

INGRAM MICRO INC  
Form FWP  
December 10, 2014

Filed Pursuant to Rule 433

Relating to Preliminary Prospectus Supplement dated December 10, 2014

Registration No. 333-183108

**Ingram Micro Inc.**

4.950% Notes due 2024

**Pricing Term Sheet**

<b>Issuer:</b>	Ingram Micro Inc. (the Issuer )
<b>Security:</b>	4.950% Notes due 2024 (the Notes )
<b>Ratings:</b>	Baa3 by Moody's Investor Service, Inc.* BBB- by Standard & Poor's Ratings Services* BBB- by Fitch, Inc.*
<b>Aggregate Principal Amount:</b>	\$500,000,000
<b>Maturity:</b>	December 15, 2024
<b>Trade Date:</b>	December 10, 2014
<b>Settlement Date:</b>	December 15, 2014
<b>Coupon:</b>	4.950% per annum
<b>Price to Public:</b>	99.649
<b>Yield to Maturity:</b>	4.995%
<b>Spread to Benchmark Treasury:</b>	T + 280 basis points
<b>Benchmark Treasury:</b>	2.25% due November 15, 2024
<b>CUSIP:</b>	457153 AG9
<b>Benchmark Treasury Price &amp; Yield:</b>	Price: 100-15+  Yield: 2.195%
<b>Denominations:</b>	Minimum of \$2,000 and integral multiples of \$1,000 thereof
<b>Interest Payment Dates:</b>	June 15th and December 15th of each year, beginning on June 15, 2015
<b>Optional Redemption Provision:</b>	Prior to September 15, 2024 (3 months prior to the maturity date), at the greater of (1) 100% plus accrued and unpaid interest or (2) the sum of the present value

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of the remaining scheduled payments of principal and interest, discounted to the redemption date on a semi-annual basis at the applicable Treasury Rate, plus 45 basis points, plus accrued and unpaid interest. On or after September 15, 2024, at 100% plus accrued and unpaid interest

**Joint Bookrunning Managers:**

Merrill Lynch, Pierce, Fenner & Smith

Incorporated

Morgan Stanley & Co. LLC

**Co-Managers:**

BNP Paribas Securities Corp.

HSBC Securities (USA) Inc.

Mitsubishi UFJ Securities (USA), Inc.

RBS Securities Inc.

Scotia Capital (USA) Inc.

**The Issuer has filed a registration statement (including a prospectus) and a prospectus supplement with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement, the related prospectus supplement 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 the SEC website 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 and related prospectus supplement if you request them by calling Merrill Lynch, Pierce, Fenner & Smith Incorporated toll free at +1 (800) 294-1322 or Morgan Stanley & Co. LLC toll free at +1 (866) 718-1649.**

**\* The security ratings above are not a recommendation to buy, sell or hold the securities offered hereby. The ratings may be subject to revision or withdrawal at any time by Moody's, Standard and Poor's and Fitch. Each of the security ratings above should be evaluated independently of any other security rating. The Issuer has not, and the underwriters have not, authorized anyone to provide any information other than that contained or incorporated by reference in the prospectus supplement and accompanying prospectus relating to the offering to which this communication relates, or in any free writing prospectus prepared by or on behalf of the Issuer or to which the Issuer has referred you. The Issuer and the underwriters take no responsibility for, and can provide no assurance as to the reliability of, any other information that others may give you.**