

TE Connectivity Ltd.
Form 424B2
February 02, 2012

Use these links to rapidly review the document

[TABLE OF CONTENTS PROSPECTUS SUPPLEMENT](#)
[TABLE OF CONTENTS](#)

[Table of Contents](#)

Filed Pursuant to Rule 424(b)(2)
Registration No. 333-171800

CALCULATION OF REGISTRATION FEE CHART

| Title of each class of securities offered | Maximum aggregate offering price | Amount of registration fee ⁽¹⁾ |
|--|----------------------------------|---|
| 1.600% Senior Notes due 2015 | \$250,000,000 | \$28,650 |
| 3.500% Senior Notes due 2022 Guarantees ⁽²⁾ | \$500,000,000 | \$57,300 |

(1) The filing fee is calculated in accordance with Rule 457(r) of the Securities Act of 1933

(2) Pursuant to Rule 457(n) under the Securities Act, no separate registration fee is due for guarantees.

Prospectus Supplement
(To Prospectus dated January 21, 2011)

\$750,000,000

Tyco Electronics Group S.A.

\$250,000,000 1.600% Senior Notes due 2015

\$500,000,000 3.500% Senior Notes due 2022

Fully and unconditionally guaranteed, as described herein, by
TE Connectivity Ltd.

Edgar Filing: TE Connectivity Ltd. - Form 424B2

Interest on the notes will be payable semi-annually on February 3 and August 3 of each year, beginning on August 3, 2012. The 1.600% senior notes due 2015, which we refer to as the "2015 Notes," will mature on February 3, 2015. The 3.500% senior notes due 2022, which we refer to as the "2022 Notes," will mature on February 3, 2022. We refer to the 2015 Notes together with the 2022 Notes as the "notes." Tyco Electronics Group S.A. ("TEGSA") may redeem some or all of the notes at any time before maturity at the applicable redemption prices discussed under the caption "Description of the Notes and the Guarantees Redemption at TEGSA's Option." As described under "Description of the Notes and the Guarantees Change of Control Triggering Event," if we experience a change of control and a below investment grade rating event, we will be required to offer to purchase the notes from holders unless we have previously redeemed the notes.

The notes will be unsecured senior obligations of TEGSA and will rank equally in right of payment with all of TEGSA's other unsecured senior debt from time to time outstanding. The notes will be fully and unconditionally guaranteed on an unsecured senior basis by TE Connectivity Ltd. ("TE Connectivity"), the parent of TEGSA and will rank equally in right of payment with all of TE Connectivity's other unsecured senior debt from time to time outstanding.

The notes will not be listed on any exchange or quoted on any automated dealer quotation system. Currently, there is no public market for the notes.

Investing in the notes involves risks. See "Supplemental Risk Factors" beginning on page S-5 herein, "Part I. Item 1A. Risk Factors" in our Annual Report on Form 10-K for the fiscal year ended September 30, 2011, filed November 18, 2011, and "Part II. Item 1A. Risk Factors" in our Quarterly Report on Form 10-Q for the fiscal quarter ended December 30, 2011, filed January 27, 2012, which are incorporated by reference herein, for a discussion of factors you should consider carefully before investing in the notes.

Neither the Securities and Exchange Commission nor any other regulatory body has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus supplement or the accompanying prospectus. Any representation to the contrary is a criminal offense.

| | Per 2015 Note | Per 2022 Note | | Total |
|--|---------------|---------------|----|-------------|
| Price to public ⁽¹⁾ | 99.796% | 99.607% | \$ | 747,525,000 |
| Underwriting discounts | 0.350% | 0.625% | \$ | 4,000,000 |
| Proceeds to TEGSA (before expenses) ⁽¹⁾ | 99.446% | 98.982% | \$ | 743,525,000 |

(1) Plus accrued interest, if any, from February 3, 2012, if settlement occurs after that date.

The underwriters expect to deliver the notes in book-entry form through the facilities of The Depository Trust Company, and its participants Clearstream Banking S.A. and Euroclear Bank S.A./N.V., on or about February 3, 2012. Interest on the notes will accrue from the date of issuance.

Joint Book-Running Managers

Deutsche Bank Securities

J.P. Morgan

Joint Lead Managers

Barclays Capital

BNP PARIBAS

BofA Merrill Lynch

Citigroup

UBS Investment Bank

January 31, 2012

Table of Contents

TABLE OF CONTENTS
PROSPECTUS SUPPLEMENT

| | Page |
|---|--------------|
| <u>About This Prospectus Supplement</u> | <u>S-ii</u> |
| <u>Forward-Looking Statements</u> | <u>S-ii</u> |
| <u>Where You Can Find More Information</u> | <u>S-iii</u> |
| <u>Incorporation By Reference</u> | <u>S-iii</u> |
| <u>Summary</u> | <u>S-1</u> |
| <u>Supplemental Risk Factors</u> | <u>S-5</u> |
| <u>Use of Proceeds</u> | <u>S-6</u> |
| <u>Capitalization</u> | <u>S-7</u> |
| <u>Ratio of Earnings to Fixed Charges</u> | <u>S-8</u> |
| <u>Description of the Notes and the Guarantees</u> | <u>S-9</u> |
| <u>Luxembourg, Switzerland and U.S. Federal Income Tax Considerations</u> | <u>S-32</u> |
| <u>Benefit Plan Investor Considerations</u> | <u>S-39</u> |
| <u>Underwriting</u> | <u>S-41</u> |
| <u>Legal Matters</u> | <u>S-45</u> |
| <u>Experts</u> | <u>S-45</u> |

PROSPECTUS

| | |
|--|----------|
| <u>About This Prospectus</u> | <u>1</u> |
| <u>Where You Can Find More Information</u> | <u>1</u> |
| <u>Incorporation By Reference</u> | <u>2</u> |
| <u>Business</u> | <u>3</u> |
| <u>Risk Factors</u> | <u>4</u> |
| <u>Forward-Looking Statements</u> | <u>4</u> |
| <u>Ratio of Earnings to Fixed Charges</u> | <u>4</u> |
| <u>Use of Proceeds</u> | <u>5</u> |
| <u>Description of Securities</u> | <u>5</u> |
| <u>Plan of Distribution</u> | <u>5</u> |
| <u>Enforcement of Civil Liabilities</u> | <u>5</u> |

Edgar Filing: TE Connectivity Ltd. - Form 424B2

| | |
|----------------------|---|
| <u>Legal Matters</u> | 5 |
| <u>Experts</u> | 6 |
| | 6 |

S-i

Table of Contents

ABOUT THIS PROSPECTUS SUPPLEMENT

This document is in two parts. The first part is this prospectus supplement, which describes the specific terms of this offering and also adds to and updates information contained in the accompanying prospectus and the documents incorporated by reference into the accompanying prospectus. The second part, the accompanying prospectus, gives more general information, some of which may not apply to this offering.

If the description of this offering or the notes varies between this prospectus supplement and the accompanying prospectus, you should rely on the information contained in or incorporated by reference into this prospectus supplement. You should also read and consider the additional information under the captions "Where You Can Find More Information" and "Incorporation by Reference" in this prospectus supplement.

Tyco Electronics Group S.A. and TE Connectivity Ltd. are responsible only for the information contained in this prospectus supplement, the prospectus, the documents incorporated by reference in this prospectus supplement and the prospectus and any related free writing prospectus issued or authorized by Tyco Electronics Group S.A. and TE Connectivity Ltd.

We have not, and the underwriters have not, authorized any other person to provide you with any information or to make any representation other than those contained in or incorporated by reference into this prospectus supplement, the accompanying prospectus and any free writing prospectus with respect to the offering. We take no responsibility for, and can provide no assurance as to the reliability of, any other information that others may give you. If anyone provides you with different or inconsistent information, you should not rely on it. You should assume that the information appearing in this prospectus supplement, the accompanying prospectus, any free writing prospectus with respect to the offering filed by us with the Securities and Exchange Commission (the "SEC") and the documents incorporated by reference herein and therein is accurate only as of their respective dates. Our business, financial condition, results of operations and prospects may have changed since those dates.

Tyco Electronics Group S.A., TE Connectivity Ltd. and the underwriters are offering to sell, and are seeking offers to buy, the notes only in jurisdictions where offers and sales are permitted. The distribution of this prospectus supplement and the accompanying prospectus and the offering of the notes in certain jurisdictions may be restricted by law. Persons outside the United States who come into possession of this prospectus supplement and the accompanying prospectus must inform themselves about and observe any restrictions relating to the offering of the notes and the distribution of this prospectus supplement and the accompanying prospectus outside the United States. This prospectus supplement and the accompanying prospectus do not constitute, and may not be used in connection with, an offer to sell, or a solicitation of an offer to buy, any securities offered by this prospectus supplement and the accompanying prospectus by any person in any jurisdiction in which it is unlawful for such person to make such an offer or solicitation.

Unless otherwise stated, or the context otherwise requires, references in this prospectus supplement to "we," "us" and "our" are to TE Connectivity and its consolidated subsidiaries, including TEGSA.

FORWARD-LOOKING STATEMENTS

We have made forward-looking statements in this prospectus supplement that are based on our management's beliefs and assumptions and on information currently available to our management. Forward-looking statements include information concerning our possible or assumed future results of operations, business strategies, financing plans, competitive position, potential growth opportunities, potential operating performance improvements, the effects of competition and the effects of future

Table of Contents

legislation or regulations. Forward-looking statements include all statements that are not historical facts and can be identified by the use of forward-looking terminology such as the words "believe," "expect," "plan," "intend," "anticipate," "estimate," "predict," "potential," "continue," "may" and "should" or the negative of these terms or similar expressions.

Forward-looking statements involve risks, uncertainties and assumptions. Actual results may differ materially from those expressed in these forward-looking statements. You should not put undue reliance on any forward-looking statements.

The risk factors discussed under "Item 1A. Risk Factors" in TE Connectivity's Annual Report on Form 10-K for the fiscal year ended September 30, 2011, and under similar headings in TE Connectivity's subsequently filed quarterly reports on Form 10-Q and annual reports on Form 10-K, as well as the other risks and uncertainties described in the other documents incorporated by reference in this prospectus supplement, could cause our results to differ materially from those expressed in forward-looking statements. There may be other risks and uncertainties that we are unable to predict at this time or that we currently do not expect to have a material adverse effect on our business. We expressly disclaim any obligation to update these forward-looking statements other than as required by law.

WHERE YOU CAN FIND MORE INFORMATION

We are subject to the informational requirements of the Securities Exchange Act of 1934 (the "Exchange Act") and, in accordance with these requirements, we file reports and other information relating to our business, financial condition and other matters with the SEC. We are required to disclose in such reports certain information, as of particular dates, concerning our operating results and financial condition, officers and directors, principal holders of shares, any material interests of such persons in transactions with us and other matters. Our filed reports, proxy statements and other information can be inspected and copied at the public reference facilities maintained by the SEC at 100 F Street, N.E., Washington, D.C. 20549.

The SEC also maintains a website that contains reports and other information regarding registrants like us that file electronically with the SEC. The address of such site is: <http://www.sec.gov>. Reports, proxy statements and other information concerning our business may also be inspected at the offices of the New York Stock Exchange at 20 Broad Street, New York, NY 10005.

Our Internet website is www.te.com. We make available free of charge on our website our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, reports filed pursuant to Section 16 and amendments to those reports as soon as reasonably practicable after we electronically file or furnish such materials to the SEC. In addition, we have posted the charters for our Audit Committee, Management Development and Compensation Committee and Nominating, Governance and Compliance Committee, as well as our Board Governance Principles, under the heading "Board of Directors" in the Investors section of our website. Other than any documents expressly incorporated by reference, the information on our website and any other website that is referred to in this prospectus supplement is not part of this prospectus supplement.

INCORPORATION BY REFERENCE

The SEC allows us to "incorporate by reference" information into this prospectus supplement, which means that we can disclose important information to you by referring to those documents. This prospectus supplement incorporates by reference the documents set forth below, which TE Connectivity has filed with the SEC, and any future filings made by TE Connectivity and TEGSA with the SEC under Section 13(a), 13(c), 14 or 15(d) of the Exchange Act after the date of this prospectus supplement and before the termination of this offering. Notwithstanding the foregoing, unless specifically stated to the contrary, none of the information that TE Connectivity discloses under

Edgar Filing: TE Connectivity Ltd. - Form 424B2

Table of Contents

Item 2.02 or 7.01 of any Current Report on Form 8-K or exhibits relating to such disclosure that it has furnished or may from time to time furnish to the SEC will be incorporated by reference into, or otherwise included in, this prospectus supplement. The information we file later with the SEC will automatically update and in some cases supersede the information in this prospectus supplement and the documents listed below.

TE Connectivity's Annual Report on Form 10-K for the fiscal year ended September 30, 2011;

TE Connectivity's Quarterly Report on Form 10-Q for the fiscal quarter ended December 30, 2011; and

TE Connectivity's Current Reports on Form 8-K filed on October 20, 2011, November 29, 2011 (but only with respect to Item 1.01), December 5, 2011, December 15, 2011 and December 21, 2011.

Upon your oral or written request, we will provide you with a copy of any of these filings at no cost. Requests should be directed to Corporate Secretary, TE Connectivity, 1050 Westlakes Drive, Berwyn, PA 19312, Telephone No. (610) 893-9560.

S-iv

Table of Contents

SUMMARY

This summary highlights information contained or incorporated by reference in this prospectus supplement and the accompanying prospectus.

TE Connectivity Ltd.

We are a global company that designs and manufactures approximately 500,000 products that connect and protect the flow of power and data inside millions of products used by consumers and industries. We partner with customers in a broad array of industries from consumer electronics, energy, and healthcare to automotive, aerospace, and communication networks.

We operate through three reportable segments: Transportation Solutions, Communications and Industrial Solutions, and Network Solutions.

TE Connectivity is a Swiss corporation. Its registered and principal office is located at Rheinstrasse 20, CH-8200 Schaffhausen, Switzerland, and its telephone number at that address is +41 (0)52 633 66 61. Its executive office in the United States is located at 1050 Westlakes Drive, Berwyn, Pennsylvania 19312, and its telephone number at that address is (610) 893-9560.

Tyco Electronics Group S.A.

TEGSA is a Luxembourg company and a wholly-owned subsidiary of TE Connectivity. TEGSA's registered and principal office is located at 17, Boulevard de la Grande-Duchesse Charlotte, L-1331 Luxembourg, and its telephone number at that address is (352) 464-340-1. TEGSA is a holding company established to directly and indirectly own all of the operating subsidiaries of TE Connectivity, to issue debt securities and to perform treasury operations for TE Connectivity. Otherwise, it conducts no independent business.

Recent Development

On December 14, 2011, TE Connectivity entered into a Sale and Purchase Agreement (the "SPA") to acquire Deutsch Group SAS ("Deutsch"), a global leader in high-performance connectors for harsh environments, from Deutsch's current shareholders (the "Sellers"). Pursuant to the SPA, TE Connectivity has agreed to pay the Sellers consideration of €1.15 billion in cash (or approximately \$1.49 billion using a December 30, 2011 exchange rate of \$1.29 per €1.00), which will not be subject to an adjustment based on Deutsch's performance prior to closing and will accrue interest at a per annum rate of 5.5% after February 28, 2012 if the transaction has not closed prior to that date. The total value of the transaction amounts to €1.55 billion (approximately \$2.0 billion using an exchange rate of \$1.29 per €1.00), which includes Deutsch's debt to be repaid at closing.

The transaction is expected to close by the end of the third quarter of fiscal 2012. The consummation of the transaction is subject to customary regulatory conditions including foreign investments approval by the French Ministry of Economy and Finance, approval of the Committee on Foreign Investment in the United States and antitrust clearances. The transaction terms also include customary termination rights, including a termination fee of €50 million payable to the Sellers by TE Connectivity if the transaction does not close.

We intend to fund the acquisition of Deutsch, including Deutsch's debt to be repaid at closing, with approximately \$1.0 billion of our cash and cash equivalents and approximately \$1.0 billion of funds from any combination of proceeds from the issuance of the notes offered hereby and the issuance of commercial paper, and, if necessary, borrowing under the Five-Year Senior Credit Agreement.

Table of Contents

The Offering

| | |
|------------------------|---|
| Issuer | Tyco Electronics Group S.A., or TEGSA. |
| Guarantor | The notes will be fully and unconditionally guaranteed on an unsecured senior basis by TE Connectivity Ltd., the parent of TEGSA. |
| Securities Offered | \$250,000,000 aggregate principal amount of 1.600% senior notes due 2015. \$500,000,000 aggregate principal amount of 3.500% senior notes due 2022. |
| Maturity Dates | February 3, 2015 for the 2015 Notes. February 3, 2022 for the 2022 Notes. |
| Interest Rate | The 2015 Notes will bear interest from the date of issuance or the most recent interest payment date at the rate of 1.600% per annum. The 2022 Notes will bear interest from the date of issuance or the most recent interest payment date at the rate of 3.500% per annum. |
| Interest Payment Dates | Interest will be payable semi-annually on February 3 and August 3, beginning on August 3, 2012. |
| Ranking | Each series of notes will be TEGSA's unsecured senior obligations and will rank equally in right of payment with all of its existing and future senior debt, including each other series of notes offered hereby, and senior to any subordinated indebtedness that TEGSA may incur. |
| Optional Redemption | TEGSA may redeem some or all of the 2015 Notes, in whole or in part at its option at any time at the applicable make-whole redemption price described in "Description of the Notes and the Guarantees Redemption at TEGSA's Option," plus accrued and unpaid interest, if any, to, but excluding, the redemption date. TEGSA may redeem some or all of the 2022 Notes, in whole or in part at its option at any time prior to November 3, 2021 (three months prior to the maturity date) at the applicable make-whole redemption price described in "Description of the Notes and the Guarantees Redemption at TEGSA's Option," plus accrued and unpaid interest, if any, to, but excluding, the redemption date. In addition, TEGSA may redeem the 2022 Notes at its option, in whole or in part at any time on or after November 3, 2021 (three months prior to the maturity date) at a redemption price equal to 100% of the principal amount of the 2022 Notes to be redeemed, plus accrued and unpaid interest thereon to, but excluding, the redemption date. |

Table of Contents

| | |
|---|--|
| | <p>TEGSA may also redeem all, but not less than all, of the notes in the event of certain tax changes affecting the notes, as described in "Description of the Notes and the Guarantees Redemption Upon Changes in Withholding Taxes."</p> |
| Sinking Fund | <p>None.</p> |
| Denominations | <p>The notes will be issued in minimum denominations of \$2,000 and integral multiples of \$1,000 in excess thereof.</p> |
| Form of Notes | <p>The notes of each series will be issued as fully registered notes, represented by one or more global notes deposited with or on behalf of The Depository Trust Company, or DTC. Investors may elect to hold interests in the global notes through any of DTC or, in their capacity as participants in DTC, Clearstream or Euroclear.</p> |
| Covenants | <p>The indenture limits TEGSA's ability to create liens to secure certain indebtedness without also securing the notes and to enter into sale and lease-back transactions. The indenture also limits TEGSA's and TE Connectivity's ability to consolidate, merge or transfer assets. The covenants are subject to a number of qualifications and exceptions. See "Description of the Notes and the Guarantees Covenants."</p> |
| Repurchase upon Change of Control Trigger Event | <p>If TE Connectivity experiences a change of control (defined herein) and as a result of that change of control the notes of a series are rated below investment grade (defined herein) by at least two of Moody's, S&P and Fitch (or the equivalent under any successor rating categories of Moody's, S&P and Fitch, respectively), TEGSA will be required to offer to repurchase all of the notes of that series at a price equal to 101% of the principal amount, plus accrued and unpaid interest to the repurchase date. See "Description of the Notes and the Guarantees Change of Control Triggering Event."</p> |
| Use of Proceeds | <p>The net proceeds from the offering will be approximately \$742.5 million, after expenses and underwriting discounts. We intend to use the net proceeds from this offering for general corporate purposes, which includes funding a portion of the previously announced purchase of the outstanding share capital of Deutsch and the repayment of debt, including the outstanding 6.00% senior notes due October 1, 2012 at their maturity.</p> |

Table of Contents

Risk Factors

Your investment in the notes will involve risks. You should consider carefully all of the information set forth in this prospectus supplement, the accompanying prospectus, any free writing prospectus with respect to this offering filed by us with the SEC and the documents incorporated by reference herein and, in particular, you should evaluate the specific factors set forth in the section of this prospectus supplement entitled "Supplemental Risk Factors", the section entitled "Part I. Item 1A. Risk Factors" in our Annual Report on Form 10-K for the fiscal year ended September 30, 2011, filed November 18, 2011, and the section entitled "Part II. Item 1A. Risk Factors" in our Quarterly Report on Form 10-Q for the fiscal quarter ended December 30, 2011, filed January 27, 2012, before deciding whether to purchase any notes in this offering.

Listing

The notes will not be listed on any exchange or quoted on any automated dealer quotation system.

Governing Law

The notes will be governed by the laws of the State of New York.

Trustee

Deutsche Bank Trust Company Americas.

Table of Contents

SUPPLEMENTAL RISK FACTORS

You should carefully consider the supplemental risks described below in addition to the risks described in "Part I. Item 1A. Risk Factors" in our Annual Report on Form 10-K for the fiscal year ended September 30, 2011, filed November 18, 2011, and in "Part II. Item 1A. Risk Factors" in our Quarterly Report on Form 10-Q for the fiscal quarter ended December 30, 2011, filed January 27, 2012, which are incorporated by reference herein, as well as the other information contained in or incorporated by reference into this prospectus supplement and the accompanying prospectus, before investing in the notes. You could lose part or all of your investment.

There is no public market for the notes, and we do not know if an active trading market will ever develop or, if a market does develop, whether it will be sustained.

Each series of notes will constitute a new issue of securities for which there is no existing trading market. We do not intend to apply for listing or quotation of either series of notes on any securities exchange or stock market. We cannot assure you as to the development or liquidity of any trading market for the notes. The underwriters have advised us that they currently intend to make a market in the notes of each series. However, the underwriters are not obligated to do so, and any market-making with respect to the notes may be discontinued at any time without notice. If no active trading market develops, you may be unable to resell your notes at any price or at their fair market value.

If a trading market does develop, changes in our credit ratings or the debt markets could adversely affect the market prices of the notes.

The price for the notes will depend on a number of factors, including:

our credit ratings with major credit rating agencies;

the prevailing interest rates being paid by other companies similar to us;

the market price of our common shares;

our financial condition, operating performance and future prospects; and

the overall condition of the financial markets.

The condition of the financial markets and prevailing interest rates have fluctuated in the past and are likely to fluctuate in the future. Such fluctuations could have an adverse effect on the price of the notes.

In addition, credit rating agencies continually review their ratings for the companies that they follow, including us. The credit rating agencies also evaluate the industries in which we operate as a whole and may change their credit rating for us based on their overall view of such industries. A negative change in our rating could have an adverse effect on the price of the notes.

Table of Contents

USE OF PROCEEDS

The net proceeds from the offering will be approximately \$742.5 million, after expenses and underwriting discounts. We intend to use the net proceeds from this offering for general corporate purposes, which includes funding a portion of the previously announced purchase of the outstanding share capital of Deutsch and the repayment of debt, including the outstanding 6.00% senior notes due October 1, 2012 at their maturity.

The consideration for the purchase of the outstanding share capital of Deutsch is €1.15 billion, subject to adjustment. We intend to fund the acquisition of Deutsch, including Deutsch's debt to be repaid at closing, with approximately \$1.0 billion of our cash and cash equivalents and approximately \$1.0 billion of funds from any combination of proceeds from the issuance of the notes offered hereby and the issuance of commercial paper, and, if necessary, borrowing under the Five-Year Senior Credit Agreement. See "Summary Recent Development."

Table of Contents**CAPITALIZATION**

The following table sets forth our capitalization as of December 30, 2011 on an unaudited historical basis and as adjusted to give effect to the sale of the \$750.0 million principal amount of notes offered hereby.

You should read this information in conjunction with "Management's Discussion and Analysis of Financial Condition and Results of Operations" and our consolidated financial statements and the related notes included in our Quarterly Report on Form 10-Q for the fiscal quarter ended December 30, 2011, filed January 27, 2012, which is incorporated by reference herein.

| (In millions) | December 30, 2011 | |
|---|-------------------|-------------|
| | Historical | As adjusted |
| Indebtedness: | | |
| Short-term borrowings ⁽¹⁾ : | | |
| 364-Day credit facility ⁽²⁾ | \$ | \$ |
| Commercial paper | 179 | 179 |
| Other | 1 | 1 |
| Total short-term borrowings | 180 | 180 |
| Long-term debt (including current maturities): | | |
| 1.600% senior notes due 2015 offered hereby (face amount) | | 250 |
| 3.500% senior notes due 2022 offered hereby (face amount) | | 500 |
| 6.00% senior notes due 2012 ⁽³⁾ | 716 | 716 |
| 5.95% senior notes due 2014 | 300 | 300 |
| 6.55% senior notes due 2017 | 735 | 735 |
| 4.875% senior notes due 2021 | 269 | 269 |
| 7.125% senior notes due 2037 | 475 | 475 |
| 3.50% convertible subordinated notes due 2015 | 90 | 90 |
| Unsecured senior revolving credit facility | | |
| Other | 81 | 81 |
| Total long-term debt | 2,666 | 3,416 |
| Total Indebtedness | 2,846 | 3,596 |
| Equity | 7,590 | 7,590 |
| Total Capitalization | \$ 10,436 | \$ 11,186 |

(1) Does not include current maturities of long-term debt.

(2) Under the terms of the 364-Day Credit Agreement among TEGSA as borrower, TE Connectivity as guarantor, the lender parties thereto, and JPMorgan Chase Bank, N.A., as administrative agent, which we refer to as the 364-Day Credit Agreement, the commitments will be reduced upon certain events, including the receipt of proceeds from the incurrence of certain types of debt for borrowed money by TE Connectivity, TEGSA or their subsidiaries (including the notes offered hereby), certain equity issuances by TE Connectivity, TEGSA or their subsidiaries and certain dispositions. Upon receipt of the net proceeds from the sale of the notes, the commitments will be reduced by an amount equal to the net proceeds of this offering.

(3) The 6.00% senior notes due 2012 mature on October 1, 2012.

Table of Contents**RATIO OF EARNINGS TO FIXED CHARGES**

The following table sets forth information regarding our ratio of earnings to fixed charges for the periods shown. For purposes of determining the ratio of earnings to fixed charges, earnings consist of income (loss) from continuing operations before income taxes, plus (a) fixed charges, (b) amortization of capitalized interest and (c) income (loss) of equity investees, net of distributed income, less capitalized interest. Fixed charges consist of (a) interest expensed and capitalized, (b) amortized premiums, discounts, and capitalized expenses related to indebtedness, and (c) a portion of rent expense, which represents an appropriate interest factor.

| Three Months Ended December 30, | Fiscal | | | | |
|--|---------------|-------------|-------------|-------------|-------------|
| 2011 | 2011 | 2010 | 2009 | 2008 | 2007 |
| 8.36 | 9.33 | 9.37 | (1) | 9.57 | 1.86 |

(1)

In fiscal 2009, fixed charges exceeded earnings by \$3,660 million.

S-8

Table of Contents

DESCRIPTION OF THE NOTES AND THE GUARANTEES

The descriptions in this prospectus supplement contain a description of the material terms of the notes and the indenture but do not purport to be complete. Reference is hereby made to the indenture, the sixth supplemental indenture, the seventh supplemental indenture and the form of note that are filed as exhibits to the registration statement or will be incorporated by reference therein of which this prospectus supplement forms a part and to the Trust Indenture Act.

The 2015 Notes and the 2022 Notes will be issued under the indenture, dated as of September 25, 2007, as supplemented with respect to each series of notes by a supplemental indenture, to be dated as of February 3, 2012, among Tyco Electronics Group S.A., TE Connectivity Ltd., as guarantor, and Deutsche Bank Trust Company Americas, as trustee. References to the indenture in this description refer to the indenture as supplemented by the sixth supplemental indenture and the seventh supplemental indenture. In this description of the notes and the guarantees, we refer to Tyco Electronics Group S.A., the issuer of the notes, as TEGSA, and to TE Connectivity Ltd., the guarantor of the notes, as TE. References to TE in this description refer to TE Connectivity Ltd., not including its consolidated subsidiaries. References to TEGSA in this description refer to Tyco Electronics Group S.A., not including its consolidated subsidiaries.

The indenture does not limit the aggregate principal amount of debt securities that may be issued thereunder. TEGSA may issue additional debt securities in the future without the consent of the holders of outstanding notes. If TEGSA issues additional notes of any series offered hereby, those notes will contain the same terms as and be deemed part of the same series as such series of notes offered hereby. The terms and provisions of other series of debt securities that may be issued under the indenture may differ. TEGSA may issue other debt securities separately, upon conversion of or in exchange for other securities or as part of a unit with other securities.

The following description is subject to the detailed provisions of the indenture, copies of which can be obtained upon request from TE Connectivity. See "Incorporation by Reference." The statements made in this section relating to the indenture, the notes and the guarantees are summaries, are not complete and are subject to all provisions of the indenture, the notes and the guarantees. For a full description of the notes and the guarantees, you should refer to the indenture.

General

TEGSA will issue the 2015 Notes in an initial aggregate principal amount of \$250,000,000 and the 2022 Notes in an initial aggregate principal amount of \$500,000,000. The 2015 Notes will mature on February 3, 2015 and the 2022 Notes will mature on February 3, 2022. Each series of notes will be in registered form without coupons in minimum denominations of \$2,000 and integral multiples of \$1,000 in excess thereof. The notes will be TEGSA's direct, unconditional, unsecured and unsubordinated general obligations. The notes will rank equally among themselves, without any preference of one over another. The notes will be unsubordinated and unsecured obligations ranking equally with all of TEGSA's existing and future unsubordinated and unsecured obligations. Claims of holders of the notes will be effectively subordinated to the claims of holders of TEGSA's secured debt, if any, with respect to the collateral securing such claims.

TEGSA is a holding company and it conducts substantially all of its operations through its subsidiaries. TEGSA's rights and the rights of its creditors, including holders of the notes, to participate in any distribution of assets of any subsidiary upon a liquidation or reorganization or otherwise of such subsidiary will be effectively subordinated to the claims of the subsidiary's creditors, except to the extent that TEGSA or any of its creditors may itself be a creditor of that subsidiary.

The 2015 Notes will bear interest at the rate of 1.600% per year and the 2022 Notes will bear interest at the rate of 3.500% per year, each from the date of issuance or from the most recent interest

Table of Contents

payment date to which interest has been paid or provided for. Interest on the notes will be payable on February 3 and August 3 of each year, commencing August 3, 2012, to the holders of record at the close of business on the January 18 and July 18 prior to each interest payment date. Interest on the notes will be calculated on the basis of a 360-day year consisting of twelve 30-day months. All dollar amounts resulting from this calculation will be rounded to the nearest cent.

If any interest payment date, redemption date or maturity date would otherwise be a day that is not a business day, the related payment of principal and interest will be made on the next succeeding business day as if it were made on the date such payment was due. No interest will accrue on the amounts so payable for the period from and after such date to the date of such payment on the next succeeding business day.

The notes will not be subject to any sinking fund.

Guarantees

TE will unconditionally guarantee the due and punctual payment of the principal of, premium, if any, and interest on each series of notes, when and as the same shall become due and payable, whether at maturity, upon redemption, by acceleration or otherwise. TE's guarantees are the unsecured, unsubordinated obligations of TE and ranks equally with all other unsecured and unsubordinated obligations of TE. Each guarantee provides that in the event of a default in payment on a related note, the holder of the note may institute legal proceedings directly against TE to enforce the guarantee without first proceeding against TEGSA.

Redemption at TEGSA's Option

The 2015 Notes will be redeemable as a whole or in part, solely at TEGSA's option, at any time, at a make-whole redemption price equal to the greater of:

100% of the principal amount of the 2015 Notes to be redeemed, and

as determined by the Quotation Agent and delivered to the trustee, the sum of the present values of the remaining scheduled payments of principal and interest thereon due on any date after the redemption date (based on the original interest rate and excluding the portion of interest that will be accrued and unpaid to and including the redemption date) discounted from their scheduled date of payment to the redemption date (assuming a 360-day year consisting of twelve 30-day months) at the Adjusted Redemption Treasury Rate plus 20 basis points,

plus, in each of the above cases, accrued and unpaid interest, if any, to, but excluding, the redemption date.

Prior to November 3, 2021 (three months prior to their maturity) the 2022 Notes will be redeemable as a whole or in part, solely at TEGSA's option, at any time, at a make-whole redemption price equal to the greater of:

100% of the principal amount of the 2022 Notes to be redeemed, and

as determined by the Quotation Agent and delivered to the trustee, the sum of the present values of the remaining scheduled payments of principal and interest thereon due on any date after the redemption date (based on the original interest rate and excluding the portion of interest that will be accrued and unpaid to and including the redemption date) discounted from their scheduled date of payment to the redemption date (assuming a 360-day year consisting of twelve 30-day months) at the Adjusted Redemption Treasury Rate plus 25 basis points,

plus, in each of the above cases, accrued and unpaid interest, if any, to, but excluding, the redemption date.