ :	Not Applicable
(o) Margin:	plus 0.05 per cent. per annum
(p) Margin ₁ :	Not Applicable
(q) Margin ₂ :	Not Applicable
(r) Margin ₃ :	Not Applicable
(s) Power:	Not Applicable
(t) Minimum Rate of Interest:	0 per cent. per annum
(u) Minimum Rate of Interest ₁ :	Not Applicable
(v) Minimum Rate of Interest ₂ :	Not Applicable
(w) Maximum Rate of Interest:	4.50 per cent. per annum
(x) Maximum Rate of Interest ₁ :	Not Applicable
(y) Maximum Rate of Interest ₂ :	Not Applicable
(z) Day Count Fraction:	30/360
(aa) Fixing Day:	Not Applicable
(bb) Rate Cut-off Date:	Not Applicable
(cc) Minimum CMS Rate of Interest:	Not Applicable
22 Range Accrual Notes:	Not Applicable
23 Variable Rate Notes:	Not Applicable
24 Ratchet Notes:	Not Applicable
Contingent Coupon Notes	
25 Conditional Coupon with No Memory – Single Underlying:	Not Applicable
26 Conditional Coupon with No Memory – Worst Performer:	Not Applicable
27 Conditional Coupon with Memory –	Not Applicable

Single Underlying:

28	Conditional Coupon with Memory – Worst Performer:	Not Applicable
29	Range Accrual – Single Underlying:	Not Applicable
30	Range Accrual – Worst Performer:	Not Applicable
31	Bonus Recovery – Single Underlying:	Not Applicable
32	Bonus Recovery – Worst Performer:	Not Applicable
33	Year-on-Year Inflation Linked Interest:	Not Applicable
34	Other Periodic Inflation Linked Interest:	Not Applicable
35	Digital Interest:	Not Applicable
36	FX Linked Interest:	Not Applicable
37	FX Range Interest:	Not Applicable

PROVISIONS RELATING TO THE REDEMPTION BASIS

Automatic Early Redemption

38	Autocall – Single Underlying:	Not Applicable
39	Autocall – Worst Performer:	Not Applicable
40	Autocall – (Individual Call) – Single Underlying:	Not Applicable
41	Autocall – (Individual Call) – Worst Performer:	Not Applicable

Other redemption prior to maturity

42 Redemption for Taxation Reasons:

(a)	Period of redemption:	On any Interest Payment Date
(b)	Notice period:	30 days
(c)	Early Redemption Amount:	As set out in General Condition 1, adjusted to account for Early Redemption Unwind Costs.
(i)	Early Redemption Unwind Costs:	Standard Early Redemption Unwind Costs

43 **Call Option:** Not Applicable

44 **Put Option:** Not Applicable

45 Redemption for Illegality or due to an Event of Default:

(a)	Early Redemption Amount:	As set out in General Condition 1, adjusted to account for Early Redemption Unwind Costs.
(i)	Early Redemption Unwind Costs:	Standard Early Redemption Unwind Costs

Final Redemption

46	Redemption at Par:	Applicable
47	Redemption at Discount/Premium:	Not Applicable
48	Dual Currency Redemption – Single Underlying:	Not Applicable
49	Dual Currency Redemption – Underlying Performance:	Not Applicable
50	Standard Redemption – Single Underlying:	Not Applicable
51	Standard Redemption – Worst Performer:	Not Applicable
52	Standard Redemption – Basket:	Not Applicable
53	Barrier Redemption – Single Underlying:	Not Applicable
54	Barrier Redemption – Worst Performer:	Not Applicable
55	Continuous Barrier Redemption – Single Underlying:	Not Applicable
56	Continuous Barrier Redemption – Worst Performer:	Not Applicable

PROVISIONS RELATING TO THE SETTLEMENT BASIS

57	Settlement Basis:	Cash Settlement
58	Variation of settlement under General Condition 9(d)(iv):	Not Applicable

Cash Settlement Amount

59	Redemption at Par:	Not Applicable
60	Redemption at Discount/Premium:	Not Applicable
61	Performance – Single Underlying:	Not Applicable
62	Performance – Worst Performer:	Not Applicable
63	Performance – Basket:	Not Applicable
64	Gearing– Single Underlying:	Not Applicable
65	Gearing– Worst Performer:	Not Applicable
66	Gearing with Cap – Single Underlying:	Not Applicable
67	Gearing with Cap – Worst Performer:	Not Applicable
68	Gearing with Cap and/or Floor – Single Underlying:	Not Applicable
69	Gearing with Cap and/or Floor – Worst Performer:	Not Applicable
70	Inflation Index Linked Redemption:	Not Applicable
71	FX Performance Linked Redemption –	Not Applicable

Single Underlying:

72 **FX Performance Linked Redemption – Basket:** Not Applicable

Asset Amount

73 **Asset Amount:** Not Applicable

PROVISIONS RELATING TO THE UNDERLYING

74 **Commodity Linked Notes:** Not Applicable

75 **Commodity Index Linked Notes:** Not Applicable

76 **Equity Linked Notes:** Not Applicable

77 **Equity Index Linked Notes:** Not Applicable

78 **Fund Linked Notes:** Not Applicable

79 **FX Linked Notes:** Not Applicable

80 **Inflation Index Linked Notes:** Not Applicable

GENERAL PROVISIONS APPLICABLE TO THE NOTES

81 **Form of Notes:** Bearer Notes
Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes in the limited circumstances set out in the Permanent Global Note


82 (a) **Financial Centre(s) or other special provisions relating to Payment Day in Condition 8(f):** General Condition 8(f)(i) applies.

(b) **Financial Centre(s) or other special provisions relating to Business Day:** Not Applicable

LISTING AND ADMISSION TO TRADING APPLICATION

These Final Terms comprise the final terms required to list and have admitted to the issue of Notes described herein pursuant to the EUR 15,000,000,000 Structured Medium-Term Note Programme of Rabobank Structured Products.

Signed on behalf of the Issuer:

By: 
Duly authorised

PART B – OTHER INFORMATION

1 LISTING AND ADMISSION TO TRADING

- (a) Listing: Luxembourg Stock Exchange
- (b) Admission to trading: Application has been made for the Notes to be admitted to trading on the regulated market of the Luxembourg Stock Exchange with effect from the Issue Date.
- (c) Estimate of total expenses related to admission to trading: EUR 5,125
- (d) In the case of Notes listed on Euronext Amsterdam: Not Applicable

2 RATINGS

- Ratings: The Notes to be issued have not been rated.
- Credit ratings in relation to the Issuer included or referred to in these Final Terms and the Base Prospectus, as so supplemented, have been issued by Standard & Poor's, Moody's and Fitch Ratings Ltd, each of Fitch, Moody's and Standard & Poor's is established in the European Union and is registered under Regulation (EC) No. 1060/2009 of the European Parliament and of the Council of 16 September 2009 on credit rating agencies.

3 INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save for any fees payable to the Dealer, so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer. The Dealer and its affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and its affiliates in the ordinary course of business.

4 REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES

- (a) Reasons for the offer (other than general corporate purposes): See "Use of Proceeds" section in the Base Prospectus
- (b) Estimated net proceeds: EUR 20,000,000
- (c) Estimated total expenses: EUR 5,125

5 YIELD (*Fixed Rate Notes only*)

- Indication of yield: Not Applicable

6 HISTORIC INTEREST RATES (*Floating Rate Notes, Inverse Floating Rate Notes, CMS Linked Notes and Range Accrual Notes only*)

Details of historic EUR-ISDA-EURIBOR-Swap Rate rates can be obtained from Reuters.

7 PERFORMANCE OF INDEX/INDICES, EXPLANATION OF EFFECT ON VALUE OF INVESTMENT AND ASSOCIATED RISKS AND OTHER INFORMATION CONCERNING THE INDEX/INDICES (*Equity Index Linked Notes, Inflation Index Linked Notes and Commodity Index Linked Notes only*)

Not Applicable

8 PERFORMANCE OF RATE(S) OF EXCHANGE/FORMULA/CURRENCIES, EXPLANATION OF EFFECT ON VALUE OF INVESTMENT AND ASSOCIATED RISKS AND OTHER INFORMATION CONCERNING THE RATE(S) OF EXCHANGE/FORMULA/CURRENCIES (*FX Linked Notes only*)

Not Applicable

9 PERFORMANCE OF THE COMMODITY/COMMODITIES, EXPLANATION OF EFFECT ON VALUE OF INVESTMENT AND ASSOCIATED RISKS AND OTHER INFORMATION CONCERNING THE COMMODITY/COMMODITIES (*Commodity Linked Notes only*)

Not Applicable

10 PERFORMANCE OF EQUITY/EQUITIES/REFERENCE FUND/FUNDS, EXPLANATION OF EFFECT ON VALUE OF INVESTMENT AND ASSOCIATED RISKS AND OTHER INFORMATION CONCERNING THE EQUITY/EQUITIES/REFERENCE FUND/FUNDS (*Equity Linked Notes and Fund Linked Notes only*)

Not Applicable

11 OPERATIONAL INFORMATION

- | | |
|--|---|
| (a) ISIN: | XS1400638513 |
| (b) Common Code: | 140063851 |
| (c) German WKN-code: | Not Applicable |
| (d) Private Placement number: | Not Applicable |
| (e) CUSIP Number: | Not Applicable |
| (f) Any clearing system(s) other than DTC, Euroclear Bank S.A./N.V. and Clearstream Banking, <i>société anonyme</i> and the relevant identification number(s): | Not Applicable |
| (g) Delivery: | Delivery against payment |
| (h) Names (and addresses) of additional (Paying/Delivery) Agent(s) (if any): | Not Applicable |
| (i) Names (and addresses) of Calculation Agent(s): | Deutsche Bank AG, London Branch, Winchester House, 1 Great Winchester Street, London EC2N 2DB, United Kingdom |

12 DISTRIBUTION

- | | |
|---|----------------|
| (a) Method of Distribution: | Non-syndicated |
| (b) If syndicated, names and addresses of Dealer[s] and underwriting commitments: | Not Applicable |

(c) Date of Subscription Agreement:	Not Applicable
(d) Stabilising Manager(s):	Not Applicable
(e) Total commission and concession/Dealer's Commission:	Not Applicable
(f) If non-syndicated, name and address of relevant Dealer:	Jefferies International Limited Vintners Place, 68 Upper Thames Street, London EC4V 3BJ, United Kingdom
(g) Applicable TEFRA exemption:	D Rules
(h) Non-exempt Offer:	Not Applicable
(i) General Consent:	Not Applicable
(j) Additional United States Tax Considerations:	Not Applicable
13 TERMS AND CONDITIONS OF THE OFFER	Not Applicable