

Delphi Automotive PLC
Form FWP
September 15, 2016

**Filed Pursuant to Rule 433
Registration Statement No. 333-207700
Pricing Term Sheet**

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Delphi Automotive PLC

\$300,000,000 4.400% Senior Notes due 2046

Pricing Term Sheet

Issuer:	Delphi Automotive PLC
Guarantees:	The notes will be guaranteed by certain of the Issuer's existing and future subsidiaries that are obligors under Delphi Corporation's outstanding notes and revolving credit facility
Security:	4.400% Senior Notes due 2046
Principal Amount:	\$300,000,000
Trade Date:	September 15, 2016
Settlement Date:	T+3; September 20, 2016
Maturity Date:	October 1, 2046
Coupon:	4.400%
Issue Price:	99.454%
Yield to Maturity:	4.433%
Spread to Benchmark Treasury:	+195 basis points
Benchmark Treasury:	UST 2.500% due May 15, 2046
Benchmark Treasury Price and Yield:	100-11 and 2.483%
Interest Payment Dates:	April 1 and October 1, commencing April 1, 2017
Redemption Provisions:	
Make-Whole Call:	Before the par call date at a discount rate of Treasury plus 30 basis points, plus accrued and unpaid interest, if any
Par Call:	Commencing April 1, 2046, plus accrued and unpaid interest, if any, at 100%
Use of Proceeds:	Together with the proceeds from the Issuer's previously announced offering of \$500 million 1.600% Senior Notes due 2028, to repay Delphi Corporation's 5.00% Senior Notes due 2023

CUSIP:	24713G AD4
ISIN:	US24713GAD43
Anticipated Ratings*:	Baa3 (p) / BBB (s) / BBB (s)
Minimum Denomination:	\$2,000 and integral multiples of \$1,000 in excess thereof

Joint Book-Running Managers: Citigroup Global Markets Inc.
Goldman, Sachs & Co.
J.P. Morgan Securities LLC
Merrill Lynch, Pierce, Fenner & Smith
Incorporated

Co-Managers: BNP Paribas Securities Corp.
Morgan Stanley & Co. LLC
SMBC Nikko Securities America, Inc.
Société Générale
TD Securities (USA) LLC
UniCredit Capital Markets LLC
Wells Fargo Securities, LLC

***Note: A securities rating is not a recommendation to buy, sell or hold securities and may be revised or withdrawn at any time.**

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. 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 or emailing, as applicable, (1) Citigroup Global Markets Inc. toll-free at (800) 831-9146, (2) Goldman, Sachs & Co. toll-free at (866) 471-2526, (3) J.P. Morgan Securities LLC collect at (212) 834-4533 and (4) Merrill Lynch, Pierce, Fenner & Smith Incorporated toll-free at (800) 294-1322.

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