

SERVICE CORPORATION INTERNATIONAL  
Form FWP  
November 05, 2012

Filed Pursuant to Rule 433

Final Term Sheet

November 5, 2012

Relating to Preliminary Prospectus Supplement

dated November 5, 2012

Registration Statement No. 333-184087

**\$200,000,000**

**Service Corporation International**

**4.5% Senior Notes due 2020**

<b>Issuer:</b>	Service Corporation International
<b>Title of Securities:</b>	4.5% Senior Notes due 2020
<b>Distribution:</b>	SEC Registered
<b>Face:</b>	\$200,000,000
<b>Gross Proceeds:</b>	\$200,000,000
<b>Net Proceeds to Issuer (before expenses):</b>	\$195,500,000
<b>Coupon:</b>	4.5%
<b>Final Maturity Date:</b>	November 15, 2020
<b>Offering Price:</b>	100%
<b>Yield to Maturity:</b>	4.5%
<b>Spread to Treasury:</b>	+318 basis points
<b>Benchmark Treasury:</b>	UST 2.625% due November 15, 2020
<b>Interest Payment Dates:</b>	May 15 and November 15
<b>First Interest Payment Date:</b>	May 15, 2013
<b>Optional Redemption:</b>	Make whole at T+50, plus accrued and unpaid interest until November 15, 2015, then:
<b>On or after:</b>	<b>Price:</b>

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<b>Call Schedule:</b>	November 15, 2015	103.375%
	November 15, 2016	102.250%
	November 15, 2017	101.125%
	November 15, 2018 and thereafter	100.00%
<b>Change of Control:</b>	Put @ 101% of principal plus accrued interest	
<b>Trade Date:</b>	November 5, 2012	
<b>Settlement Date:</b>	November 8, 2012 (T+ 3)	
<b>Denominations:</b>	Minimum of \$2,000; integral multiples of \$1,000 in excess thereof	
<b>CUSIP:</b>	817565 BW3	

**ISIN:** US817565BW39

**Joint Book-Running Managers:** J.P. Morgan Securities LLC

Merrill Lynch, Pierce, Fenner & Smith Incorporated

Wells Fargo Securities, LLC

**Senior Co-Manager:** SunTrust Robinson Humphrey, Inc.

**Co-Managers:** BB&T Capital Markets, a division of Scott & Stringfellow, LLC

BOSC, Inc.

Comerica Securities, Inc.

Raymond James & Associates, Inc.

Scotia Capital (USA) Inc.

**The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and 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 visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling collect (800) 245-8812.**

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