

US BANCORP \DE\
Form 424B2
April 22, 2014

Rule 424(b)(2)

Registration No. 333-195373

CALCULATION OF REGISTRATION FEE

| <u>Title of Each Class of Securities Offered</u> | <u>Maximum Aggregate Offering Price</u> | <u>Amount of Registration Fee(1)</u> |
|---|--|---|
| Senior Notes | \$250,000,000 | \$32,200 |

(1) Calculated in accordance with Rule 457(r) of the Securities Act of 1933.

PRICING SUPPLEMENT NO. 2 DATED APRIL 21, 2014

TO PROSPECTUS DATED APRIL 18, 2014, AS SUPPLEMENTED BY
PROSPECTUS SUPPLEMENT DATED APRIL 18, 2014, AND
SUPPLEMENTAL TO THE OFFICERS CERTIFICATE AND COMPANY ORDER DATED APRIL 18, 2014

U.S. BANCORP
Medium-Term Notes, Series V (Senior)
Medium-Term Notes, Series W (Subordinated)

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CUSIP No.:

91159HHJ2

Series:

- Series V (Senior)
- Series W (Subordinated)

Form of Note:

- Book-Entry
- Certificated

Principal Amount:

\$250,000,000

Trade Date:

April 21, 2014

Original Issue Date:

April 24, 2014

Maturity Date:

April 25, 2019

Base Rate (and, if applicable, related Interest Periods):

- Fixed Rate Note
- Commercial Paper Note
- Federal Funds Note
- Federal Funds (Effective) Rate
- Federal Funds Open Rate
- Federal Funds Target Rate
- LIBOR Note
- EURIBOR Note
- Prime Rate Note
- CD Rate Note
- Treasury Rate Note
- CMT Rate Note
- Reuters Page FRBCMT

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- o Reuters Page FEDCMT
- o One-Week o One-Month
- o Other Base Rate (as described below)
- o Zero Coupon Note

Agent's Commission: **\$375,000**

Redemption Date: **March 25, 2019**

Redemption Terms: Redeemable in whole or in part on or after the Redemption Date at 100% of the principal amount of the notes (par), plus accrued and unpaid interest thereon to the date of redemption. U.S. Bancorp shall provide 10 to 60 calendar days notice of redemption to the registered holder of the note.

Issue Price (Dollar Amount and Percentage of Principal Amount):

| | |
|--------------------------------------|---|
| Amount: | \$250,000,000 / 100% |
| Proceeds to the Company: | \$249,625,000 |
| Interest Rate/Initial Interest Rate: | LIBOR determined on the Interest Determination Date plus the Spread |
| Interest Payment Dates: | Quarterly, on the 25th of January, April, July and October beginning July 25, 2014 |
| Regular Record Dates: | 15 Calendar Days prior to each Interest Payment Date |
| Interest Determination Dates: | 2 London business days prior to each Interest Payment Date |
| Interest Reset Dates: | Quarterly, on the 25th of January, April, July and October |
| Index Source: | LIBOR01 (Reuters) |
| Index Maturity: | 3 months |
| Spread: | 0.40% |
| Spread Multiplier: | Not applicable |
| Maximum Interest Rate: | Maximum rate permitted by New York law |
| Day Count: | Act/360 |
| Minimum Interest Rate: | Not applicable |

For Original Issue Discount Notes:

Original Issue Discount %:

Yield to Maturity:

Original Issue Discount Notes:

o Subject to special provisions set forth therein with respect to the principal amount thereof payable upon any redemption or acceleration of the maturity thereof.

o For Federal income tax purposes only.

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| | <u>Price to Public</u> | <u>Agents Commissions or Discount</u> | <u>Proceeds to U.S. Bancorp</u> |
|----------|------------------------|---------------------------------------|---------------------------------|
| Per Note | 100% | 0.15% | 99.850% |
| Total | \$250,000,000 | \$375,000 | \$249,625,000 |

| <u>Agent</u> | <u>Principal Amount</u> | | |
|--------------------------------|-------------------------|-----------------------|----------------------|
| Barclays Capital Inc | \$83,333,000 | /s/ John C. Stern | (authorized officer) |
| Morgan Stanley & Co. LLC | \$83,333,000 | | |
| U.S. Bancorp Investments, Inc. | <u>\$83,334,000</u> | /s/ Joseph M. Tessmer | (authorized officer) |
| Total | \$250,000,000 | | |

Delivery Instructions: DTC # 0280

Conflicts of Interest. The issuer's affiliate, U.S. Bancorp Investments, Inc., will be participating in sales of the notes. As such, the offering is being conducted in compliance with the applicable requirements of FINRA Rule 5121.

Notice to Canadian Investors. The notes are unsecured and are not and will not be savings accounts, deposits, obligations of, or otherwise guaranteed by, U.S. Bank National Association or any other bank. The Notes do not evidence deposits of U.S. Bank National Association or any other banking affiliate of the Issuer. The notes are not insured by the Federal Deposit Insurance Corporation, the Canada Deposit Insurance Corporation or any other insurer or governmental agency or instrumentality. U.S. Bancorp is not regulated as a financial institution in Canada. However, U.S. Bank National Association's Canada branch is listed on Schedule III to the *Bank Act* (Canada) and is subject to regulation by the Office of the Superintendent of Financial Institutions (Canada). The notes may be sold only to purchasers purchasing as principal that are both accredited investors as defined in National Instrument 45-106 *Prospectus and Registration Exemptions* and permitted clients as defined in National Instrument 31-103 *Registration Requirements, Exemptions and Ongoing Registrant Obligations*. Any resale of the notes must be made in accordance with an exemption from the prospectus requirements and in compliance with the registration requirements of applicable securities laws.

